Registered number: 04085769

## **BLACKSTONE REAL ESTATE PARTNERS LIMITED**

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020



## **COMPANY INFORMATION**

**Directors** Kimberly Percy

Farhad Karim

Company secretary Intertrust (UK) Limited

Registered number 04085769

**Registered office** 40 Berkeley Square

London

United Kingdom

W1J 5AL

Independent auditors Deloitte LLP

Statutory Auditor
1 New Street Square

London

United Kingdom EC4A 3HQ

Solicitors Simpson Thacher & Bartlett LLP

City Point

One Ropemaker St.

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## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

Blackstone Real Estate Partners Limited ("the Company") is a company incorporated in the United Kingdom and registered in England and Wales for the purpose of holding investments in limited partnerships. The Company is a private company limited by shares.

The directors present their annual report and the audited financial statements for Blackstone Real Estate Partners Limited ("the Company") for the year ended 31 December 2020.

#### **Directors**

The directors who served during the year and up to the date of this report unless noted otherwise were:

Kimberly Percy Farhad Karim

### Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

### **Directors' responsibilities statement**

The directors are responsible for preparing the annual report and the audited financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare audited financial statements for each financial year. Under that law the directors have elected to prepare the audited financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the audited financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these audited financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the audited financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the audited financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Principal activity and review of the business

The Company was formed for the purpose of holding investments in Limited Partnerships. These investments were fully realised in 2019.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### Going concern

The directors have no intention to wind down the Company in the next 12 months and the Company continues to have minimal operating activity. No decision has yet been taken as to the future purpose of the Company.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Accordingly, the going concern basis has been adopted in preparing the director's report and financial statements.

#### Results

The loss for the year, after taxation, amounted to \$81 (2019 - profit \$893).

All expenses have been borne by an affiliate of the Company. The directors did not declare or pay a dividend in the financial year (2019: nil).

### Qualifying third party indemnity provisions

The Company has made qualifying third party indemnity provisions for the benefit of its directors, which were in place throughout the period and remain in force at the date of this report.

#### Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

### **Geopolitical Uncertainty**

Geopolitical risk has become a key driver of uncertainty and will remain one over the foreseeable future. In advance of the UK's exit from the European Union ("Brexit"), the operational impacts of this event were evaluated across human resources, counterparty relationships, supply chains, tax, macroeconomic and regulatory policy and were deemed to have a negligible impact on the long-term sustainability of the Company. The longer-term impact of Brexit will continue to be monitored by the Company as the EU and UK formulate bilateral agreements.

## **Auditors**

The auditors, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 24 September 2021 and signed on its behalf.

Hun Kency Kimberly Percy Director

# INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BLACKSTONE REAL ESTATE PARTNERS LIMITED

### Report on the audit of the financial statements

### **Opinion**

In our opinion the financial statements of Blackstone Real Estate Partners Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and;
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes on pages 10 15.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

### Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BLACKSTONE REAL ESTATE PARTNERS LIMITED

### Other information (continued)

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

## Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements.
   These included UK Companies Act; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These include breaches of the Money Laundering Regulations and contractual agreements whose effects should be considered while preparing financial statements.

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BLACKSTONE REAL ESTATE PARTNERS LIMITED

### Extent to which the audit was considered capable of detecting irregularities, including fraud (continued)

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

### Report on other legal and regulatory requirements

### Opinions on other matters prescribed by the Companies Act 2006

In our opitnion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the aduit, we have not identified any material misstatements in the directors' report.

### Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

# INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BLACKSTONE REAL ESTATE PARTNERS LIMITED

### Use of our report

This report is made solely to the Company's shareholders, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's directors those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Yasir Aziz, ACA (Senior statutory auditor)

for and on behalf of

**Deloitte LLP**Statutory Auditor
London, United Kingdom

24 September 2021

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	2020 \$	2019 \$
Other operating income		5	20
Fair value movements	6	-	292
Operating profit	_	5	312
Tax on profit	5	(86)	581
(Loss)/profit for the financial year	=	(81)	893
Total comprehensive (expense)/income for the year	-	(81)	893

There were no recognised gains and losses for 2020 or 2019 other than those included in the statement of comprehensive income.

The notes on pages 10 to 15 form part of these financial statements.

# BLACKSTONE REAL ESTATE PARTNERS LIMITED REGISTERED NUMBER:04085769

# STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2020

Note	2020 \$	2019 \$
7	385	-
8	11,417	12,057
_	11,802	12,057
9	-	(174)
_	11,802	11,883
_	11,802	11,883
	11,802	11,883
10	1	1
	11,801	11,882
_	11,802	11,883
	7 8 - 9 -	7 385 8 11,417 11,802 9 - 11,802 11,802 11,802 11,802

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The notes on pages 10 to 15 form part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 September 2021.

Kimberly Percy Director

Jun Kercy

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2020

	Called up share capital \$	Profit and loss account \$	Total equity
At 1 January 2019	1	10,989	10,990
Profit for the year	-	893	893
Total comprehensive income for the year	-	893	893
At 1 January 2020	1	11,882	11,883
Loss for the year	-	(81)	(81)
Total comprehensive loss for the year	-	(81)	(81)
At 31 December 2020	1	11,801	11,802

The notes on pages 10 to 15 form part of these financial statements.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

Details of the Company's general information are set out on the Company Information page and in the Directors' report on page 1.

