

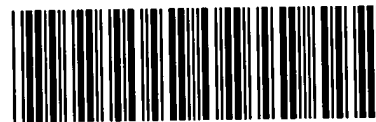
Registration number: 08698166

TIAA International Holdings 1 Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2020

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TIAA International Holdings 1 Limited

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TIAA International Holdings 1 Limited

Company Information

Directors	D. D. Morton O. Salami M. J. L. Sales
Company secretary	Cornhill Secretaries Limited
Registered office	5 Market Yard Mews 194-204 Bermondsey Street London, England SE1 3TQ
Bankers	Citibank London NA CGC Centre Canary Wharf London E14 5LB
Independent Auditors	PricewaterhouseCoopers LLP 7 More London Riverside London SE1 2RT

TIAA International Holdings 1 Limited

Directors' Report for the Year Ended 31 December 2020

The Directors present their Annual Report and the audited financial statements for the year ended 31 December 2020 which have been prepared under and comply with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

Business Review

TIAA International Holdings 1 Limited ("TIH1") was incorporated in the United Kingdom on 19 September 2013 and its principal activity is that of a holding company for Nuveen Real Estate Limited ("Nuveen Group").

Results and Dividends

The loss for the year ended 31 December 2020 amounted to £15,394 (2019: £14,877). The Directors do not recommend the payment of a dividend (2019: £nil).

Directors

The Directors, who held office during the year, were as follows:

G. E. Brightman (resigned 15 October 2020)

D. D. Morton (appointed 24 March 2020)

O. Salami (appointed 15 October 2020)

M. J. L. Sales

Directors' third party and pension scheme indemnity provisions

Nuveen Real Estate Limited ("NRE") on behalf of the Company has made qualifying third party indemnity provisions within the meaning given to the term by s.234 and s.235 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 this report.

NRE may indemnify the Directors to the extent permitted by United Kingdom law. NRE may indemnify the Directors against all costs, charges, losses, expenses and liabilities incurred:

- i) in the actual or purported execution and/or discharge of his duties, or in relation to them; and
- ii) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application which grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs.

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

TIAA International Holdings 1 Limited

Directors' Report for the Year Ended 31 December 2020

Going concern

The Company meets its day-to-day working capital requirements through regular cash flows from Group activities. The Company is in a net current liability position of £218,813 (2019: £203,419) with the majority of the liability relating to intercompany balances owed to TIAA International Holdings 3 Limited. As such, the Directors of the Parent have provided a letter for support confirming that they will continue to financially support the Company to settle its liabilities as they fall due, including not seeking repayment of amounts advanced to the Company by the Parent and/or other members of the Parent group unless adequate alternative financing has been secured by the Company. Therefore the Company continues to adopt the going concern basis in preparing its financial statements.

Our response to the COVID-19 pandemic

The COVID-19 virus has had a profound effect on societies, economies and markets across the world, and there remains significant uncertainty about its future impact. The Company's priorities during this period have been to continue to focus on delivering value for its stakeholders. While this crisis is unprecedented in recent memory, the Company's business model and culture have meant that it has responded effectively to the challenges and maintained its operational, investment and support activities as close to normal as possible.

Operational impact

Although the nature and impact of the COVID-19 pandemic was not predicted, the Company's Business Continuity Plan was deployed swiftly and delivered an effective response in the context of the rapid development of government guidance, policies and legislation in which it operates in.

Communications

The worldwide impact of the pandemic on working practices meant that the Company had to employ alternative ways of communicating with stakeholders. The Company has a significant increase in the use of video calling systems as well as communicating with stakeholders early in the crisis to provide a comprehensive update and reassurance on the Company's response to the developing situation.

Conclusion

With the COVID-19 crisis evolving, the Company remains in close contact with our local health authorities, governmental agencies and other key stakeholders in our geographies, so that we can react and adapt to any changes in circumstances and minimise the risk to the Company, our customers and other stakeholders. There are a number of ongoing business reviews to evaluate different courses of action in response to the crisis.

Looking ahead, the Company will review the lessons learned during this crisis as part of future updates to our risk management framework, specifically when it comes to our approach to prepare for similar types of events.

