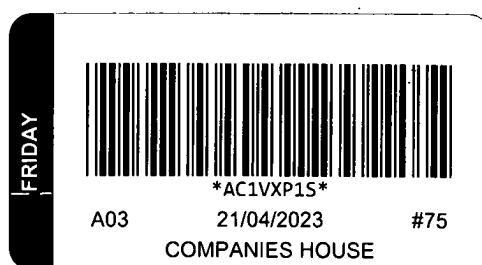


Registration number: 08610430

**Nuveen Group Holdings Limited**  
**Annual Report and Financial Statements**  
**for the Year Ended 31 December 2022**



**Nuveen Group Holdings Limited**  
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**Nuveen Group Holdings Limited**  
**Company Information**

**Directors**

R. J. Adderley

D. D. Morton

M. H. Neal

M. J. L. Sales

**Company secretary**

Nuveen Corporate Secretarial Services Limited

**Registered office**

201 Bishopsgate  
London  
United Kingdom  
EC2M 3BN

**Bankers**

National Westminster Bank Plc  
Western Avenue,  
Chatham Maritime, Chatham  
ME4 4RT

**Independent Auditors**

PricewaterhouseCoopers LLP  
7 More London Riverside  
London  
SE1 2RT

## **Nuveen Group Holdings Limited**

### **Directors' Report for the Year Ended 31 December 2022**

The Directors present their report and the audited financial statements for the year ended 31 December 2022.

#### **Principal activities and future developments**

Nuveen Group Holdings Limited (the "Company") is a wholly owned subsidiary of Nuveen Investment Management Holdings Limited ("NIMHL"), its immediate parent company, and forms part of TIAA International Holdings 2 Limited's (the "Group") corporate holding structure. Its purpose is to act as a holding company for any non-FCA regulated and non-AFIM business and joint ventures in the Group. Its sources of revenue will be in the form of dividends arising from its investments in the underlying operating subsidiaries, and interest income. The Directors do not envisage a change of activities in the foreseeable future.

#### **Principal risks and uncertainties**

The Group has a risk management framework in place to ensure that it meets its objectives within acceptable risk parameters. This framework is reviewed regularly so that new and emerging risks are identified early on. The Group's culture embeds the management of risk at all levels within the organisation. The framework under which it operates also ensures that the business is capable of meeting its business objectives within its risk appetite and is subject to continuous review. The main risks the Group faces are market risk, liquidity risk, foreign exchange risk, credit risk, operational risk and regulatory/legal risk.

Whilst the Covid-19 pandemic had been the primary external risk to the Group in prior years, over the past 12 months, as the world started to recover from the Covid-19 pandemic, the risk reduced significantly to one deemed acceptably low so as not to present a threat to the Group and its employees. Management continues to monitor the threat level and is ready to adapt company policies, including hybrid in office/work from home policy accordingly.

The Group initially saw a correction to asset values at the start of the pandemic putting pressure on fee income but asset valuations rebounded strongly in the second half of 2021 across all asset classes.

As the challenges presented by Covid-19 receded, focus moved to rebuilding from the economic impacts as business activity returned to normal. However when Russia invaded Ukraine, the worldwide impact on inflation and rates expectations resulted in another challenging period for assets globally.

This geopolitical instability has caused commodity prices to increase rapidly, inflation to rise and the end to the period of historically low interest rates for the global economy. This outlook will impact investor sentiment regarding investments, but the full impact is still to be seen. Whilst not expected to be material, the Group continues to monitor the impact on its business, results of its operations, investments, and cash flows.

Despite these challenges the Group believes its asset classes remain a good alternative long term investment and are relevant across a range of economic scenarios.

Climate change - the Group has made a house-level public commitment to reduce the energy intensity of its global real estate equity portfolio by 30% by the year 2025, based on a 2015 baseline. The Group has also committed to transition its global real estate portfolio to Net Zero Carbon by 2040 and future-proof its investments through the active integration of the environment, social and governance ("ESG").

