

SACKVILLE LCW (GP) LIMITED

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COMPANIES HOUSE

(Registered Number: 07172447)

Report and Financial Statements

for the year ended

31 March 2013

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

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Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

Directors

S C Camp

D J Camp

D A Jordison

G T V Hall

J M Willcock

M A Rea

Secretary and registered office

60 St Mary Axe
London
United Kingdom
EC3A 8JQ

Independent auditors

PricewaterhouseCoopers LLP
7 More London Riverside
London
SE1 2RT

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

DIRECTORS' REPORT

COMPANY REGISTRATION NO: 07172447

The directors present their report and the audited financial statements of Sackville LCW (GP) Limited ("the Company") for the year ended 31 March 2013

Principal activities and business review

The principal activity of the Company is to act as general partner to the Low Carbon Workplace LP ("the Partnership"), a limited partnership. The directors do not anticipate any change in the activities of the Company in the foreseeable future

The profit and loss account for the year is set out on page 8. The profit for the financial year under review was £57,447 (2012 loss £26,065)

Dividends

The directors do not recommend the payment of a dividend.

Future developments

Given the nature of the business, the Company's directors are of the opinion that no key performance indicators are necessary for an understanding of the development, performance and position of the business other than the position and performance shown in the profit and loss account and balance sheet on pages 8 and 9

Risk management

The directors consider that the Company is exposed to minimal risk in the foreseeable future

The Partnership's operations expose it to a variety of financial risks that include the effects of changes in prices, credit risk and liquidity risk. The Company has in place a risk management programme that seeks to limit the impacts of the risks

Going concern

The directors are satisfied that the Company has adequate resources to continue in operational existence for at least twelve months from the signing of the financial statements and, accordingly, it is appropriate to continue to use the going concern basis in preparing the financial statements. Refer to note 1(b) for additional considerations in respect of using the going concern basis in preparing the financial statements

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

DIRECTORS' REPORT (CONTINUED)

Directors

The directors who were in office during the year and up to the date of signing the financial statements are listed on page 2

Directors' indemnity

During the year the Company had in force a qualifying third party indemnity provision in favour of one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006.

Independent Auditors

PricewaterhouseCoopers LLP have indicated their willingness to continue in office

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under Company law the directors must not approve the 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 financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the 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 enable them to ensure that the 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.


Disclosure of information to auditors

So far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware.

Each director has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The directors consider that they have pursued the actions necessary to meet their responsibilities as set out in the statement.

On behalf of the board

Name:  J M Willcock

Company Director:

Date: 19 December 2013

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SACKVILLE LCW (GP) LIMITED

We have audited the financial statements of Sackville LCW (GP) Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 March 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SACKVILLE LCW (GP) LIMITED (CONTINUED)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you 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.



Richard McGuire (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
19 December 2013

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2013

	Notes	2013 £	2012 £
Administrative expenses	2	(13,740)	(17,688)
Other operating income		72,897	-
Operating profit/(loss)		<u>59,157</u>	<u>(17,688)</u>
Interest receivable and similar income		34,290	27,722
Interest payable and similar charges		(36,000)	(36,099)
Profit/(loss) on ordinary activities before taxation		<u>57,447</u>	<u>(26,065)</u>
Tax on profit/(loss) on ordinary activities	8	-	-
Profit/(loss) for the financial year		<u><u>57,447</u></u>	<u><u>(26,065)</u></u>

All amounts above are in respect of continuing operations

The Company had no recognised gains or losses in either year other than the profit/(loss) stated above, therefore no statement of total recognised gains and losses has been prepared.

There are no material differences between the profit/(loss) on ordinary activities before taxation and the profit/(loss) for the years stated above and their historic cost equivalents

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

BALANCE SHEET
AS AT 31 MARCH 2013

	Notes	2013 £	2012 £
Fixed assets			
Investments	4	1	1
Current assets			
Debtors	5	1,147,243	940,655
Cash at bank and in hand		164,782	287,524
Total current assets		1,312,025	1,228,179
Creditors amounts falling due within one year	6	(111,875)	(85,476)
Net current assets		1,200,150	1,142,703
Creditors amounts falling due after more than one year	7	(1,200,000)	(1,200,000)
Net assets/(liabilities)		150	(57,296)
Capital and reserves			
Called up share capital	9	150	150
Profit and loss account		-	(57,447)
Total shareholders' funds/(deficit)	10	150	(57,297)

The financial statements on pages 8 to 15 were approved by the board of directors on 19 December 2013 and were signed on its behalf by:



J M Willcock
Director

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2013

1. Accounting policies

a) Basis of preparation

The financial statements have been prepared on a going concern basis, under the historical cost convention, in accordance with the Companies Act 2006 and applicable United Kingdom Accounting Standards

The accounting policies have been consistently applied to all years presented

Cash flow Statement

The Company qualifies as exempt from the requirement to produce a cash flow statement under Financial Reporting Standard ("FRS") 1 (Revised 1996) "Cashflow Statements", as it qualifies as 'small' under the Companies Act 2006

b) Going concern

The directors of the Company have prepared the financial statements on a going concern basis and the directors also confirm they will take actions necessary for the Company to continue as a going concern

