

Registration number: OC397118

# PRECO III GP LLP

Annual Report and Financial Statements

for the Year Ended 31 December 2018

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PRECO III GP LLP  
Annual Report and Financial Statements  
31 December 2018

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**Information**

**Designated Members** PGIM Financial Limited  
PGIM (Scots) Limited

**Registered office** Grand Buildings  
1-3 Strand  
Trafalgar Square  
London  
WC2N 5HR

**Independent Auditors** PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
7 More London Riverside  
London  
SE1 2RT

**Solicitors** CMS Cameron McKenna Nabarro Olswang LLP  
Cannon Place  
78 Cannon Street  
London  
EC4N 6AF

## Members' Report

The members present their report and the audited financial statements for the year ended 31 December 2018.

### Principal activities

The principal activity of the limited liability partnership is to make investments, together with other qualified institutional investors, in closed-end private investment vehicles, which hold equity and equity-related securities of real estate operating companies and real estate business ventures. On 15 December 2014, PRECO III GP LLP (the 'LLP') was incorporated. On 19 December 2014, the LLP was assigned 50% of the interests and entitlements in PRECO III (UK) L.P. and PRECO III (UK) No. 2 L.P. (collectively the 'Partnerships') held by Preco III GP Limited LLC (the 'Original GP'). On 12 June 2015, the LLP was assigned the remaining 50% of the interests and entitlements in the Partnerships held by the Original GP. Under the terms of the limited partnership agreement for the Partnerships, the LLP will act as General Partner to the Partnerships.

The activities and operation of the Partnerships are governed by the terms of the Limited Partnership Agreements. The LLP as General Partner is responsible for the management and operation of the Partnerships. The Partnerships, acting through the General Partner, may appoint a manager to operate the business and affairs of the Partnerships and their assets, under the supervision and authority of the General Partner. The LLP as General Partner has appointed PGIM Limited, which is authorised and regulated by the UK Financial Conduct Authority, to act as the Manager of the Partnerships under the terms of the management agreements.

### Designated members

The designated members during the year ended 31 December 2018 are as follows:

PGIM Financial Limited  
PGIM (Scots) Limited

### Members' drawings and the subscription and repayment of members' capital

The repayment of any member's capital contributions is at the discretion of the members. Members are entitled to an allocation of profits pro-rata to their capital contributions. The net losses of the Partnership, if any, incurred in each year shall be borne by the Partnership.

### Brexit impact

Following the UK's vote to withdraw from the European Union on 23 June 2016, the LLP participated in a working group to assess the impact of Brexit on the Members' business, and analyse the options available for continuing various regulated activities in the EU. The Members' Corporate Group has the benefit of being able to work with other regulated affiliated entities located within the EU and the working group concluded that the establishment of a further 2 EU regulated legal entities and an extension of the regulatory permissions of an existing EU affiliate were required to manage the potential impacts on the Members' business interest. By taking these steps, the Members believe that the LLP is well positioned to ensure as little disruption as possible to the existing business set-up and the ability to market products into EU jurisdictions and, directly or indirectly, provide investment management services to EU domiciled clients.

There is still a high degree of uncertainty regarding the final outcome of the political discussions between the UK and EU and, while the potential transition period running through to 1 January 2021 is welcomed, the Members' Corporate Group has continued to prepare for a "hard" Brexit and has contingency plans, as appropriate, for each business. At this stage, the Members have not identified nor do they anticipate a material impact on business.

## Members' Report (Continued)

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

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

Company law requires the members to prepare financial statements for each financial year. Under that law the members have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the members must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the limited liability partnership and of the profit or loss of the limited liability partnership for that period. In preparing the financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, 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 Partnership will continue in business.

The members are also responsible for safeguarding the assets of the limited liability partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The members are responsible for keeping adequate accounting records that are sufficient to show and explain the limited liability partnership's transactions and disclose with reasonable accuracy at any time the financial position of the limited liability partnership and enable them to ensure that the financial statements comply with the Companies Act 2006.

### Disclosure of information to auditors

As far as the members are aware, there is no relevant audit information of which the LLP's auditors are unaware. The members have taken all the steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the LLP's auditors are aware of that information.

On behalf of the members



H Day  
Director of PGIM (Scots) Limited  
6 June 2019

## ***Independent auditors' report to the members of PRECO III GP LLP***

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

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#### **Opinion**

In our opinion, PRECO III GP LLP's financial statements:

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2018 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2018; the Profit and Loss Account and the Statement of Changes in Members' Interests for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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#### **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 limited liability partnership 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.

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

ISAs (UK) require us to report to you when:

- the members' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the members have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the limited liability partnership's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

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. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the limited liability partnership's trade, customers, suppliers and the wider economy.