Inflation risk - the Group has sufficient cash flows to support price rises in the short term. The Bank of England ("BoE") has forecast inflation to fall sharply from mid-2023 due to falls in global oil prices and lower demand anticipated for consumer goods and services. The Group will continue to monitor BoE forecasts and any additional monetary policy tightening to the Bank Rate which currently stands at 4.25%.

Decline in asset valuations - the Group has a diversified investment portfolio across multiple asset classes and geographies to cushion declines in real estate valuations; e.g. investments in real assets including wind turbines.

## **Nuveen Group Holdings Limited**

### **Directors' Report for the Year Ended 31 December 2022 (continued)**

#### **Results and dividends**

The profit for the year ended 31 December 2022 amounted to £361,000 (2021: £462,000). The Directors do not recommend payment of a dividend (2021: £nil).

#### **Directors**

The Directors who were in office during the year ended 31 December 2022 and up to the date of signing the financial statements were as follows:

R. J. Adderley

D. D. Morton

M. H. Neal

M. J. L. Sales

C. P. Throssell (resigned 1 March 2022)

#### **Directors' third party indemnity provisions**

NIMHL on behalf of the Company has made qualifying third party indemnity provisions within the meaning given to the term by s.234 of the Companies Act 2006 for the benefit of the respective Directors which were in place throughout the year and which remain in place at the date of approval of these financial statements.

NIMHL may indemnify the Directors to the extent permitted by United Kingdom law. NIMHL may indemnify the Directors against all costs, charges, losses, expenses and liabilities incurred in the actual or purported execution and/or discharge of his duties, or in relation to them.

NIMHL may provide the Directors with funds to meet expenditure incurred or to be incurred by him/her in connection with any proceedings or application referred above.

#### **Going Concern**

The Company meets its day-to-day working capital requirements through regular cash flows from Group activities. The Directors have undertaken an assessment at the end of the year and have concluded that the company has adequate resources to continue over the next 12 months. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

#### **Events after the reporting period**

No events occurred after the Statement of Financial Position date that have a material impact on the financial statements. The Directors have not received any further information as at the approved date which has not been reflected in the financial statements as presented.

#### **Independent Auditors**

The independent auditors, PricewaterhouseCoopers LLP will be proposed for re-appointment in accordance with Section 485 of the Companies Act 2006. PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

#### **Strategic report**

A strategic report has not been included in these audited financial statements as the Company qualifies for exemption as a small entity under Section 414B of the Companies Act 2006 relating to small entities.

#### **Statement of Directors' Responsibilities**

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

**Nuveen Group Holdings Limited**  
**Directors' Report for the Year Ended 31 December 2022 (continued)**

**Statement of Directors' Responsibilities (continued)**

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, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.


The Directors are also 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.

**Directors' confirmations**

In the case of each Director in office at the date the Directors' report is approved:

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

Approved by the Board of Directors on 13 April 2023 and signed on its behalf by:

DocuSigned by:  
  
BB9B59AD59D84CQ.....  
D. D. Morton  
Director

# Independent auditors' report to the members of Nuveen Group Holdings Limited

## Report on the audit of the financial statements

### Opinion

In our opinion, Nuveen Group Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2022; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

## **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

## **Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2022 is consistent with the financial statements and 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 audit, we did not identify any material misstatements in the Directors' Report.

## **Responsibilities for the financial statements and the audit**

### **Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 auditors' 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.

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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to manipulation of financial data to present more favourable financial results. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of non compliance with laws and regulation and fraud;
- Reviewing relevant Board meeting minutes;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations, entries posted containing unusual account descriptions, and entries posted with unusual amounts; and
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### **Use of this report**

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.

## **Other required reporting**

### **Companies Act 2006 exception reporting**

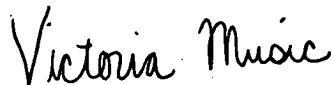
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

## Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

A handwritten signature in black ink that reads "Victoria Music". The script is cursive and fluid.