Events after the reporting period

On 9 March 2021, the Company acquired 1% of the issued shares in Glennmont Asset Management Limited, Clean Energy Partners LLP and certain affiliated entities thereof (collectively, "Glennmont") for a consideration of €96,500,000 (£82,668,000). Glennmont Asset Management Limited and Clean Energy Partners LLP are regulated by the United Kingdom Financial Conduct Authority. The acquisition will enhance Nuveen's existing private infrastructure platform, which manages almost £2.7 billion across renewable energy, digital, telecoms, transportation and social infrastructure sectors globally and has delivered consistent investment performance for more than 10 years for the firm and its parent, Teachers Insurance and Annuity Association ("TIAA"). The financial effects of this transaction have not been recognised as of 31 December 2020. The results and assets and liabilities of Glennmont will be consolidated from 9 March 2021 the date at which control was obtained.

For further details of this acquisition, refer to note 14, Events after the reporting period on pages 22 to 23 of these financial statements.

TIAA International Holdings 1 Limited

Directors' Report for the Year Ended 31 December 2020

Statement of Directors' responsibilities

The Directors acknowledge their responsibilities for preparing the Annual 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 elected to prepare the Financial Statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union.

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 apply them consistently;
- state whether applicable International Financial Reporting Standards as adopted by the European Union 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.

They 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.

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

Directors' confirmations

In the case of each Director in office at the date the Directors' Report is approved have confirmed that:

- 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.

Independent Auditors

The 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.

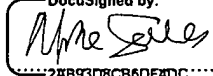
Small companies exemption

The Directors' Report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Approved by the Board of Directors on 15 April 2021 and signed on its behalf by:

TIAA International Holdings 1 Limited

Directors' Report for the Year Ended 31 December 2020

DocuSigned by:

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M. J. L. Sales
Director



Independent auditors' report to the members of TIAA International Holdings 1 Limited

Report on the audit of the financial statements

Opinion

In our opinion, TIAA International Holdings 1 Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss and cash flows for the year then ended;
- have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006; 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 2020; the Statement of Comprehensive Income, the Statement of Changes in Equity and the Statement Cash Flows 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 2020 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 the principal risks of non-compliance with laws and regulations, including those that have a direct impact on the preparation of the financial statements such as the Companies Act 2006, and 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 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. 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 in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Thomas Norrie (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
15 April 2021

TIAA International Holdings 1 Limited

Statement of Comprehensive Income for the Year Ended 31 December 2020

	Note	2020 £	2019 £
Administrative expenses	5	(14,741)	(14,208)
Operating loss		(14,741)	(14,208)
Finance costs	7	(653)	(669)
Loss for the financial year		(15,394)	(14,877)
Total comprehensive expense for the financial year		(15,394)	(14,877)

The above results were derived from continuing operations.

The notes on pages 13 to 23 form an integral part of these financial statements.

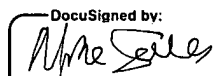
TIAA International Holdings 1 Limited

(Registration number: 08698166)

Statement of Financial Position as at 31 December 2020

	Note	31 December 2020 £	31 December 2019 £
Non-current assets			
Investments	10	2,040,634	2,040,634
Current assets			
Cash and cash equivalents		70,666	7,466
Creditors: amounts falling due within one year			
Trade and other payables	11	<u>(289,479)</u>	<u>(210,885)</u>
Net current liabilities		<u>(218,813)</u>	<u>(203,419)</u>
Net assets		<u>1,821,821</u>	<u>1,837,215</u>
Equity			
Called up share capital	12	600	600
Share premium		1,899,634	1,899,634
Accumulated losses		<u>(78,413)</u>	<u>(63,019)</u>
Total equity		<u>1,821,821</u>	<u>1,837,215</u>

The financial statements on pages 9 to 23 were approved by the Board of Directors on 15 April 2021 and signed on its behalf by:

DocuSigned by:

 2A89308C86DF40C.....
 M. J. L. Sales
 Director

The notes on pages 13 to 23 form an integral part of these financial statements.

