Carlyle Real Estate Advisors LLP

Reports and financial statements for the year ended 31 December 2022

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Corporate information

Designated members

CREAUK, L.L.C. Peter Stoll

Registered Office

1 St James's Market LONDON SW1Y4AH

Registered Number

OC 357085

Auditors

Ernst and Young LLP 25 Churchill Place Canary Wharf LONDON E14 5EY

Members' report

Company registration number: OC 357085

The members present their report and the audited financial statements of Carlyle Real Estate Advisors LLP for the year ended 31 December 2022.

Principal activity, review of business and future developments

Carlyle Real Estate Advisors LLP (the "LLP") was incorporated on 11 August 2010 and began trading on 18 November 2010. The principal activity of the LLP is to provide investment advisory and business development services.

The LLP's key financial performance is detailed in the table below:

	2022	2021
	£ 000's	£ 000's
Turnover	10,076	10,079
Profit for the financial year available for discretionary distribution amongst members	4,301	4,707
Members' other interests	3,142	2,241

Designated members

The designated members who served during the year and to the date of this report are detailed on page 2.

Policy with respect to members' drawings, subscription and repayment of members' capital

Any profits are shared among the members as decided by the principal member. At the discretion of the principal member, each member is entitled to take drawings from their capital account in advance of profits being allocated to this account. New members are required to pay an initial capital contribution on admission. On withdrawal from the LLP, members are entitled to the return of their initial capital contributions. Capital contributions may not be withdrawn at any other time.

Going concern

The designated members have a reasonable expectation that the LLP has adequate resources to continue in operational existence for the foreseeable future, being at least until 21 April 2024; twelve months from the date that the financial statements are authorised for issue. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Auditors

Ernst & Young LLP continue to be appointed auditors of the LLP.

Statement of disclosure of information to the auditors

Each of the designated members at the date of the approval of this report confirms that:

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

Members' report (continued)

Company registration number: OC 357085

Statement of designated members' responsibilities in respect of the financial statements

The designated members are responsible for preparing the financial statements in accordance with applicable law and regulations.

Legislation applicable to limited liability partnerships requires the designated members to prepare financial statements for each financial year. Under that law the designated members have elected to prepare the financial statements in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS-102') and the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships. Under the relevant legislation the designated members must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the LLP and of the profit or loss of the LLP for that period.

In preparing those financial statements, the members are required to:

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

The designated members are responsible for keeping proper accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that the financial statements comply with the Companies Act 2006 as modified by the Limited Liability Partnerships (Financial statements and Audit) (Application of Companies Act 2006) Regulations 2008. They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the members and signed on their behalf:

DocuSigned by:
Peter Stoll
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Peter Stoll, Designated Member 21 April 2023

Independent Auditor's Report

to the members of Carlyle Real Estate Advisors LLP

Opinion

We have audited the financial statements of Carlyle Real Estate Advisors LLP for the year ended 31 December 2022 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flows, the Reconciliation of movements in members' interests and the related notes 1 to 14, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland.

In our opinion the financial statements:

- give a true and fair view of the state of the limited liability partnership'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; including FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the limited liability partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

Our responsibilities and the responsibilities of the members with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the limited liability partnership's ability to continue as a going concern.

Other information

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

Our opinion on the financial statements does not cover the other information and, we do not express any form of assurance conclusion thereon.

Independent Auditor's Report (continued)

to the members of Carlyle Real Estate Advisors LLP

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

We have nothing to report in this regard.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 as applied to limited liability partnerships requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns;
- · we have not received all the information and explanations we require for our audit

Responsibilities of members

As explained more fully in the Members' Responsibilities Statement set out on page 4, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the members 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 members are responsible for assessing the partnership'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 members either intend to liquidate the partnership or to cease operations, or have no realistic alternative but to