Victoria Music (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
13 April 2023

**Nuveen Group Holdings Limited**  
**Statement of Comprehensive Income for the Year Ended 31 December 2022**

	Note	2022 £ 000	2021 £ 000
Revenue	4	769	564
Administrative expenses	5	(267)	(101)
Operating profit		502	463
Finance cost	7	(1)	(1)
Profit before tax		501	462
Income tax expense	8	(140)	-
Profit and total comprehensive income for the financial year		361	462

The above results are derived from continuing operations.


The notes on pages 12 to 26 are an integral part of these financial statements.

**Nuveen Group Holdings Limited**  
**(Registration number: 08610430)**  
**Statement of Financial Position as at 31 December 2022**

	Note	31 December 2022 £ 000	31 December 2021 £ 000
<b>Fixed assets</b>			
<b>Investments</b>	9	5,576	5,660
<b>Current assets</b>			
Trade and other receivables	10	1,531	912
Cash and cash equivalents		772	401
		<u>2,303</u>	<u>1,313</u>
<b>Creditors: Amounts falling due within one year</b>			
Trade and other payables	11	(742)	(337)
Income tax liability	8	(140)	-
		<u>(882)</u>	<u>(337)</u>
<b>Net current assets</b>		<u>1,421</u>	<u>976</u>
<b>Net assets</b>		<u>6,997</u>	<u>6,636</u>
<b>Equity</b>			
Retained earnings		6,997	6,636
<b>Total Shareholders' funds</b>		<u>6,997</u>	<u>6,636</u>

The notes on pages 12 to 26 form an integral part of these financial statements.

The financial statements on pages 9 to 26 were approved by the Board of Directors on 13 April 2023 and signed on its behalf by:

DocuSigned by:  
  
 8B9B59A059D84C0.....

D. D. Morton  
 Director

**Nuveen Group Holdings Limited**  
**Statement of Changes in Equity for the Year Ended 31 December 2022**

	Called up share capital * £ 000	Retained earnings £ 000	Total equity £ 000
<b>Balance at 1 January 2021</b>	-	6,174	6,174
Profit and total comprehensive income for the financial year	-	462	462
<b>Balance as at 31 December 2021</b>	-	<b>6,636</b>	<b>6,636</b>
Profit and total comprehensive income for the financial year	-	361	361
<b>Balance as at 31 December 2022</b>	-	<b>6,997</b>	<b>6,997</b>

\*Please refer to note 12 for a breakdown of share capital unrounded.

The notes on pages 12 to 26 form an integral part of these financial statements.

## **Nuveen Group Holdings Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022**

#### **1 General information**

Nuveen Group Holdings Limited (the "Company") is a private company limited by shares, incorporated in England and Wales and domiciled in the United Kingdom under the Companies Act 2006.

The address of its registered office is:

201 Bishopsgate  
London  
United Kingdom  
EC2M 3BN

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Basis of preparation**

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' ("FRS 101"). The financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities);
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of paragraph 79(a)(iv) of IAS 1 (share capital);
- The following paragraphs of IAS 1, 'Presentation of financial statements':
  - 10(d) (statement of cash flows),
  - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements),
  - 16 (statement of compliance with all IFRS),
  - 38A (requirement for minimum of two primary statements, including cash flow statements),
  - 38B-D (additional comparative information),
  - 111 (cash flow statement information), and
  - 134-136 (capital management disclosures).
- IAS 7, 'Statement of cash flows' exemption from preparing statement of cash flows and related notes;

## **Nuveen Group Holdings Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

#### **2. Accounting policies (continued)**

- Paragraph 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors';
- Paragraph 17 of IAS 24 'Related party disclosures' (key management compensation);
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a Group;
- The requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 'Impairment of Assets'; and
- IFRS 7, 'Financial instruments: Disclosures'.