TIAA International Holdings 1 Limited

Statement of Changes in Equity for the Year Ended 31 December 2020

	Called up share capital £	Share premium £	Accumulated losses £	Total equity £
Balance at 1 January 2019	600	1,899,634	(48,142)	1,852,092
Loss and total comprehensive expense for the year	-	-	(14,877)	(14,877)
Balance as at 31 December 2019	<u>600</u>	<u>1,899,634</u>	<u>(63,019)</u>	<u>1,837,215</u>
Loss and total comprehensive expense for the year	-	-	(15,394)	(15,394)
Balance as at 31 December 2020	<u>600</u>	<u>1,899,634</u>	<u>(78,413)</u>	<u>1,821,821</u>

The notes on pages 13 to 23 form an integral part of these financial statements.

TIAA International Holdings 1 Limited

Statement of Cash Flows for the Year Ended 31 December 2020

	Note	2020 £	2019 £
Cash flows from operating activities			
Loss for the year		(15,394)	(14,877)
Changes in operating assets and liabilities:			
Increase in trade and other payables	11	<u>78,594</u>	<u>16,160</u>
Net cash generated from operating activities		<u>63,200</u>	<u>1,283</u>
Net increase in cash and cash equivalents		63,200	1,283
Cash and cash equivalents at 1 January		<u>7,466</u>	<u>6,183</u>
Cash and cash equivalents at 31 December		<u><u>70,666</u></u>	<u><u>7,466</u></u>

The notes on pages 13 to 23 form an integral part of these financial statements.

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

1 General information

TIAA International Holdings 1 Limited (the "Company") is a private company limited by shares, incorporated and domiciled in United Kingdom under the Companies Act 2006. The Company was established in the United Kingdom on 19 September 2013.

The address of its registered office is:

5 Market Yard Mews
194-204 Bermondsey Street
London, England
SE1 3TQ

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 have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006.

The financial statements have been prepared on a going concern basis under the historical cost convention.

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenues and expenses during the period. The nature of estimates means that actual outcomes could differ from those estimates.

Strategic report

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

Going concern

The Company meets its day-to-day working capital requirements through regular cash flows from Group activities. The Company is in a net current liability position of £218,813 (2019: £203,419) with the majority of the liability relating to intercompany balances owed to TIAA International Holdings 3 Limited. As such, the Directors of the parent have provided a letter for support confirming that they will continue to financially support the Company and therefore the Company continues to adopt the going concern basis in preparing its financial statements.

New standards, amendments and IFRIC interpretations not yet effective

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2020 that have a material impact on the company's financial statements.

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

2 Accounting policies (continued)

Changes in accounting policies

The accounting policies set out in these financial statements have been applied consistently to all years presented. A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2020, but do not have a material effect on these financial statements.

Consolidation

The Company is a wholly owned subsidiary of Nuveen Real Estate Global, LLC. The results of the Company are included in the consolidated financial statements of Nuveen Real Estate Global, LLC which are publicly available at 730 Third Avenue, New York, NY 10017. Therefore the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

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.

(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 valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates 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. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'Administrative expenses'.

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

2 Accounting policies (continued)

Financial instruments

- **Recognition and initial measurement**

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company has become a party to the contractual obligations of the financial instrument. The Company determines the classification of its financial instruments at initial recognition in accordance with the categories outlined below and re-evaluates this designation at each reporting period end. When financial instruments are recognised initially, they are measured at fair value, being the transaction price plus, in the case of financial assets and financial liabilities not at fair value through the Statement of Profit or Loss, directly attributable transaction costs.

- **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 income and expenses relating to financial assets that are recognised in Statement of Profit or Loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within expenses.

- **Financial liabilities**

The Company's financial liabilities include trade and other payables. Financial liabilities are initially measured at the transaction price and subsequently measured 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 Profit or Loss.

- **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.

Investments

Investments are held at cost less accumulated impairment loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and at 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. If payment is deferred and the time value of money is material, the initial measurements is on a present value basis.

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

2 Accounting policies (continued)

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 income 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.

Deferred income 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 income 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 income 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 income tax asset is realised or the deferred income tax liability is settled.

Deferred income 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 income 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 income 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 income taxes assets and liabilities relate to income 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.