## **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 members 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 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.

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

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

As explained more fully in the Statement of members' responsibilities in respect of the financial statements set out on page 3, the members 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 members 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 members are responsible for assessing the limited liability 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 limited liability partnership 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.

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

### *Use of this report*

This report, including the opinion, has been prepared for and only for the members of the partnership as a body in accordance with the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 and for no other purpose. We do not, in giving this opinion, 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

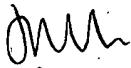
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### Companies Act 2006 exception reporting

Under the Companies Act 2006 as applicable to limited liability partnerships we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the limited liability partnership, 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 no exceptions to report arising from this responsibility.



Jennifer March (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
6 June 2019



**Profit and Loss Account**  
*for the year ended 31 December 2018*

	Note	2018 \$	2017 \$
Turnover	3	2,000	2,000
Administrative expenses		-	-
<b>Operating profit</b>	<b>4</b>	<b>2,000</b>	<b>2,000</b>
<b>Profit for the year before members' remuneration and profit shares</b>		<b>2,000</b>	<b>2,000</b>
Distribution to members		-	-
Members' remuneration charged as an expense		(2,000)	(2,000)
<b>Result for the year available for discretionary division among members</b>		<b>-</b>	<b>-</b>

The notes on pages 10 to 13 form an integral part of these financial statements.

**Balance Sheet**  
*as at 31 December 2018*

	Note	2018 \$	2017 \$
<b>Fixed assets</b>			
Investments		-	-
<b>Current assets</b>			
Debtors	6	<u>8,003</u>	<u>6,003</u>
<b>Net current assets</b>		<u>8,003</u>	<u>6,003</u>
<b>Net assets attributable to members</b>		<u>8,003</u>	<u>6,003</u>
<b>Represented by:</b>			
<b>Loans and other debts due to members within one year</b>			
Other amounts		<u>8,000</u>	<u>6,000</u>
<b>Members' other interests</b>			
Members' capital classified as equity		<u>3</u>	<u>3</u>
<b>Total members' interests</b>		<u>8,003</u>	<u>6,003</u>

The financial statements of PRECO III GP LLP (registered number OC397118) were approved by the Board and authorised for issue on 6 June 2019. They were signed on behalf of the limited liability partnership by:



M Fresson  
Director of Designated Member

**Statement of Changes in Members' Interests**  
*for the year ended 31 December 2018*

	<b>Equity</b>	<b>Loans and other debts due to members</b>	
	<b>Members'</b>	<b>Other</b>	<b>Total</b>
	<b>capital</b>	<b>amounts</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Members' interest at 1 January 2017	3	4,000	4,003
Members' remuneration charged as an expense	-	2,000	2,000
Members' interests after result for the year	3	6,000	6,003
At 31 December 2017	3	6,000	6,003
	<b>Members'</b>	<b>Other</b>	<b>Total</b>
	<b>capital</b>	<b>amounts</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Members' interest at 1 January 2018	3	6,000	6,003
Members' remuneration charged as an expense	-	2,000	2,000
Members' interests after result for the year	3	8,000	8,003
At 31 December 2018	3	8,000	8,003

## Notes to the Financial Statements

### 1 General Information

PRECO III GP LLP (the 'LLP') is a limited liability partnership and is incorporated and domiciled in the United Kingdom. The Registered office of the LLP is Grand Buildings, 1-3 Strand, Trafalgar Square, London WC2N 5HR.

The LLP acts as a General Partner to Pramerica Real Estate Capital I LP (the 'Partnership'), under a Limited Partnership Agreement, established and registered in England and Wales under the Limited Partnerships Act 1907, between the LLP and certain limited partners.

The financial statements are presented in USD (\$) which is also the LLP's functional currency.

The LLP is jointly owned by PGIM (Scots) Limited and its parent, PGIM Financial Limited. It is included in the consolidated results of both PGIM Financial Limited and its ultimate parent, Prudential Financial Inc., both of which are publicly available. PGIM Financial Limited's financial statements are available at Grand Buildings, 1-3 Strand, Trafalgar Square, London WC2N 5HR. Prudential Financial Inc.'s financial statements are available at 751 Broad Street, Newark, NJ 07102, USA.

### 2 Accounting policies

#### *Basis of preparation*

The LLP is preparing its financial statements in accordance with Financial Reporting Standard 102 - The Financial Reporting Standard applicable in the UK and Republic of Ireland ('FRS 102'). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006, as applied to limited liability partnerships and applicable accounting standards in the United Kingdom and the requirements of the Statement of Recommended Practice "Accounting by Limited Liability Partnerships" effective 1 January 2015.