The directors confirm that all administrative expenses that have been incurred by the Company will be recharged to the three shareholders, Threadneedle Property Investments Limited, Stanhope Plc and Carbon Trust Enterprises Limited on an annual basis in equal proportions

c) Consolidated financial statements

The Company and its subsidiary undertaking (see note 4) are exempt from the requirement to prepare group financial statements, as both companies qualify as 'small' under the Companies Act 2006

The Company acts as the general partner to the Partnership. The Company therefore exercises a dominant influence over the Partnership. The economic interest of the Company in the Partnership is small and restricted and is principally derived in the form of the General Partner share, provided for under the terms of the Limited Partnership Agreement. As the Company's influence is fiduciary in nature, the Partnership is not treated as a subsidiary undertaking

d) Investments and other financial assets

Investments in subsidiary undertakings are exempt from the requirements of FRS 26, hence they are held at the lower of cost or net realisable value

e) Cash and cash equivalents

Cash and cash equivalents include cash and deposits held with a bank or other qualifying financial institution and are repayable on demand.

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 March 2013

1. Accounting policies (Continued)

- f) **Interest receivable and interest payable**
Interest receivable and interest payable is recognised on an accruals basis.

2. Administrative expenses

	2013 £	2012 £
Audit fees	10,080	11,680
Bank charges	60	8
Tax services	3,600	6,000
	<hr/> 13,740	<hr/> 17,688
	<hr/>	<hr/>

3. Directors and employees

Employees

The average monthly number of persons (including directors), considered to be directly employed by the Company on a full time basis during the year was nil (2012 nil)

The costs associated with the administration of the Company, that are performed by employees of fellow subsidiaries of the Group, are not recharged to the Company.

Directors' remuneration

The remuneration of the directors for services to the Company as directors during the year was £nil (2012 £nil)

4. Investments

	2013 £	2012 £
Opening	1	1
Additions	-	-
	<hr/> 1	<hr/> 1
Closing	<hr/>	<hr/>

The investment in subsidiary undertakings represents 100% of the issued share capital of Sackville LCW Sub LP 1 (GP) Limited, a company incorporated in England and Wales

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 March 2013

5. Debtors

	2013	2012
	£	£
Loan to Low Carbon Workplace Limited	1,000,000	900,000
Interest receivable	74,346	40,655
Income receivable from Shareholders	72,897	-
	<u>1,147,243</u>	<u>940,655</u>

Debtors include amounts due after one year under the loan agreement between the Company and Low Carbon Workplace Limited, dated 11 March 2010. They comprise of the principal amount and interest accrued at 3.5 per cent per annum

Under the terms of the agreement the loan is repayable on the earliest of the dissolution date of the Partnership and termination of the Carbon Advisory Agreement between Sackville LCW (GP) Limited and Low Carbon Workplace Limited, or March 2015. Interest is payable on the earlier of Low Carbon Workplace Limited having available cash, or repayment of the loan.

6. Creditors: amounts falling due within one year

	2013	2012
	£	£
Interest payable	108,395	72,396
Other creditors	3,480	13,080
	<u>111,875</u>	<u>85,476</u>

7. Creditors: amounts falling due after more than one year

Creditors are represented by amounts due under the loan agreement between the Company and Threadneedle Asset Management Finance Limited, Stanhope Plc and Carbon Trust Enterprises Limited, dated 11 March 2010. The loan is repayable on the earliest of the dissolution date of the Partnership or March 2015. Interest is payable on the earlier of the Company having available income, or the loan repayment date.

The amount borrowed to date is £1,200,000 (2012: £1,200,000). Interest accrues at 3 per cent per annum and is shown in creditors falling due within one year.

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 March 2013

8. Tax on profit/(loss) on ordinary activities

Taxation in the profit and loss account was as follows

	2013 £	2012 £
Current tax	-	-
Deferred taxation	-	-
	-	-
	-	-

Factors affecting the tax charge for the year

The tax assessed for the year is lower (2012: higher) than the standard rate of corporation tax in the UK of 24% (2012: 26%). The differences are explained below

	2013 £	2012 £
Profit/(loss) on ordinary activities before taxation	57,447	(26,065)
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24% (2012: 26%)	13,787	(6,777)
Unrelieved tax losses carried forward	-	6,777
Losses in respect of prior years not recognised in deferred tax	(13,787)	-
Current tax charge for the year	-	-

9. Called up share capital

	2013 £	2012 £
Authorised and issued		
150 (2012: 150) ordinary shares of £1 each	150	150

The Company has an authorised share capital of £150 divided into 150 ordinary shares of £1 each. All shares are divided into three share classes and allocated between the following shareholders:

Carbon Trust Enterprises Limited	50 "A" Class shares
Threadneedle Property Investments Limited	50 "B" Class shares
Stanhope Plc	50 "C" Class shares

The share classes all carry the same voting rights

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 March 2013

10. Reconciliation of movements in shareholders' funds/(deficit)

	2013 £	2012 £
Opening shareholders' deficit	(57,297)	(31,232)
Profit/(loss) for the financial year	57,447	(26,065)
Closing shareholders' funds/(deficit)	<u>150</u>	<u>(57,297)</u>

11. Parent company

There is no ultimate controlling party

Threadneedle Property Investments Limited, Stanhope Plc and Carbon Trust Enterprises Limited hold equal proportions of the share capital of Sackville LCW (GP) Limited and therefore they are considered to be the controlling parties