Finance income and expense policy

Interest income and expense are recognised within finance income and finance costs 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).

Trade payables

Trade payables are obligations to pay for goods or 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 (or in the normal operating cycle of the business if longer). 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.

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

3 Financial risk management

Financial risks are risks arising from financial instruments to which the Company is exposed during or at the end of the reporting period. Financial risk comprises market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits.

Risk management is carried out centrally under policies approved by the Board of Directors. Financial risks are identified and evaluated in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investing excess liquidity.

Key financial risk management reports are produced monthly on a Group level and provided to the key management personnel of the Company.

(a) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's market risks arise from open positions in (a) foreign currencies and (b) interest-bearing assets and liabilities, to the extent that these are exposed to general and specific market movements. Management sets limits on the exposure to currency and interest rate risk that may be accepted, which are monitored on a monthly basis (see details below). However, the use of this approach does not prevent losses outside of these limits in the event of more significant market movements.

Sensitivities to market risks included below are based on a change in one factor while holding all other factors constant. In practice, this is unlikely to occur, and changes in some of the factors may be correlated - for example, changes in interest rate and changes in foreign currency rates.

(i) Foreign exchange risk

There is no foreign exchange risk as all the transactions are in Pound Sterling.

(ii) Price risk

The Company has no exposure to price risk arising from direct investments in equity securities or commodities.

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

3 Financial risk management (continued)

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company has no significant concentrations of credit risk. Credit risk arises from cash and cash equivalents held at banks and trade receivables. The Company's main counterparties are other entities within the Group. Cash balances are held with high credit quality financial institutions (AA grade) and the Company has policies to limit the amount of credit exposure to any financial institution. No financial assets are deemed to be impaired or past due at year end.

No credit limits were exceeded during the reporting period, and management does not expect any losses from non-performance by counterparties.

(c) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group. Forecasts of the liquidity requirements are monitored to ensure the Company has sufficient cash to meet its operational needs. Given the ultimate Group structure the liquidity risk is seen as minimal for this Company.

Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders; and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Management view the following as the capital of the Company:

	31 December 2020 £	31 December 2019 £
Called up share capital	600	600
Share premium	1,899,634	1,899,634
Accumulated losses	<u>(78,413)</u>	<u>(63,019)</u>
	<u>1,821,821</u>	<u>1,837,215</u>

Fair value estimation

The fair values of the Company's financial assets and liabilities approximates the carrying amount at the reporting date.

4 Critical accounting estimates

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

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

4 Critical accounting estimates (continued)

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. Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

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 8.6 times, 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 2020 it has been determined that the carrying value of the investment is less than the enterprise value and therefore no impairment is required.

The Directors do not consider that there are any other accounting estimates or judgements that are critical to the understanding of the Company's financial statements

5 Administrative expenses

Operating loss is stated after charging:

	2020 £	2019 £
Legal and professional fees	7,559	7,560
Auditors' remuneration	5,985	5,540
Other administrative expenses	1,197	1,108
	<u>14,741</u>	<u>14,208</u>

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

Other administrative expenses relates to the write off of irrecoverable VAT on audit fees.

6 Employees and Directors

The emoluments of D. Morton and M. Sales are paid by Nuveen Administration Limited which makes no recharge to the Company (2019: £nil). The emoluments of O. Salami are paid by the Parent with no recharge being made to the Company. The Directors are directors of a number of fellow subsidiaries and their total emoluments are included in the aggregate of directors emoluments disclosed in those financial statements.

The Company has no employees (2019: nil).

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

7 Finance costs

	2020 £	2019 £
Bank charges	653	669
	<u>653</u>	<u>669</u>

8 Income tax expense

Factors affecting tax charge for the year

The difference between the total current tax charge shown above and the amount calculated applying the standard rate of UK corporation tax to the loss before tax is as follows:

	2020 £	2019 £
Loss before tax	<u>(15,394)</u>	<u>(14,877)</u>
Tax on loss at standard corporation tax rate of 19% (2019: 19%)	(2,925)	(2,827)
Tax effect of:		
Increase arising from group relief	<u>2,925</u>	<u>2,827</u>
Total tax charge for the year	<u>-</u>	<u>-</u>

