

**BREDS III UK SUPERVISORY LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2021**

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## **BREDS III UK SUPERVISORY LIMITED**

### **COMPANY INFORMATION**

#### **Directors**

Simon Davies  
Farhad Karim (resigned 17 January 2022)  
Adam Shah  
Stephen Plavin (appointed 17 January 2022)

#### **Company secretary**

Intertrust (UK) Limited

#### **Registered number**

10697161

#### **Registered office**

40 Berkeley Square  
London  
United Kingdom  
W1J 5AL

#### **Independent auditors**

Deloitte LLP  
Statutory Auditor  
1 New Street Square  
London  
United Kingdom  
EC4A 3HQ

#### **Solicitors**

Simpson Thacher & Bartlett LLP  
City Point  
One Ropemaker St.  
London  
United Kingdom  
EC2Y 9HU

# **BREDS III UK SUPERVISORY LIMITED**

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## **BREDS III UK SUPERVISORY LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021**

The directors present their report and the financial statements for BREDS III UK Supervisory Limited ("the Company") for the year ended 31 December 2021.

#### **Directors' responsibilities statement**

The directors are responsible 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 for the Company in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102"). Under company law the directors must not approve the financial statements for the Company 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 for the Company, the directors are required to:

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

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

#### **Principal activity and review of the business**

The Company was incorporated in the United Kingdom on 29 March 2017. The Company is a private company limited by shares and is registered in England and Wales for the purpose of holding investments in limited partnerships and acts as a managing member of BREDS III Supervisory UK LLP. The results and the financial position of the Company at the period-end are satisfactory.

#### **Results and dividends**

The result for the year, after taxation, amounted to \$NIL (2020 - \$NIL).

All expenses have been borne by an affiliate of the Company, Blackstone Real Estate Special Situations Advisors LLC. The directors did not declare or pay a dividend in the period.

#### **Directors**

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

Simon Davies  
Farhad Karim (resigned 17 January 2022)  
Adam Shah  
Stephen Plavin (appointed 17 January 2022)

## **BREDS III UK SUPERVISORY LIMITED**

### **DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021**

#### **Going concern**

The Company continues to act as a managing member and hold investments in limited partnerships, and the directors do not believe that the uncertain market conditions as a result of COVID-19 will significantly impact the performance of the Company.

All expenses are borne by an affiliate of the Company, Blackstone Real Estate Special Situations Advisors LLC. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Accordingly, the going concern basis has been adopted in preparing the directors' report and financial statements.

#### **Qualifying third party indemnity provisions**

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

#### **Disclosure of information to auditors**

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

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

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

#### **Geopolitical uncertainty**

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

#### **Auditors**

Deloitte LLP have indicated their willingness to be appointed as auditor and will be proposed for re-appointment as the independent auditor of the Company.

#### **Small companies note**

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

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



Simon Davies  
Director

Date: 28 September 2022

## **BREDS III UK SUPERVISORY LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BREDS III UK SUPERVISORY LIMITED**

#### **Report on the audit of the financial statements**

##### **Opinion**

In our opinion the financial statements of BREDS III UK Supervisory Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and;
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of financial position;
- the statement of changes in equity; and
- the related notes on pages 9 - 12.

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

##### **Basis of opinion**

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

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

##### **Conclusions relating to going concern**

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

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

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

##### **Other information**

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

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

## **BREDS III UK SUPERVISORY LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BREDS III UK SUPERVISORY LIMITED**

#### **Other information (continued)**

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

We have nothing to report in this regard.

#### **Responsibilities of directors**

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

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

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

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

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

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

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

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

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

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

## **BREDS III UK SUPERVISORY LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BREDS III UK SUPERVISORY LIMITED**

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

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

As a result of performing the above, we identified the greatest potential for fraud in the valuation of investments, and our specific procedures performed to address it are described below:

- Valuation of Investments - we have assessed the valuation of investments by verifying and challenging the management around the valuation's key inputs and assumptions.

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

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

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

#### **Report on other legal and regulatory requirements**

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

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

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

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

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

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

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

We have nothing to report in respect of these matters.

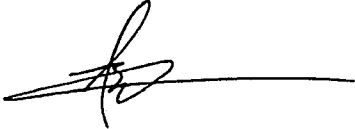


## **BREDS III UK SUPERVISORY LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BREDS III UK SUPERVISORY LIMITED**

#### **Use of our report**

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

A handwritten signature in black ink, consisting of a stylized 'Y' and 'A' followed by a horizontal line.