#### **New Standards, amendments and IFRIC Interpretations and new relevant disclosure requirements**

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2022 that have a material impact on the company's financial statements.

#### **Going concern**

The Company meets its day-to-day working capital requirements through regular cash flows from Group activities. The Directors have undertaken an assessment at the end of the year and have concluded that the company has adequate resources to continue over the next 12 months. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

#### **Consolidation**

The Company is a wholly owned subsidiary of Nuveen Investment Management Holdings Limited ("NIMHL"). NIMHL is 99% owned by TIAA International Holdings 3 Limited. TIAA International Holdings 3 Limited is wholly owned by TIAA International Holdings 2 Limited. The consolidated financial statements of TIAA International Holdings 2 Limited can be obtained from 9th floor, 201 Bishopsgate, London, EC2M 3BN. The results of the Company are included in the consolidated financial statements of TIAA International Holdings 2 Limited which prepares publicly available consolidated financial statements. Therefore, the Company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated financial statements.

These financial statements are separate financial statements.

## **Nuveen Group Holdings Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

#### **2 Accounting policies (continued)**

##### **Foreign currency transactions and balances**

###### **(a) Functional and presentation currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"). The financial statements are presented in 'Pounds Sterling' (£), which is also the Company's functional currency. All amounts in the financial statements and notes have been rounded off to the nearest thousand Pounds Sterling (£'000), unless otherwise stated.

###### **(b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuations where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income, except when deferred in other comprehensive income as qualifying cash flow hedges.

##### **Financial instruments**

###### **• Recognition and initial measurement**

Financial assets and financial liabilities are recognised on the Statement of Financial Position when the Company has become a party to the contractual obligations of the financial instrument.

The Company classifies its financial assets in the following categories:

- Amortised cost;
- Fair value through profit or loss (FVTPL);
- Fair value through other comprehensive income (FVOCI).

The classification depends on the purpose for which the financial assets were acquired, i.e. the entity's business model for managing the financial assets and/or the contractual cash flow characteristics of the financial asset.

###### **• Financial assets**

All financial assets are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below. All expenses relating to financial assets that are recognised in Statement of Comprehensive Income are presented within administrative expenses.



## **Nuveen Group Holdings Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

#### **2 Accounting policies (continued)**

##### **• Financial liabilities**

The Company's financial liabilities include trade and other payables. Financial liabilities are measured subsequently at amortised cost using the effective interest method, except for financial liabilities held for trading or designated at fair value through the profit and loss account, that are carried subsequently at fair value with gains or losses recognised in the Statement of Comprehensive Income.

##### **• Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flow from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability. The Company derecognises a financial liability when its contractual obligations are extinguished, discharged or cancelled or have expired.

##### **• Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

#### **Cash and cash equivalents**

Cash and cash equivalents includes cash in hand and with banks.

#### **Called up share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments.

#### **Current and deferred tax**

Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised directly in other comprehensive income or equity - in which case, the tax is also recognised in other comprehensive income or equity.

The current corporation tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the date of the Statement of Financial Position in the countries where the Company operates. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation, and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## **Nuveen Group Holdings Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

#### **2 Accounting policies (continued)**

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the date of the Statement of Financial Position and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to corporation taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### **Revenue**

Revenue includes dividend and distribution income. All revenue is recognised when the right to receive payment is established.

#### **Finance income and expense policy**

Finance income and expense are recognised within finance income and finance expense in the Statement of Comprehensive Income using the effective interest rate method.

#### **Administrative expenses**

Expenses include legal, accounting, auditing and other fees. They are recognised in the Statement of Comprehensive Income in the period in which they are incurred (on an accruals basis).

#### **Investments**

Investments comprise of investments in subsidiaries and are held at cost less accumulated impairment losses. Other investments comprise of equity investments that do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long-term. Other investments are held at cost less accumulated impairment losses.

Other investments are presented as non-current assets unless they mature, or management intends to dispose of them within 12 months of the end of the reporting period.