Ameriprise Financial, Inc. holds the entire share capital of Threadneedle Asset Management Limited, which itself holds the entire issued share capital of Threadneedle Property Investments Limited

Stanhope Group Holdings Limited is the immediate and global parent of Stanhope Plc by virtue of holding its entire share capital

Carbon Trust Enterprises Limited is a wholly owned subsidiary company of The Carbon Trust

12. Related party transactions

A recharge of expenses for the total of £72,897 has been made to the three shareholders, Threadneedle Property Investments Limited, Stanhope Plc and Carbon Trust Enterprises Limited (£24,299 to each shareholder)

There are no other related parties which require disclosure as a related party as defined under FRS 8

No contract of significance existed at any time during the year in which a director or key manager was materially interested or which requires disclosure as a related party transaction as defined under FRS 8

13. Contingent liability

The Company acts as general partner to the Partnership. In acting as general partner the Company enters into transactions on behalf of the Partnership. None of these transactions give any right of recourse to the assets of the Company

Sackville LCW (GP) Limited
Report and Financial Statements for the year ended 31 March 2013

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 March 2013

14. Post balance sheet events

On 9 October 2013 Low Carbon Workplace Limited pre-paid the loan of £1,000,000 and interest accrued to that date which amounted to £93,357.

Following the repayment of the loan by Low Carbon Workplace Limited, on 23 October 2013 the Company pre-paid the loan to Threadneedle Property Investments Limited, Stanhope Plc and Carbon Trust Enterprises Limited. The total payment of £1,200,000 comprised the loan repayment of £1,072,680 and interest accrued to date amounted to £127,320.

There have been no other material post balance sheet events which would provide additional evidence relating to conditions that existed at the balance sheet date, or events indicating that it is not appropriate to apply the going concern basis of accounting.

Annual Report and Financial Statements
Low-Carbon Workplace LP
31 March 2013



Low-Carbon Workplace LP

Limited Partnership Number: SL705

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Important Information

Past performance is not a guide to future returns. The value of property is a matter of a valuer's opinion and the true value may not be recognised until the property is sold. The performance of the Partnership would be adversely affected by a downturn in the property market.

This document is not an offer to invest in the Partnership. An investment in the Partnership can only be made on the basis of the Private Placement Memorandum which sets out more detailed information about the Partnership, including risk factors and tax considerations for potential investors. Nothing in this document should be taken as a recommendation to acquire an interest in the Partnership.

Distribution of this document and the offering of interests in the Partnership in certain jurisdictions may be restricted. Persons into whose possession this document comes are required to inform themselves about and to observe any such restrictions.

Low-Carbon Workplace LP is an unregulated collective investment scheme in the UK. As such, units in the Partnership may not be offered or sold in the UK except as permitted by the Financial Services and Markets Act 2000 and the regulations/FSA Rules made under it. This document may not be communicated to any person in the UK except in circumstances permitted by the Act or those regulations/rules.

Investors are advised that the protections afforded by the UK regulatory system may not apply to an investment in the Partnership and compensation will not be available under the UK Financial Services Compensation Scheme.

Telephone calls may be recorded.

Please also read the Important Information section at the end of this report.

Notice of Meeting

Notice is hereby given that the third Annual General Meeting of Unitholders of Low-Carbon Workplace LP will be held at 60 St Mary Axe, London at 10 00 on Thursday, 14 November 2013 for the following purposes

- To receive the Report of the Members and Auditors, and the Financial Statements for the year ended 31 March 2013,
- To reappoint PricewaterhouseCoopers LLP as Auditors, and
- To authorise the General Partner to fix the remuneration of the Auditors

On behalf of the General Partner



J M Willcock
Director of Sackville LCW (GP) Limited
28 May 2013

Partnership's Overview

Low-Carbon Workplace LP (the "Partnership") is a limited partnership established in Scotland that invests in an English Limited Partnership, Low Carbon Workplace Sub No 1 LP (the "underlying Limited Partnership")

The Partnership currently has one Feeder vehicle being Threadneedle Low-Carbon Workplace Trust, a closed ended unit trust established in Jersey

The Partnership's principal activity is the acquisition of properties via the underlying Limited Partnership and subsequently redeveloping them in accordance with low carbon standards. Redeveloped properties are then let out on commercial terms and transferred into the investment portfolio of the underlying Limited Partnership

The Partnership was established in March 2010. The Key Advisory services are provided by Threadneedle Asset Management Limited (the "Manager"), Stanhope Plc (the "Developer") and CarbonTrust Enterprises Limited (the "Carbon Advisor")

Member's Report

The Member ("General Partner") presents its Annual Report and Financial Statements for the Partnership for the year to 31 March 2013

Principal Activities and Business Review

The Partnership's principal activity during the year was that of property investment via the underlying Limited Partnership. In respect of investment activity the underlying Limited Partnership made no property acquisitions or disposals during the year. At 31 March 2013 it held four properties in its development portfolio. There were no properties in the underlying Limited Partnership's investment portfolio as at 31 March 2013.

The result for the year to 31 March 2013 amounted to £nil (2012 loss £1,665,233) which, when added to the surplus on revaluation of the investment of £1,823,220 (2012 deficit £439,130), resulted in a total recognised gain for the year of £1,823,220 (2012 loss £2,104,363). The Partnership made no income or capital distributions during the year (2012 £nil).