## 1. Accounting policies

## 1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland ("FRS 102") and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

The following principal accounting policies have been applied:

### 1.2 Financial reporting standard 102 - reduced disclosure exemptions

The Company meets the definition of a qualifying entity and has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position;
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation;
- the requirements of Section 11 Financial Instruments;
- the requirements of Section 12 Other Financial Instruments; and
- the requirements of Section 33 Related Party Disclosures.

This information is included in the consolidated financial statements of The Blackstone Group Inc. as at 31 December 2020 and these financial statements may be obtained from 345 Park Avenue, New York, NY 10154.

### 1.3 Going concern

The ongoing novel coronavirus ("COVID-19") pandemic has caused disruption in global economies. More recently, broad-based economic recovery and activity has accelerated following meaningful progress on vaccine distribution, the easing of shutdowns and other restrictions. Nevertheless, there is continued uncertainty regarding the trajectory of a continuing recovery, particularly given the strength of the Delta variant. Accordingly, this recovery remains uneven with dispersion across sectors and regions. The estimates and assumptions underlying these financial statements are based on the information available as of 31 December 2020. The estimates and assumptions include judgments about financial market and economic conditions which have changed, and may continue to change, over time.

The Company continues to carefully monitor the ongoing developments regarding the COVID-19 outbreak and the directors do not believe that the uncertain market conditions as a result of COVID-19 will significantly impact the performance of the Company.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Accordingly, the going concern basis has been adopted in preparing the directors' report and financial statements.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

### 1. Accounting policies (continued)

#### 1.4 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

## 1.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

#### 1.6 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

### 1.7 Foreign currency translation

### Functional and presentation currency

The Company's functional and presentational currency is USD (\$).

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of comprehensive income within 'other operating income'.

## 1.8 Taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

## 2. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

There are no key sources of estimation, uncertainity nor critical accounting judgments used in the preparation of these financial statements.

#### 3. Auditors' remuneration

The audit fees of the Company have been bourne by an affiliate of the Company in the current and prior year. The audit fee for the year ended 31 December 2020 was \$4,365 (2019: \$4,214).

The tax compliance fees of the Company have been borne by an affiliate of the Company in the current and prior year. The tax compliance for the year ended 31 December 2020 was \$7,177 (2019: \$6,960).

### 4. Employees

The directors were not remunerated for their services to the Company during the current and prior year. There were no staff employed during the current or prior year.

### 5. Taxation

	2020 \$	2019 \$
Current tax charge/(credit) on profit for the year	86	(581)
	86	(581)
Corporation Tax		• "
Current tax on profits for the year @ 19% (2019: 19%)	86	(581)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

## 5. Taxation (continued)

## Factors affecting tax charge for the year

The tax assessed for the year is the same as the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

		2020 \$	2019 \$
	Profit/(loss) before tax	5	312
	Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)  Effects of:	1	59
	Utilisation of tax losses	-	(30)
	Adjustments to tax charge in respect of prior periods	86	(610)
	Non-taxable net foreign exchange (gain)/loss	(1)	-
	Total tax charge/(credit) for the year	86	(581)
6.	Fixed asset investments		
		2020	2019
	Valuation	\$	\$
	At 1 January	_	347
	Impairment of investment	-	-
	Return of capital	-	(347)
	At 31 December	-	-

The Company had made investments in Blackstone Real Estate Partners I.D L.P., Blackstone Real Estate Partners I.D.2 L.P. and Blackstone Real Estate Partners I.E L.P., three registered limited partnerships governed by English law, which themselves made investments in real estate and real estate companies to generate an investment return. These investments were fully realised in 2019. The registered place of business for these entities is 345 Park Avenue, New York, NY 10154, United States of America. The Company's share in each of the three investments was less than 0.01%.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

7.	Debtors: amounts falling due within one year		
	·	2020 \$	2019 \$
	Amounts owed by group undertakings	385	-
		385	-
	Amounts owed by group undertakings are non-interest bearing and repayable	e on demand.	
8.	Cash and cash equivalents		
		2020 \$	2019 \$
	Cash at bank and in hand	11,417	12,057
		11,417	12,057
9.	Creditors: amounts falling due within one year		
		2020 \$	2019 \$
	Amounts owed to group undertakings	-	144
	Corporation tax		30
			174
	Amounts owed to group undertakings are non-interest bearing and repayable	on demand.	
10.	Share capital		
		2020 \$	2019 \$
	Allotted, called up and fully paid	Ψ	<b>Ψ</b>
	1 (2019 - 1) Ordinary Share of £1.0	1	1

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

## 11. Controlling party

The Company's immediate parent undertaking is Blackstone Real Estate Partners Holdings Limited, a Company incorporated in the United Kingdom, which is a wholly owned subsidiary of Blackstone Group International (Cayman) Limited, a company incorporated in the Cayman Islands. The Company's ultimate parent undertaking and controlling party is The Blackstone Group Inc., a corporation listed on the New York Stock Exchange and registered at 345 Park Avenue, New York, NY 10154, United States of America.

The Blackstone Group Inc. is the smallest and largest group which includes the Company and for which financial statements are prepared.

Copies of the group financial statements are available from 345 Park Avenue, New York, NY 10154, United States of America.

## 12. Subsequent events

The Company continues to carefully monitor the ongoing developments regarding the COVID-19 outbreak and currently expects the COVID-19 outbreak to have only a negligible impact on the Company.

Subsequent events have been evaluated through the date of signing these financial statements. Other than what has been noted above, there were no events that require recognition or disclosure in the financial statements.