## **Nuveen Group Holdings Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

#### **2 Accounting policies (continued)**

##### **Trade receivables**

Trade and other receivables are amounts due from customers for services performed in the ordinary course of business. If the collection is expected in one year or less they are classified as current assets, if not they are classified as non current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due.

##### **Trade payables**

Trade payables are obligations to pay for services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

##### **Dividend**

Dividend distributions to the Company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

## Nuveen Group Holdings Limited

### Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

#### 3 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience as adjusted for current market conditions and other factors.

#### Critical accounting estimates and assumptions

Management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

##### (a) Impairment of investments

Management tests investments held for impairment annually. An impairment is recognised in the Statement of Comprehensive Income immediately when the carrying value of the investment is greater than the enterprise value. The enterprise value is determined by multiplying earnings before interest, taxation, depreciation and amortisation by 9.5 (2021: 8.6%), plus the net assets. The Group takes the approach that so long as the principal activity of the Company has not changed, the carrying value transfers to other similar investments held on the Statement of Financial Position as long as the other similar investments' enterprise value supports the transfer and the transfer does not take any individual investment's carrying value above its cost. At 31 December 2022 it has been determined that the carrying value of the investment is less than the enterprise value and therefore no impairment is required.

#### 4 Revenue

The analysis of the Company's turnover for the year from continuing operations is as follows:

	2022 £ 000	2021 £ 000
Dividend received	27	564
Investment revenue	742	-

During the year the Company received a distribution from CRE Debt Fund for £742,000, and dividends from Asia Pacific Cities Fund for £27,000. In 2021 the Company received dividends from CLOF II fund for £277,000; Nuveen Management Austria GmbH for £142,000; T-C Lux Investments GP S.a.r.l for £84,000; Nuveen Immobilien GmbH for £58,000 and Asia Pacific Cities Fund for £3,000.

## Nuveen Group Holdings Limited

### Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

#### 5 Administrative expenses

	2022 £ 000	2021 £ 000
Legal and professional fees	93	4
Other expenses	5	72
Loss on Sale of Investments	178	-
Foreign exchange (gains)/losses	(15)	21
Auditors' remuneration	6	4
	<u>267</u>	<u>101</u>

All fees payable by the Company's auditors is for the audit of the Company's financial statements, so no split for non-audit services is required.

#### 6 Employees and Directors

The emoluments of the Directors are paid by Nuveen Administration Limited which makes no recharge to the Company. The Directors perform their services for various group entities and the apportionment of their emoluments in respect of this company is immaterial. Total emoluments details are disclosed in the financial statements of Nuveen Administration Limited.

There were no individuals employed by the Company during the year (2021: none). All staff performing duties to the Company are employed and compensated by its subsidiary, Nuveen Administration Limited, which makes no recharge to the Company.

#### 7 Finance expense

	2022 £ 000	2021 £ 000
Bank charges	1	1
	<u>1</u>	<u>1</u>

#### 8 Corporation tax expense

##### Factors affecting tax expense for the year

The difference between the total current tax expense and the amount calculated applying the standard rate of UK corporation tax to the profit before tax is as follows:

# Nuveen Group Holdings Limited

## Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

### 8 Corporation tax expense (continued)

	2022 £ 000	2021 £ 000
Profit before taxation	501	462
Profit before taxation at standard corporation tax rate of 19% (2021: 19%)	95	88
<b>Tax effect of:</b>		
Tax rate changes	-	(2)
Income not taxable	(5)	(96)
Expenses not deductible for tax purposes	50	-
Unutilised losses	-	7
Capital losses upon which no deferred tax is being recognised	-	3
Total tax expense for the year	140	-
£29,000 (2021: £29,000) of tax losses are being carried forward upon which no deferred tax asset is being recognised.		