Auditor's responsibilities for the audit of the financial statements

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

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Independent Auditor's Report (continued)

to the members of Carlyle Real Estate Advisors LLP

- We obtained an understanding of the legal and regulatory frameworks that are
 applicable to the LLP and determined that the most significant are the United Kingdom
 accounting standards including Financial Reporting Standard 102 and the Companies
 Act 2006 as applied to limited liability partnerships and the Statement of Recommended
 Practice "Accounting by Limited Liability Partnerships" and the relevant direct and
 indirect tax compliance regulation in the United Kingdom.
- We understood how Carlyle Real Estate Advisors LLP is complying with those frameworks by making enquiries of management and by seeking representation from those charged with governance. We corroborated our understanding by reviewing board meeting minutes and relevant policy and procedures manuals. We also reviewed correspondence with relevant authorities.
- We assessed the susceptibility of the LLP's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and by designating revenue recognition as a fraud risk. We incorporated data analytics and performed journal entry testing by specific risk criteria, with a focus on manual journals and journals indicating large or unusual transactions based on our understanding of the business. We recalculated the revenue based on the transfer pricing arrangement applied by management and tested a sample of inputs in the calculation back to source documentation.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved enquiries of management and those charged with governance, review of legal and professional expenses, review of breaches and complaints register, and review of Board meeting minutes.

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

Use of our report

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

Ernst + Joung LLP

Ahmer Huda (Senior Statutory Auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor London

25 April 2023

Income statement

for the year ended 31 December 2022

	Note	2022 £ 000's	2021 £ 000's
Turnover Administrative expenses	2	10,076 (3,791)	10,079 (3,812)
Operating profit	3	6,285	6,267
Interest receivable and similar income Foreign exchange losses		21 (109)	— (14)
Profit for the financial year before members' remuneration and profit share		6,197	6,253
Members' remuneration charged as an expense	4	(1,896)	(1,546)
Profit for the financial year available for discretionary distribution amongst members		4,301	4,707

All amounts relate to continuing activities.

Statement of comprehensive income

for the year ended 31 December 2022

	2022 £ 000's	2021 £ 000's
Profit for the financial year available for discretionary distribution amongst members	4,301	4,707
Total comprehensive income for the year	4,301	<u>4,707</u>

Statement of financial position (OC 357085)

as at 31 December 2022

	Note	2022 £ 000's	2021 £ 000's
Fixed assets			
Tangible assets	5	2	3
		2	3
Current assets			
Debtors	6	4,242	4,341
Cash and cash equivalents	8	2,820	2,441
		7,062	6,782
Creditors: amounts falling due within one year	7	(3,922)	(4,544)
Net current assets		3,140	2,238
Net assets		3,142	2,241
Members' other interests			
Members' capital		1,107	1,185
Other reserves		2,035	1,056
Total .		3,142	2,241
Memorandum of members* total interests			
Amounts due to members		2,680	2,745
Members' other interests		3,142	2,241
Members' total interests		<u>5,822</u>	4,986

The amounts were approved by the designated members on 21 April 2023:

DocuSigned by:
i .
Peter Stoll
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Peter Stoll
Designated Member

Statement of cash flows

for the year ended 31 December 2022

	Note	2022 £ 000's	2021 £ 000's
Net cash flow from operating activities Net cash flow from investing activities	8 8	3,428 20	4,343 —
Net cash flow from financing activities	8	(3,069)	(4,288)
Increase in cash in the year		<u>379</u>	<u>55</u>
Reconciliation of net cash flow to movement in net funds			
Increase in cash		379	55
Net funds at 1 January		2,441	2,386
Net funds at 31 December		2,820	2,441

DocuSign Envelope ID: 83EA50C4-4927-4CA4-A5C1-7306DB18B101 Reconciliation of movement in members' interest

for the year ended 31 December 2022

	Members' Capital	Other Reserves	Total
	£ 000's	£ 000's	£ 000's
At 1 January 2021	961	1,535	2,496
Capital contributions	224	_	224
Profits available for division among members		4,707	4,707
Distributions to individual members	_	(2,820)	(2,820)
Distributions to corporate member	_	(1,692)	(1,692)
Fair value increase on shares vested in the year		(674)	(674)
At 31 December 2021	1,185	1,056	2,241
Capital contributions	(78)	_	(78)
Profits available for division among members	_	4,301	4,301
Distributions to individual members	_	(2,788)	(2,788)
Distributions to corporate member		(203)	(203)
Fair value increase on shares vested in the year	_	(331)	(331)
At 31 December 2022	1,107_	2,035	3,142

Notes to the Financial Statements

for the year ended 31 December 2022

1. Significant accounting policies

/. Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), the Companies Act 2006 as applied by LLPs the Companies Act 2006 as applied by LLPs and the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships' issued in January 2017

The Designated Members have determined the LLP is not a financial institution as defined by FRS 102.

//. Going concern

The financial statements are prepared on a going concern basis under the historical cost convention modified to include the measurement at fair value of financial assets through profit & loss.