Given the nature of the LLP's business no significant judgements or estimates are required. The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied, unless otherwise stated.

#### *Going Concern*

The designated parties of the LLP are comfortable that it has sufficient means to continue in business for the foreseeable future and at least the next twelve months, and consequently the financial statements have been prepared on a going concern basis.

## Notes to the Financial Statements (continued)

### 2 Accounting policies (continued)

#### *a) Exemptions for qualifying entities under FRS 102*

FRS 102 allows a qualifying entity certain disclosure exemptions. The LLP is a member of the PGIM Financial Limited and Prudential Financial Inc. Groups both of which prepare consolidated, publicly available financial statements. As a result, in accordance with Section 7 of FRS 102 and paragraph 3.17(d), the LLP is exempt from the requirement to prepare a cash flow statement under FRS 102 as the cash flows of the LLP are included in the consolidated cash flow statement of the parent company, PGIM Financial Limited.

#### *b) Turnover*

Turnover comprises priority profit shares earned in the LLP's role as General Partner and a portion of profits from several Partnerships. The turnover also comprises portion of profits from several Partnerships. These are recognised on an accruals basis.

#### *c) Fixed asset investments*

Investments are stated at cost less impairment.

#### *d) Foreign currency*

##### *Functional and presentation currency*

Items included in the financial statements of the LLP are measured using the currency of the primary economic environment in which the LLP operates (the 'functional currency'). The Company's functional currency is USD (\$).

##### *Foreign currency transactions*

Transactions in foreign currencies are translated at exchange rates at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies, outstanding at the balance sheet date, are translated at the exchange rates ruling at that date.

Foreign exchange differences arising on translation are recognised in the Profit and Loss Account specifically in the administrative expenses. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

#### *e) Taxation*

The taxation payable on profits is the personal liability of the members and accordingly the LLP has no tax expense.

## Notes to the Financial Statements (continued)

### 2 Accounting policies (continued)

#### *f) Members' remuneration and interests*

Members' rights to participate in the profits or losses, or assets of the LLP are analysed between those that give rise to, from the LLP's perspective, either a financial liability or equity, in accordance with Section 11 and 12 of FRS 102 - 'Basic Financial Instruments' and 'Other Financial Instruments Issues' and Section 22 of FRS 102. 'Liabilities and Equity'. Members' different participation rights are analysed separately into liability and equity elements. Where the LLP has a contractual obligation to deliver cash or another financial asset to the member in respect of such amounts, it is treated as a liability. Where the repayment of the members' capital is discretionary, it is treated as equity.

#### *Members' remuneration*

Non-discretionary amounts becoming due to members in respect of participation rights in the profits of the LLP for an accounting period that give rise to liabilities are presented as an expense within the Profit and Loss Account (within the heading Members' remuneration charged as an expense).

#### *g) Related parties*

The LLP discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

#### *h) Employee information*

There were no employees in the current year (2017: nil).

#### *i) Debtors*

A regular review is performed of all the LLP's receivables. If there is significant uncertainty regarding the recoverability of any of its debtors, a provision is recognised. If there is strong evidence indicating the amounts recognised in the Balance Sheet will not be recovered, they will be written off. Debtors are recognised initially at fair value and subsequently measured at amortised cost less provision for impairments.

#### *j) Creditors*

Creditors are recognised initially at fair value and subsequently measured at amortised cost.

### 3 Turnover

Turnover relates to priority profit shares from the Partnership and is wholly generated in the UK.

## Notes to the Financial Statements (continued)

### 4 Operating profit

The auditors' remuneration in respect of audit services provided to the LLP amounts to \$5,757 (2017: \$5,373) and is borne by the member, PGIM Financial Limited.

### 5 Distribution to members

Per the partnership agreement all profits and losses are distributed in full to the designated members in accordance with their interest in the partnership, after taking account of any expenses incurred by the partnership.

### 6 Debtors

	2018 \$	2017 \$
Amounts owed by the Partnership	8,000	6,000
Amounts owed by the Members	3	3
	<u>8,003</u>	<u>6,003</u>

Amounts included within amounts owed by the Members and the Partnership are interest free, unsecured and repayable on demand. The LLP has not suffered any losses as a result of trade debtor or counterparty defaults during the year and as a result management does not believe that any provision is required for bad and doubtful debts.

### 7 Related party transactions

The LLP acted as a General Partner to the Partnership. Related parties comprise the Partnership.

	2018 \$	2017 \$
Revenue charged to Affiliates of the LLP	2,000	2,000
Administrative expenses incurred from Affiliates of the LLP	-	-
Receivables outstanding	8,000	6,000
Payables outstanding	-	-