### Factors that affect future tax charges

On 3 March 2021 it was announced that the UK corporation tax rate would increase from 19% to 25% from 1 April 2023. This change in tax rate was substantively enacted on 24 May 2021. Accordingly, these rates have been considered when calculating the closing deferred tax balances at the Statement of Financial Position date.

**Nuveen Group Holdings Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

**9- Investments****Investment summary**

	Investment in subsidiary £ 000	Other investments - £ 000	Other investments - seed investments £ 000	Investments in joint venture £ 000	Total £ 000
<b>Cost or valuation</b>					
At 1 January 2021	5,019	6	624	72	5,721
Additions	11	-	-	-	11
Disposals	-	-	-	(72)	(72)
At 31 December 2021	5,030	6	624	-	5,660
Additions	27	67	-	-	94
Disposals	(178)	-	-	-	(178)
<b>Carrying amount</b>					
At 31 December 2022	4,879	73	624	-	5,576
At 31 December 2021	5,030	6	624	-	5,660

## Nuveen Group Holdings Limited

### Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

#### 9 Investments (continued)

##### Investment in subsidiaries

Details of the subsidiaries as at 31 December 2022 and 31 December 2021 are as follows:

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2022	2021
Nuveen Singapore Private Limited	Operating company	50 Raffles Place, #06-00 Singapore, Land Tower, 048623 Singapore	100%	100%
Nuveen (France) SAS	Operating company	7, rue Scribe – 75009 Paris France	100%	100%
CLOF II (GP) Limited	Related to CLOF fund	50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ United Kingdom	100%	100%
Matador LP Partner Limited	GeneralRelated to CLOF fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	100%	100%
Nuveen Secretarial Services Limited	CorporateDormant	201 Bishopsgate, London, EC2M 3BN United Kingdom	100%	100%
Nuveen Operations Limited	Dormant	201 Bishopsgate, London, EC2M 3BN United Kingdom	100%	100%
Nuveen Australia Limited	Operating company	44 Martin Place, Sydney, NSW 2000 Australia	100%	100%
OMP (GP) Limited	Related to OMP fund	50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ United Kingdom	100%	100%



# Nuveen Group Holdings Limited

## Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

### 9 Investments (continued)

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2022	2021
UK OM (LP1) (GP) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	100%	100%
UK OM (LP2) (GP) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	100%	100%
UK OM (LP3) (GP) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	100%	100%
TIAA-CREF Luxembourg S.à.r.l	Operating company	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	100%	100%
Nuveen Italy S.r.l	Operating company	Piazza Pio XI, 1, 20123 Milan Italy	100%	100%
Islazul General Partner S.à.r.l	Operating company	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	100%	100%
Anglo-Sino Investment (Beijing) Co Ltd	Henderson Consultancy	Unit 22/23B, 36/F, China World Tower, No.1 Jianguomenwai Avenue, Chaoyang District, 100004 Beijing China	100%	100%
Nuveen (Shanghai) Co Ltd	Consulting	Suite 965,9/F, Eco City, No.1788,Nanjing West Road, Jing 'An District, Shanghai China	100%	100%
Enhanced Debt Carry S.à.r.l	Related to Enhanced Debt fund	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	100%	100%
European Cities Partnership (GP) S.à.r.l	Related to European Cities fund	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	100%	100%
Nuveen Austria GmbH	Management	Wipplingerstraße 33, 1010 Vienna Austria	100%	100%