The LLP provides services to group entities and receives a sub-advisory fee based on the reimbursement of its costs plus a mark-up. The LLP is dependent on the ability of the group entities to which it provides services to continue to pay the fees due.

The designated members have a reasonable expectation that the LLP has adequate resources to continue in operational existence for the foreseeable future, being at least until 21 April 2024: twelve months from the date that the financial statements are authorised for issue. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Hi. Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

- · Furniture, fittings and equipment 5 years on a straight-line basis
- Computer equipment and software 3 years on straight-line basis

iv. Tumover

All revenue streams are recognised to the extent that the LLP obtains the right to consideration in exchange for its performance of its obligations of its obligations. Revenue is accounted for on an accruals basis and is measured when it crystallises at the fair value of the consideration for an arm's length transaction, excluding discounts, rebates, VAT and other sales taxes or duty.

v. Taxation

Taxation of the proportion of the LLP's profits allocated to each member is the responsibility of each member. Consequently, neither current taxation nor related deferred taxation has been accounted for in these financial statements.

vi. Foreign currencies

The functional and presentational and presentational currency of the LLP is GBP. Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction.

for the year ended 31 December 2022

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the income statement.

vii. Pensions

The LLP operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the income statement in the period they are payable.

viii. Equity-based compensation

Compensation expense relating to the issuance of equity-based awards to the LLP's members and employees is measured at fair value on the grant date. The compensation expense for awards that vest over a future service period is recognised over the relevant service period, adjusted for estimated forfeitures of awards not expected to vest. The compensation expense for awards that do not require future service is recognised immediately. Cash settled equity-based awards are classified as liabilities and are re-measured at the end of each reporting period. Equity-based compensation expenses are shown within administrative expenses on the income statement.

ix. Key judgements and estimates

In applying the LLP's accounting policies, the members may be required to make judgements and estimates that could impact the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. The members consider the following to be significant accounting judgements made during the year:

- · Classification of member's remuneration as discretionary or fixed remuneration
- · Estimation of equity compensation

The members' estimates are based on the evidence available at the time; including historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such estimates, the actual results and outcomes may differ. Estimates are reviewed on an on-going basis and revisions to accounting estimates are recognised in the year in which the estimate is revised.

2. Turnover

Turnover principally arises through an investment advisory agreement with Carlyle Investment Management, L.L.C, which is incorporated in the U.S.

3. Operating profit

This is stated after charging:

	2022 £ 000's	2021 £ 000's
Auditor's remuneration		
- audit services	22	21
- taxation services	10	10
Depreciation charges	2	5
	34"	36

for the year ended 31 December 2022

4. Members and employees

	Note	2022 £ 000's	2021 £ 000's
Members' remuneration charged as an expense		1,896	1,546
Wages and salaries		2,229	2,331
Social security costs		359	337
Other costs		309	117
Equity-based compensation	10	14	13
		4,807	4,344

The highest paid member received £1,343,000 (2021: £1,187,000) as remuneration from the LLP during the year.

The average monthly number of members and employees during the year was:

	2022	2021
	Ño.	No.
Members	5	4
Employees	13	13

for the year ended 31 December 2022

5. Tangible fixed assets

	Office Furniture	Computer equipment and software	Totals
	£ 000's	£ 000's	£ 000's
Cost:			
At 1 January 2022	4	14	18
Additions	_	1	1
At 31 December 2022	4	15	19
Depreciation:			
At 1 January 2022	2	13	15
Charge during the year	1	1	2
At 31 December 2022	3	14	17
Net book value:			
At 31 December 2022	1	1	=2
At 31 December 2021	2_	1	= 3

6. Debtors

	2022 £ 000's	2021 £ 000's
Receivables from affiliates Prepayments and accrued income	4,217 25	4,327 14
	4,242	4,341

Receivables from affiliates are unsecured, interest free and due on demand.