The underlying Limited Partnership partly let two properties during the year, which resulted in an increase in income receivable from the investment in the underlying Limited Partnership. In addition, the underlying Limited Partnership received a rates refund in respect of one of its properties, which has further improved the Partnership's operating results.

The Partnership reports a surplus from the revaluation of the investment for the year to 31 March 2013 of £1,823,220 (2012 deficit £439,130). This is a result of an increase in market value of the properties held by the underlying Limited Partnership, predominantly as a result of their redevelopment and lettings secured during the year.

Key Performance Indicators

The Directors of the General Partner consider the following to be their Key Performance Indicators:

- Investment income,
- Profitability, and
- The movement in the market value of indirectly held properties.

Performance against these indicators is discussed within the review of the business for 2013 set out above.

Future Developments

The General Partner considers that the result of trading and the financial position at 31 March 2013 is satisfactory in view of the general market conditions. The General Partner expects that the present level of activity will be sustained for the foreseeable future.

The underlying Limited Partnership has completed upon the acquisition of a further property asset in April 2013 for a net purchase price of £8,159,150. There has been no disposal activity in the underlying Limited Partnership since 31 March 2013.

The Partnership together with the underlying Limited Partnership have considerable financial resources and anticipate lease agreements with customers and contracts with suppliers across different geographical areas and industries. As a consequence,

the General Partner believes that the Partnership is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The General Partner is satisfied that the Partnership has adequate resources to continue in operational existence for at least twelve months from signing the financial statements and, accordingly, it continues to adopt the going concern basis in preparing the financial statements.

Partners

The Partners throughout the year and up to the date of signing the financial statements were as follows:

Sackville LCW (GP) Limited	General Partner
Threadneedle Low-Carbon Workplace Trust	Limited Partner
Carbon Trust Enterprises Limited	Limited Partner

Individual Partners' interests are detailed in the breakdown of the Partners' accounts in Note 9 to the financial statements.

Financial Risk Management Policies

The Partnership's operations expose it to a variety of financial risks, that include the effects of changes in prices, credit risk, liquidity and cash flow risk. The General Partner has in place a risk management programme that seeks to limit the impacts of the risks.

Price Risk

Price risk is the risk that the Partnership's financial position and performance will be affected by the change of market prices.

The Partnership's performance is determined by:

- i) the eventual selling price of the indirect development and investment properties it holds. As a consequence, it participates in the deficit when property values fall,
- ii) the rental income obtainable from the indirectly held properties during the period they are held. The risk arises when there are adverse trends in the property rental market.

In order to mitigate the risk, the General Partner considers the market price risk associated with particular industry and geographical sectors in formulation of its investment strategy.

Credit Risk

Credit risk for the Partnership is defined as potential loss resulting from the tenants' of indirectly held properties inability to pay rents owed.

In order to mitigate this risk, the General Partner performs credit checks on potential customers before lease contracts are undertaken. Any overdue debts are chased on a regular basis.

Liquidity and Cash Flow Risk

Liquidity and cash flow risk is the risk stemming from the lack of marketability of an investment.

The Partnership's liquidity can be influenced by the following:

- i) the Partnership's assets, comprising mainly of its indirect investment in property, may not be readily saleable,

Member's Report

(continued)

Liquidity and Cash Flow Risk (continued)

- ii) a decline in rental market can lead to uncertainty of income received from indirectly held property assets

In order to limit the risk, the General Partner actively monitors its liquidity and cashflow position to ensure it has sufficient finance in order to fund its activities

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have signified their willingness to continue in office

Statement of Members' Responsibilities in Respect of the Financial Statements

The members are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulations

Company law as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008 (the "Regulations") requires the members to prepare financial statements for each financial year. Under that law the members have prepared the Partnership financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law as applied to qualifying partnerships the members must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Partnership and of the profit or loss of the Partnership for that period. In preparing these financial statements, the members are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Partnership will continue in business

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

In the case of each of the directors of the General Partner in office at the date the Members' Report is approved

- so far as the directors are aware there is no relevant audit information of which the Partnership's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Partnership's auditors are aware of that information

On behalf of the General Partner



J M Willcock
Director of Sackville LCW (GP) Limited
Date 28 May 2013

Independent Auditors' Report to the Members of Low-Carbon Workplace LP

We have audited the financial statements of Low-Carbon Workplace LP for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of the Members and Auditors

As explained more fully in the Statement of Members' Responsibilities set out on page 5, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the members of the qualifying partnership as a body in accordance with the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the qualifying partnership's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the members, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the qualifying partnership's affairs as at 31 March 2013 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to qualifying partnerships by The Partnerships (Accounts) Regulations 2008.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 as applied to qualifying partnerships requires us to report to you 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 members' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Richard McGuire (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
Date 28 May 2013

Financial Statements for the Year Ended 31 March 2013

Profit and Loss Account

for the year ended 31 March 2013

	Notes	2013 £	2012 £
Income/(expense) from investment in Low Carbon Workplace Sub No 1 LP		626,992	(1,623,471)
GROSS PROFIT/(LOSS)		626,992	(1,623,471)
Administrative expenses	2	(29,680)	(41,762)
OPERATING PROFIT/(LOSS)		597,312	(1,665,233)
Interest payable and similar charges – distributable to Partners		(597,312)	–
RESULT/(LOSS) FOR THE FINANCIAL YEAR		–	(1,665,233)