Yasir Aziz, ACA (Senior statutory auditor)

for and on behalf of

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

29 September 2022

**BREDS III UK SUPERVISORY LIMITED**  
**REGISTERED NUMBER: 10697161**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2021**

|  | Note | 2021<br>\$ | 2020<br>\$ |
|--|------|------------|------------|
| <b>Current assets</b>                        |      |            |            |
| Debtors: amounts falling due within one year | 6    | 1          | 1          |
|  |      | <hr/> 1    | <hr/> 1    |
| <b>Total assets less current liabilities</b> |      | <hr/> 1    | <hr/> 1    |
| <b>Net assets</b>                            |      | <hr/> 1    | <hr/> 1    |
| <b>Capital and reserves</b>                  |      |            |            |
| Called up share capital                      | 7    | 1          | 1          |
|  |      | <hr/> 1    | <hr/> 1    |
|  |      | <hr/> 1    | <hr/> 1    |

The notes on pages 9 to 12 form part of these financial statements.

The Company's financial statements have been delivered in accordance with the provisions of the Companies Act 2006 applicable to companies subject to the small companies regime.

The company has opted not to file the profit and loss account in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 28 September 2022.



Simon Davies  
Director

**BREDS III UK SUPERVISORY LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2021**

|                            | Called up<br>share capital<br>\$ | Total equity<br>\$ |
|----------------------------|----------------------------------|--------------------|
| <b>At 1 January 2020</b>   | 1                                | 1                  |
| Profit for the year        | -                                | -                  |
| <b>At 1 January 2021</b>   | <u>1</u>                         | <u>1</u>           |
| Profit for the year        | -                                | -                  |
| <b>At 31 December 2021</b> | <u><u>1</u></u>                  | <u><u>1</u></u>    |

The notes on pages 9 to 12 form part of these financial statements.

## **BREDS III UK SUPERVISORY LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021**

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

#### **1. Accounting policies**

##### **1.1 Basis of preparation of financial statements**

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

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

The following principal accounting policies have been applied consistently throughout the year and to the preceding year.

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

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

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

This information is included in the consolidated financial statements of Blackstone Inc. as at 31 December 2021 and these financial statements may be obtained from 345 Park Avenue, New York, NY 10154.

##### **1.3 Going concern**

The impact of the novel coronavirus ("COVID-19") pandemic has rapidly evolved around the globe, causing disruption in the U.S. and global economies. Although the global economy continued reopening in late 2021 and robust economic activity has supported a continued recovery, certain geographies, most notably China, have experienced setbacks. The estimates and assumptions underlying these financial statements are based on the information available as of 31 December 2021. The estimates and assumptions include judgments about financial market and economic conditions which have changed, and may continue to change, over time.

All expenses are borne by an affiliate of the Company, Blackstone Real Estate Special Situations Advisors LLC. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Accordingly, the going concern basis has been adopted in preparing the directors' report and financial statements.

##### **1.4 Debtors**

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

## **BREDS III UK SUPERVISORY LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021**

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

##### **1.5 Foreign currency translation**

###### **Functional and presentation currency**

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

###### **Transactions and balances**

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

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

##### **1.6 Taxation**

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

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

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

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

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

There were no critical accounting judgements, nor key sources of estimation uncertainty for the year ended 31 December 2021.

#### **3. Auditors' remuneration**

Fees payable to the Company's auditor for the audit of the Company's annual financial statements have been borne by an affiliate of the Company in the current and prior year. The audit fee for the year ended 31 December 2021 was \$4,601 (2020: \$4,365). The fee for other expenses in relation to taxation for the year ended 31 December 2021 was \$2,855 (2020: \$2,679).

## BREDS III UK SUPERVISORY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

#### 4. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2020 - \$NIL).

#### 5. Fixed asset investments

The Company holds 0.01% of BREDS III Supervisory UK LLP (the "Investment"). The registered business address of this entity is 40 Berkeley Square, London, W1J 5AL.

#### 6. Debtors

|                                    | 2021<br>\$ | 2020<br>\$ |
|------------------------------------|------------|------------|
| Amounts owed by group undertakings | 1          | 1          |
|                                    | <u>1</u>   | <u>1</u>   |

Amounts owed by group undertakings are non-interest bearing and payable on demand.

#### 7. Share capital

|   | 2021<br>\$ | 2020<br>\$ |
|---|------------|------------|
| <b>Allotted, called up and fully paid</b> |            |            |
| 1 (2020 - 1) Ordinary share of £1         | 1          | 1          |
|   | <u>1</u>   | <u>1</u>   |

#### 8. Controlling party

The Company's immediate parent undertaking is BREDS Associates III Loan NQ L.P., a Limited Partnership incorporated in Delaware, United States of America. The Company's ultimate parent undertaking and controlling party is Blackstone Inc., a corporation listed on the New York Stock Exchange.

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

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

**BREDS III UK SUPERVISORY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**9. Subsequent events**

Subsequent events have been evaluated through to 28 September 2022, the date that these financial statements were available to be issued. Other than what has been noted above, there were no events that require recognition or disclosure in the financial statements.