9 Financial assets and financial liabilities

Financial assets

The Company holds the following financial assets:

	Carrying value		Fair value	
	31 December 2020 £	31 December 2019 £	31 December 2020 £	31 December 2019 £
Cash and cash equivalents	<u>70,666</u>	<u>7,466</u>	<u>70,666</u>	<u>7,466</u>

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

9 Financial assets and financial liabilities (continued)

Financial liabilities

The Company holds the following financial liabilities:

	Carrying value		Fair value	
	31 December 2020 £	31 December 2019 £	31 December 2020 £	31 December 2019 £
Trade and other payables	<u>289,479</u>	<u>210,885</u>	<u>289,479</u>	<u>210,885</u>

10 Investments

	£
Cost	
At 1 January 2019	<u>2,040,634</u>
At 31 December 2019	<u>2,040,634</u>
At 1 January 2020	<u>2,040,634</u>
At 31 December 2020	<u>2,040,634</u>
Carrying value	
As at 31 December 2019	<u>2,040,634</u>
As at 31 December 2020	<u>2,040,634</u>

11 Trade and other payables

The amounts listed below were outstanding at the Statement of Financial Position date:

	31 December 2020 £	31 December 2019 £
Amounts falling due within one year		
Amounts payable to related parties	276,177	201,177
Accrued expenses	<u>13,302</u>	<u>9,708</u>
	<u>289,479</u>	<u>210,885</u>

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

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

12 Called up share capital

	31 December 2020 £	31 December 2019 £
<u>Allotted and fully paid</u>		
600 Ordinary shares of £1 each	<u>600</u>	<u>600</u>

13 Related party transactions

Payables to related parties

	31 December 2020 £	31 December 2019 £
TIAA International Holdings 3 Limited	201,177	201,177
TIAA International Holdings 2 Limited	<u>75,000</u>	<u>-</u>
	<u>276,177</u>	<u>201,177</u>

TIAA International Holdings 3 Limited is a subsidiary of TIAA International Holdings 2 Limited, a fellow subsidiary of Nuveen Real Estate Global LLC. The amounts outstanding are unsecured, carry no interest, no fixed date of repayment and are payable on demand. No provision has been made for doubtful debts in respect of amounts owed by related parties.

14 Events after the reporting period

On 9 March 2021, the Company acquired 1% of the issued shares in Glennmont Asset Management Limited, Clean Energy Partners LLP and certain affiliated entities thereof (collectively, "Glennmont") for a consideration of €96,500,000 (£82,668,000). Glennmont Asset Management Limited and Clean Energy Partners LLP are regulated by the United Kingdom Financial Conduct Authority. The acquisition will enhance Nuveen's existing private infrastructure platform, which manages almost £2.7 billion across renewable energy, digital, telecoms, transportation and social infrastructure sectors globally and has delivered consistent investment performance for more than 10 years for the firm and its parent, TIAA. The financial effects of this transaction have not been recognised as of 31 December 2020. The results and assets and liabilities of Glennmont will be consolidated from 9 March 2021 the date at which control was obtained.

Details of the consideration transferred are:

	£
Purchase consideration	
Cash paid	69,647,000
Deferred consideration	<u>13,021,000</u>
Total purchase consideration	<u>82,668,000</u>

TIAA International Holdings 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

14 Events after the reporting period (continued)

Information not disclosed as not yet available

At the time the financial statements were authorised for issue, the Company had not yet completed the accounting for the acquisition of Glennmont. In particular, the fair values of the assets and liabilities have not been finalised. It is also not yet possible to provide detailed information about each class of acquired receivables and any contingent liabilities of the acquired entity.

15 Parent and ultimate parent undertaking

The Company's immediate parent company is Nuveen Real Estate Global, LLC, a limited liability company incorporated in the United States of America. The ultimate controlling party is Teachers Insurance and Annuity Association, a company incorporated in the United States of America. The financial statements of the ultimate parent company are maintained at 730 Third Avenue, New York, NY 10017. Nuveen Real Estate Global, LLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The financial statements of Nuveen Real Estate Global, LLC are available from 730 Third Avenue, New York, NY 10017.