Statement of Total Recognised Gains and Losses

for the year ended 31 March 2013

		2013 £	2012 £
Result/(loss) for the financial year		–	(1,665,233)
Surplus/(deficit) on revaluation of investment in Low Carbon Workplace Sub No 1 LP	4	1,823,220	(439,130)
TOTAL RECOGNISED GAIN/(LOSS) FOR THE YEAR		1,823,220	(2,104,363)

All amounts above are in respect of continuing operations

There is no significant difference between the profit on the ordinary activities before and after tax for the year and its historic cost equivalent

The notes on pages 9 to 10 form an integral part of the financial statements

Financial Statements for the Year Ended 31 March 2013

(continued)

Balance Sheet

as at 31 March 2013

	Notes	2013 £	2012 £
FIXED ASSETS			
Investment in Low Carbon Workplace Sub No 1 LP	4	55,921,965	34,848,745
		<u>55,921,965</u>	<u>34,848,745</u>
CURRENT ASSETS			
Debtors amounts falling due within one year	5	2,421,809	3,021,821
Cash at bank and in hand		228,119	48,558
		<u>2,649,928</u>	<u>3,070,379</u>
TOTAL ASSETS		58,571,893	37,919,124
 Creditors amounts falling due within one year	6	2,330,195	3,050,647
Creditors amounts falling due after more than one year	7	56,241,698	34,868,477
		<u>58,571,893</u>	<u>37,919,124</u>
TOTAL LIABILITIES		58,571,893	37,919,124

The notes on pages 9 to 10 form an integral part of the financial statements

The financial statements on pages 7 to 10 were approved by the General Partner on 28 May 2013 and were signed on its behalf by



J M Willcock
Director of Sackville LCW (GP) Limited
Date 28 May 2013

Notes to the Financial Statements

for the year ended 31 March 2013

1 ACCOUNTING POLICIES

Basis of accounting

These financial statements have been prepared on a going concern basis under the historical cost convention as modified by the revaluation of investment properties held in the underlying Limited Partnership which are stated at their open market value at the year end and in accordance with Partnerships (Accounts) Regulations 2008 and applicable accounting standards in the United Kingdom (United Kingdom Generally Accepted Accounting Principles)

Income/(Expense) from investment

Net income from investments relate to the distributions accrued and receivable from the underlying Limited Partnership. Net expense from investment represents the amount payable to the underlying Limited Partnership in respect of losses incurred by that partnership.

Administrative expenses

Administrative Expenses consist of costs associated with general administration of the Partnership and are recognised on an accruals basis.

Interest Receivable and Interest Payable

Interest Receivable and Interest Payable are recognised on an accruals basis.

Investment in underlying Limited Partnership

The interest of the Partnership in its investment in the underlying Limited Partnership is stated in the balance sheet at valuation. The valuation is based upon the cost of the original investment in the underlying Limited Partnership, as adjusted by movements in the valuation of development and investment properties held by that underlying Limited Partnership. The movements in the valuation of the investments are accounted for in the Statement of Total Recognised Gains and Losses. The development and investment properties in the underlying Limited Partnership are measured initially at cost, including related transaction costs, on the date of acquisition or the date of unconditional exchange, if earlier. After initial recognition, development and investment properties are carried at open market value, after the deduction of unamortised lease incentives. Quarterly valuations are performed by Jones Lang La Salle Limited who are professional, third party, independent Chartered Surveyors, at the period end in accordance with RICS Appraisal and Valuation Standards. Jones Lang La Salle Limited hold recognised and relevant professional qualifications and have recent experience in the location and category of the properties being valued. Open market value is based on active market information adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available alternative valuation methods are used, such as recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices, or discounted cash flow projections.

Cash and cash equivalents

Cash and cash equivalents include cash and deposits held with banks or other qualifying financial institutions.

Taxation

The tax effects of the Partnership's activities accrue to the Partners, and a Partner liable to tax on its participation in the Partnership is responsible for settling the liabilities independently of the Partnership.

Partners' Accounts

The General Partner has classified the Partners' accounts as a financial liability in accordance with the contractual arrangements within the Limited Partnership Agreement ("LPA") dated 2 March 2010 as amended 11 March 2010 and 20 December 2011, whereby there is a contractual requirement for the General Partner to distribute quarterly income proceeds from the sale of investments, and residual assets upon the termination of the Partnership, to various Partners in accordance with the LPA.

The Partnership does not have an unconditional right to avoid delivering cash or another financial asset to settle the contractual obligation, and the obligation is recognised as a financial liability.

General Partner's profit share

The General Partner is entitled to receive an amount equal to 0.001% of net income and capital gains in accordance with Clause 12 of the LPA.

Profit Allocations

Allocations to the General Partners and Limited Partners of revenue profits, revenue losses, capital gains and capital losses are made in accordance with Clause 12 of the LPA.

Distributions

Distributions are reflected in the Partners' Current Accounts in accordance with the LPA.

Cash Flow Statement

The Partnership is exempt from the requirement to produce a cash flow statement under Financial Reporting Standard ("FRS") 1 (Revised 1996) 'Cashflow Statements', as it qualifies as 'small' under the Companies Act 2006.