# Nuveen Group Holdings Limited

## Notes to the Financial Statements for the Year-Ended 31 December 2022 (continued)

### 9 Investments (continued)

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2022	2021
ERES APAC II (GP) S.à.r.l	Related to COMF4a rue Henri M Schnadt, L-2530 fund Gasperich Luxembourg		100%	100%
Nuveen Real Estate DebtPartners II (GP) S.à.r.l	Related to Enhanced4a rue Henri M Schnadt, L-2530 Debt II fund Gasperich Luxembourg		100%	100%
Nuveen ManagementFinland Oy	Operating company Y-tunnus 2847548-9, Mannerheimintie 20, 00100, Helsinki Finland		100%	100%
Nuveen Réal Estate DebtPartners (GP) S.à.r.l	Related to Enhanced4a rue Henri M Schnadt, L-2530 Debt Fund Gasperich, Luxembourg		100%	100%
Tokyo Multifamily GP Pte.Ltd	Related to Tokyo1 George Street, #14-05, Multifamily fund Singapore 049145		100%	100%
T-C Lux Investments (GP) S.à.r.l	Related to TIAA's4a rue Henri Schnadt, L-2530 investments in Europe Gasperich Luxembourg		100%	100%
ERES Europe II (GP) S.à.r.l	Operating company 4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg		100%	100%
Nuveen Real Estate DebtPartners III (GP) S.à.r.l	Relates to European8 rue Loue Hemmer, L-1748, Debt Fund Senningerberg, Luxembourg		100%	100%
NRE Storage PortfolioLimited	Holding Company 201 Bishopsgate, London, EC2M 3BN United Kingdom		100%	100%
European Core-PlusLogistics Fund (GP) S.à.r.l	Relates to European4a rue Henri M Schnadt, L-2530 Core-Plus LogisticsGasperich Fund Luxembourg		100%	100%
Japan Alternatives LivingGP Pte Ltd	Relates to Japan1 George Street, #14-05, Alternatives LivingSingapore 049145 Fund Singapore		100%	100%

## Nuveen Group Holdings Limited

### Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

#### 9 Investments (continued)

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2022	2021
UK OM (LP1) Limited*	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	100%	100%
UK OM (LP2) Limited*	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	100%	100%
UK OM (LP3) Limited*	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	100%	100%
Nugreen Services AB*	Operating company	Bolagratt Sundsvall AB Box 270 83% 851 04 SSundsvall Stockholm Sweden		0%
European Core Renewable Infrastructure S.a.r.l	Operating Company	8, rue Lou Hemmer, L-1748 Senningerberg, Grand-Duche de Luxembourg Luxembourg	100%	0%
Nuveen Switzerland GmbH	Operating Company	Level 1, FlexOffice Fraumunster, Fraumunsterstrasse. 16, 8001 Zurich, Switzerland Switzerland	100%	0%

\* Indicates indirect investment of the Company

#### 10 Trade and other receivables

	31 December 2022 £ 000	31 December 2021 £ 000
Amounts receivables from related parties	790	912
Trade receivables	741	-
	<u>1,531</u>	<u>912</u>

Amounts receivable from related parties are unsecured, interest free, have no fixed date of repayment and are payable on demand.

## Nuveen Group Holdings Limited

### Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

#### 11 Trade and other payables

	31 December 2022 £ 000	31 December 2021 £ 000
Amounts falling due within a year		
Amounts payable to related parties	725	337
Accrued expenses	17	-
	742	337

Amounts payable to related parties are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

#### 12 Called up share capital

	2022 £	2021 £
Ordinary shares of £1 each		
<u>Allotted and fully paid</u>		
300 (2021:300) Ordinary shares of £1 each	300	300

#### 13 Events after the end of the reporting period

No events occurred after the Statement of Financial Position date that have a material impact on the financial statements. The Directors have not received any further information as at the approved date which has not been reflected in the financial statements as presented.

#### 14 Parent and ultimate parent undertaking

The Company's immediate parent is Nuveen Investment Management Holdings Limited, a limited company incorporated in England and Wales.

The ultimate undertaking and controlling party and largest group to consolidate these financial statements is Teachers Insurance and Annuity Association of America, a company incorporated in the United States of America. These financial statements are available upon request from 730 Third Avenue, New York, NY 10017. TIAA International Holdings 2 Limited is the parent undertaking of the smallest group to consolidate these financial statements in the United Kingdom. The registered office and consolidated financial statements of TIAA International Holdings 2 Limited can be obtained from 201 Bishopsgate, United Kingdom, EC2M 3BN.