7. Creditors: amounts falling due within one year

	2022 £ 000's	2021 £ 000's
Trade Creditors	_	39
Payable to affiliates	105	459
Accruals	1,084	1,301
Other taxes and social security	53	_
Distribution payable to members	2,680	2,745
	3,922	4,544

Payables to affiliates are unsecured, interest free and payable on demand.

for the year ended 31 December 2022

8. Notes to the statement of cash flows

	2022 £ 000's	2021 £ 000's
a) Operating activities		
Operating profit	6,285	6,267
Depreciation	2	5
Decrease / (Increase) in debtors	99	(444)
(Decrease) / Increase in creditors	(622)	749
Foreign exchange loss	(109)	(14)
Fair value increase on shares vested in year	(331)	(674)
Members remunerations charged as an expense	(1,896)	(1,546)
Net cash flow from operating activities	3,428	4,343
b) Investing activities		
Payments for fixed asset	(1)	
Interest received and similar income	21	_
Net cash flow from investing activities	20	
c) Financing activities		
c) Financing activities Capital contributions	. (78)	224
Distributions paid to members	(2,788)	(2,820)
Distributions paid to corporate member	(203)	(1,692)
Net cash flow from financing activities	(3,069)	(4,288)
Total cash flows during the year	<u>379</u>	<u>55</u>
d) Analysis of net funds		
Opening balance	2,441	2,386
Cash flows	379	55
Cash and cash equivalents	2,820	2,441
Cash and cash equivalents comprise the following:		
Cash at bank and in hand	2,001	2,000
Short-term deposits	819	441
	2,820	2,441

for the year ended 31 December 2022

9. Pension

The LLP operates a defined contribution pension scheme for its employees and during the year it contributed £63,644 (2021: £81,609.17). The assets of the scheme are held separately from those of the LLP in an independently administered fund.

10. Equity-based compensation

In 2012 the entity that the designated members consider to be the ultimate controlling party listed on the NASDAQ stock exchange. During the year certain employees have been granted common units in that entity.

The table below details the impact of equity based compensation that has been charged as an expense to administrative expenses:

	2022	2021
	£ 000's	£ 000's
Charged to administrative expenses		
Equity settled	14	13
	14	13_

The number of common units granted and the weighted average fair value at measurement date is detailed in the table below. The currency amounts in the table below are not stated in thousands but in units and sub-units. Included within members remuneration charged as expense is £511,413 (2021: £739,286) in relation to equity based compensation paid to members of the LLP

	2022	2021
	No.	No.
Units granted		
Equity settled		
Outstanding at 1 January		680
Granted during the year	365	_
Forfeited during the year		
Vested during the year	_	(680)
Outstanding at 31 December	<u>365</u>	

The vesting requirement is that employees granted equity-based compensation are employed at the date of vesting. There is no vesting term outstanding.

	2022	2021
	£	£
Weighted average fair value at measurement date		
Equity settled	43.56	_

The shares granted to employees and members are publicly traded and observable market prices have been used when determining the fair value of the awards. The granted awards generally do not give rise to the right to receive distributions and therefore expected related distribution income has been disregarded when determining the fair value of the awards. The LLP has calculated the weighted average fair value at measurement date on the basis of grant values translated at the year-end spot rate.

for the year ended 31 December 2022

11. Related party transactions

There were no transactions with related parties other than with the Members and the parties disclosed below. Movements on Members' capital and other reserves are set out in the Reconciliation of Movement in Members' interests.

The table below details the impact of related party transactions in the income statement:

		2022 £ 000's	2021 £ 000's
Turnover			
Carlyle Investment Management, L.L.C	Advisory fees	10,076	10,079
Administrative expenses paid by CECP Advisors LLP on behalf of CREA LLP		1,232	1,277
Administrative expenses paid by Carlyle Real Estate Advisors LLP on behalf of Carlyle Real Estate SGR SpA		14	30

As at 31 December 2022, the LLP had the following balances with group affiliates that are unsecured, payable on demand and are not subject to interest:

	2022	2021
	£ 000's	£ 000's
Amounts due from affiliated entities		
Carlyle Investment Management, L.L.C.	4,156	4,327
Carlyle Real Estate SGR SpA	61	. —
	4,217	4,327
Amounts due to affiliated entities		
CECP Advisors LLP	105	459
	105	459

12. Commitments

The LLP has not engaged in any operating or financial commitments in either financial year. The property lease commitment is held with a fellow subsidiary which then recharges a proportion of the annual costs to the LLP.

13. Controlling party

The immediate controlling party and the principal member is CREA UK, L.L.C, which is incorporated in Delaware, USA. The ultimate controlling party is considered to be The Carlyle Group Inc. which is also incorporated in Delaware, USA, and is listed on the NASDAQ stock exchange (ticker: CG).

14. Subsequent events

There have been no material events since the end of the reporting period through to the date the financial statements were available to be issued which would require disclosure or adjustment to the financial statements for the year ended 31 December 2022.