2 ADMINISTRATIVE EXPENSES

	2013 £	2012 £
Formation costs	1,845	2,479
Other expenses	9,303	20,633
Services provided by the Partnership's auditor		
Fees payable for the audit	13,532	13,650
Fees payable for other services – tax compliance	5,000	5,000
	<u>29,680</u>	<u>41,762</u>

3 EMPLOYEES

The number of persons working for the Partnership during the year was nil (2012: nil).

4 INVESTMENT IN UNDERLYING LIMITED PARTNERSHIP

The Partnership's investment in the underlying Limited Partnership is as below, with the principal activity of the underlying Limited Partnership being that of property investment.

	31 March 2013 £
Low Carbon Workplace Sub No. 1 LP	<u>55,921,965</u>
	<u>55,921,965</u>
	£
At 1 April 2012	34,848,745
Additions at cost	19,250,000
Movement in valuation	1,823,220
At 31 March 2013	<u>55,921,965</u>

5 DEBTORS amounts falling due within one year

	2013 £	2012 £
Other debtors	17,497	20,197
Amounts receivable from Limited Partners	<u>2,404,312</u>	<u>3,001,624</u>
	<u>2,421,809</u>	<u>3,021,821</u>

6 CREDITORS amounts falling due within one year

	2013 £	2012 £
Other creditors	8,453	101,913
Amounts due to Low Carbon Workplace Sub No. 1 LP	<u>2,321,742</u>	<u>2,948,734</u>
	<u>2,330,195</u>	<u>3,050,647</u>

7 CREDITORS amounts falling due after more than one year

	2013 £	2012 £
Amounts due to Limited Partners	<u>56,241,698</u>	<u>34,868,477</u>

Notes to the Financial Statements

for the year ended 31 March 2013
(continued)

8 RECONCILIATION OF MOVEMENTS IN PARTNERS' INTERESTS

	As at 1 April 2012	Movement in Capital and Loan Contribution Accounts	Movement in Net Revenue Account	Movement in Net Capital Account	As at 31 March 2013
	£	£	£	£	£
Capital and loans	36 520 021	19 550 001	–	–	56 070 022
Return	(4 653 168)	–	597 312	1 823 220	(2 232 636)
	<u>31 866 853</u>	<u>19 550 001</u>	<u>597 312</u>	<u>1 823 220</u>	<u>53 837 386</u>

9 PARTNERS' INTERESTS AS AT 31 MARCH 2013

Partners	Capital Contribution Account £	Loan Contribution Account £	Revenue Account £	Net Capital Account £	Total £
Sackville LCW (GP) Limited	1	–	–	–	1
Threadneedle Low Carbon Workplace Trust	20 000	53 950 000	(2 155 988)	211 685	52 025 697
Carbon Trust Enterprises Limited	21	2 100 000	(248 325)	(40 008)	1 811 686
	<u>20 022</u>	<u>56 050 000</u>	<u>(2 404 313)</u>	<u>171 677</u>	<u>53 837 386</u>
Maturity Profile					£
Due in one year or less (included in debtors)					(2 404 312)
Due in more than one year (included in creditors)					<u>56 241 698</u>
					<u>53 837 386</u>

PARTNERS' INTERESTS AS AT 31 MARCH 2012

Partners	Capital Contribution Account £	Loan Contribution Account £	Revenue Account £	Net Capital Account £	Total £
Sackville LCW (GP) Limited	–	–	–	–	–
Threadneedle Low-Carbon Workplace Trust	20 000	34 400 000	(2 782 985)	(1 531 145)	30 105 870
Carbon Trust Enterprises Limited	21	2 100 000	(218 640)	(120 398)	1 760 983
	<u>20 021</u>	<u>36 500 000</u>	<u>(3 001 625)</u>	<u>(1 651 543)</u>	<u>31 866 853</u>
Maturity Profile					£
Due in one year or less (included in debtors)					(3 001 624)
Due in more than one year (included in creditors)					<u>34 868 477</u>
					<u>31 866 853</u>

10 CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

The Partnerships total commitment to the underlying Limited Partnership was £63.8m as at 31 March 2013.

During the year £19.3m was drawn into the underlying Limited Partnership and £7.8m remains outstanding as at 31 March 2013.

11 PARENT COMPANIES

The General Partner, Sackville LCW (GP) Limited is considered to be the immediate controlling party.

Threadneedle Property Investments Limited, Stanhope Plc and Carbon Trust Enterprises Limited hold equal proportions of the share capital of the General Partner and therefore, there is no ultimate controlling party.

Ameriprise Financial, Inc. ultimately holds the entire share capital of Threadneedle Asset Management Limited, which itself holds the entire issued share capital of Threadneedle Property Investments Limited.

Stanhope Group Holdings Limited is the immediate and global parent of Stanhope Plc by virtue of holding its entire share capital.

Carbon Trust Enterprises Limited is a wholly owned subsidiary of The Carbon Trust.

12 RELATED PARTY TRANSACTIONS

During the year to 31 March 2013 the amount allocated to the General Partner was £nil (2012: £nil). No amounts were due to the General Partner at 31 March 2013 (2012: £nil).

No contract of significance existed at any time during the year in which a director or key manager was materially interested or which requires disclosure as a related party transaction as defined under FRS 8.

13 POST BALANCE SHEET EVENTS

On 15 April 2013 the underlying Limited Partnership completed upon the acquisition of a property asset at 63 Kew Road, Richmond-upon-Thames for a net purchase price of £8,159,150.

Apart from the event mentioned above there have been no material post balance sheet events which would provide additional evidence relating to conditions that existed at the balance sheet date or events indicating that it is not appropriate to apply the going concern basis of accounting.

Additional Information (unaudited)

The additional information provided in this section complies fully with the minimum and best practice guidelines as outlined in the Code of Practice (version November 2009) as issued by the Association of Real Estate Funds. A table detailing compliance with the guidelines can be found on page 12.

Net Asset Value*

Over the last 5 years** as at

	Net asset value of the Fund (£)	Net asset value per unit (£)
31 March 2013	43,463,950	959.61
31 March 2012	31,866,853	930.80
31 March 2011	19,649,616	944.02

*The Net Asset Value per unit quoted in this table are based upon unit price valuations rather than balance sheet valuations.

**The Fund was established 2 March 2010.

Number of Units in Issue

Over the last 5 years as at

	Number of units in issue
31 March 2013	45,293,239
31 March 2012	31,781,754
31 March 2011	22,195,828

Annualised Unit Price Performance – Offer to Offer Basis

For the year

	CAPS Median Performance (Pooled Pension Trust's Fund Property Performance % Universe) %
1 Year to March 2013	3.1
1 Year to March 2012	(1.4)
1 Year to March 2011	(5.6)

Unit Turnover (all classes)

	Number of Units	Net asset value of Units as at year end (£)
For the year ending 31 March 2013		
Unit creations	13,511,485	12,965,789.14
Unit redemptions	–	–
Units matched*	–	–

*Units matched refer only to changes in the beneficial ownership of the unit, not merely the registered owner.

Unit Analysis

As at 31 March 2013

ownership band	Number of Unitholders	Total % held
4% or greater but less than 8%	1	4.67
Greater than 8% (95.3% being the largest holding)*	1	95.33
Total	2	100.00

Total number of Units in issue

Internal Investors	4.67
External Investors*	95.33
Total	100.00
	%
Largest Investor*	95.33
Largest 2 Investors	100.00

*Threadneedle Low-Carbon Workplace Trust, a feeder into the Fund.

TOTAL EXPENSE RATIOS (AREF BASIS)

at 31 March 2013

	2013 £
Fund Operating Expenses	
Administration expenses	29,619
Subtotal Fund Expenses (Management fees Fund expenses)	29,619
Property-specific costs	
Non-recoverable property costs	–
Real Estate Expenses (Fund management fees, Fund operating expenses, Property expenses)	(29,619)
Transaction costs	0.00
Average Net Assets (NAV)	43,463,950
	% of NAV per annum
Total Operating Expenses	0.07%
Total Expense Ratio (TER)	0.07%
Property Expense Ratio (PER)	0.00%
Real Estate Expense Ratio (REER)	0.07%
Transaction costs	0.00%

The Portfolio Turnover Ratio as at 31 March 2013 was –20.87%.

Additional Information (unaudited)

(continued)

AREF Compliance Checklist

AREF Code Requirements	In Compliance		If not in minimum Compliance – please state reason
1 Governance of the fund	A	B	
1 Fund Structure and Objectives	✓	✓	
2 Management structure and accountability	✓	✓	
3 Reporting	✓	✓	
2 Operating the fund	A	B	
1 Valuations	✓	✓	
2 Cash and Money Market Instruments	✓	✓	
3 Gearing	✓	✓	
4 Use of Derivatives	✓	✓	
5 Distributions	✓	✓	
6 Management Fees & other expenses	✓	✓	
7 Insurance & Service Charge Rebates	×	×	Not applicable to the Partnership
8 Disaster Recover	✓	✓	
3 Unit Dealing and Performance	A	B	
1 Dealing (subscriptions and redemptions)	✓	✓	
2 Secondary Market	×	×	Not applicable to the Partnership
3 Unit Turnover	✓	✓	
4 Investor Analysis	✓	✓	
5 Historical Performance	✓	✓	
6 Fund Benchmarks	✓	✓	
Fund Classification	LP		

Key

- ✓ In Compliance A Minimum B Best Practice
 × Do not comply with AREF requirements in this area

Partnership Structure and Objectives

Low-Carbon Workplace LP is a Scottish Limited Partnership that invests, via an English Limited Partnership, in properties which are to be refurbished to low carbon standards and let on commercial terms

Investors can subscribe to the units of the Partnership directly or via a Feeder Vehicle – Threadneedle Low-Carbon Workplace Trust, a closed-ended unit trust established in Jersey

The Partnership is constituted by a Limited Partnership Agreement dated 2 March 2010 as amended 11 March 2010 and 20 December 2011

Further details in relation to the Partnership including investment restrictions, fees, unit dealings and taxation can be found in the Prospectus

Development and Investment Properties

Property that is held for long-term redevelopment and is not occupied by the Partnership, is classified as development property

Development property is measured initially at cost, including related transaction costs, on the date of acquisition or the date of unconditional exchange, if earlier. After initial recognition, development property is carried at open market value, after an allowance for future development expenditure and income and after the deduction of unamortised lease incentives. Revaluation gains and losses are recognised in the Statement of Total Recognised Gains and Losses

Property that is held for long-term rental income or for capital appreciation or both, and that is not occupied by the Partnership, is classified as investment property and accounted for in accordance with SSAP19

Investment property is measured initially at cost, including related transaction costs, on the date of acquisition or the date of unconditional exchange, if earlier. After initial recognition,

Additional Information (unaudited)

(continued)

investment property is carried at open market value, after the deduction of unamortised lease incentives. Revaluation gains and losses are recognised in the Statement of Total Recognised Gains and Losses.

Valuations of development and investment properties are performed by Jones Lang La Salle Limited who are professional, third party, independent Chartered Surveyors, at the year end in accordance with RICS Appraisal and Valuation Standards. Jones Lang La Salle Limited hold recognised and relevant professional qualifications and have recent experience in the location and category of the development and investment property being valued. Open market value is based on active market information, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, alternative valuation methods are used, such as recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices, or discounted cash flow projections.

Management of the Partnership

The roles and responsibilities of parties involved in running the Partnership who have obligations and or the ability to set and implement policies or strategies relating to the management of the Partnership can be found in the Prospectus.

Accounting Date

The Partnership's year end is 31 March.

Borrowing Powers

Under the terms of the LPA, the Partnership is permitted to make borrowing arrangements up to 25% of the gross asset value of the Partnership.

Derivative Exposure

Under the terms of the Limited Partnership Agreement, the Partnership is permitted to use derivatives. Further details can be found in the Prospectus.

Business Continuity Strategy

Threadneedle has in place a business continuity and disaster recovery plan to enable swift recovery and resumption of normal operations following an incident. Regular exercises of this plan are held at dedicated recovery sites attended by critical staff. These exercises are externally audited. Threadneedle was short-listed for the CIR Business Continuity Strategy of the Year award in 2007 and was again short listed for the same award in 2009.

The Carbon Trust has in place a disaster recovery plan for all of its offices and operations including wholly owned subsidiaries. The plan is reviewed annually and approved by a Board Director.

Management and Administration of the Partnership

General Partner

Sackville LCW (GP) Limited
60 St Mary Axe
London
EC3A 8JQ

Developer

Stanhope Plc
Norfolk House
31 St James's Square
London
SW1Y 4JJ

Carbon Advisor

CarbonTrust Enterprises Limited
27-45 Stamford Street
London
SE1 9NT

Independent Auditors

PricewaterhouseCoopers LLP
7 More London Riverside
London
SE1 2RT

Managing Agents

GBR Phoenix Beard
7-10 Chandos Street
Cavendish Square
London
W1G 9EH

Banker

LloydsTSB Bank plc
City Office
Gillingham
Kent
ME8 0LS

Manager

Threadneedle Asset Management Limited
60 St Mary Axe
London
EC3A 8JQ

Property Advisor

Threadneedle Property Investments Limited
60 St Mary Axe
London
EC3A 8JQ

Standing Independent Valuer

Jones Lang LaSalle
30 Warwick Street
London
W1B 5NH

Legal Advisors

Hogan Lovells International LLP
Atlantic House
50 Holborn Viaduct
London
EC1A 2FG

Important Information

This document is not an offer to invest in the Low-Carbon Workplace LP. An investment in the Partnership can only be made on the basis of the Private Placement Memorandum which sets out more detailed information about the Partnership, including risk factors and tax considerations for potential investors. Nothing in this document should be taken as a recommendation to acquire an interest in the Partnership.

The information and opinions contained in this document are for background purposes only and do not purport to be full or complete. The research and analysis included in this document has been produced by Threadneedle for its own investment management activities, may have been acted upon prior to publication and is made available here incidentally. In some instances the information contained in this publication, other than statements of fact, was obtained from external sources believed to be reliable but its accuracy or completeness cannot be guaranteed. Any opinions expressed are made as at the date of publication but are subject to change without notice.

Investment in the Partnership carries substantial risk. There can be no assurance that the Partnership's investment objective will be achieved. The value of the Partnership's investments and the income derived from those investments is not fixed and may fall as well as rise. There can be no guarantee that any appreciation in the value of the Partnership's investments will occur. Exchange rate movements may also affect the value of an investment.

Past performance is not a guide to future returns. The value of property is a matter of a valuer's opinion and the true value may not be recognised until the property is sold. The performance of the Partnership would be adversely affected by a downturn in the property market.

Distribution of this document and the offering of interests in the Partnership in certain jurisdictions may be restricted. Persons into whose possession this document comes are required to inform themselves about and to observe any such restrictions.

The Low-Carbon Workplace LP is an unregulated collective investment scheme in the UK. As such, the Partnership may not be offered or sold in the UK except as permitted by the Financial Services and Markets Act 2000 and the regulations/FSA Rules made under it. This document may not be communicated to any person in the UK except in circumstances permitted by the Act or those regulations/rules. Investors are advised that the protections afforded by the UK regulatory system may not apply to an investment in the Partnership and compensation will not be available under the UK Financial Services Compensation Scheme. Prospective investors should seek independent taxation advice as to their own position.

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Threadneedle Investments (Channel Islands) Limited is the Manager of Threadneedle Low-Carbon Workplace Trust which is a Jersey Unclassified Expert Fund, a feeder into the Partnership. Both have their Registered Office at Liberte House, 19-23 La Motte Street, St Helier, Jersey JE2 4SY and both are regulated by the Jersey Financial Services Commission.

