

Item 1 – Cover Page

PGIM Real Estate Luxembourg S.A.
2, boulevard de la Foire, L-1528 Luxembourg
Grand-Duchy of Luxembourg
+352 27 62 34 10
28 March 2019

This brochure dated 28 March 2019 is prepared by PGIM Real Estate Luxembourg S.A., a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

This brochure contains information about the qualifications and business practices of PGIM Real Estate Luxembourg S.A. If you have any questions about the contents of this brochure, please contact us at +352 27 62 34 10 or enrico.baldan@pgim.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about PGIM Real Estate Luxembourg S.A. is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This section identifies material changes that were made to this Brochure since its last update. PGIM Real Estate Luxembourg S.A. will deliver, within 120 days of the close of its financial year, either its current brochure, together with a summary of material changes since the brochure's last annual update, or a separate summary of those material changes. If a separate summary of material changes is delivered, PGIM Real Estate Luxembourg S.A. will offer to provide its current brochure without charge, and will instruct its clients as to how to obtain it.

Material Changes to the Brochure Dated 30 March 2018

This brochure, dated 28 March 2019, replaces our prior brochure dated 30 March 2018.

Although we have made other changes and updates to our previous brochure, we do not consider any of such changes to be material.

Item 3 – Table of Contents

Contents

Item 1 – Cover Page	i
Item 2 – Material Changes	ii
Item 3 – Table of Contents	iii
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side-By-Side Management	8
Item 7 – Types of Clients	10
Item 8 – Methods of Analysis, Investment Strategies and Risks of Investing/Loss	10
Item 9 – Disciplinary Information	21
Item 10 – Other Financial Industry Activities and Affiliations	21
Item 11 – Code of Ethics	23
Item 12 – Brokerage Practices	32
Item 13 – Review of Accounts	32
Item 14 – Client Referrals and Other Compensation	34
Item 15 – Custody	34
Item 16 – Investment Discretion	35
Item 17 – Voting Client Securities	35
Item 18 – Financial Information	38

Item 4 – Advisory Business

Our Firm

PGIM Real Estate Luxembourg S.A. (“PGIM Real Estate Luxembourg”) was founded in 1988 and is organised as a company incorporated in Luxembourg (registered number B28214). It is a directly owned subsidiary of PGIM Real Estate Germany AG (99.98%) and PGIM Financial Limited (0.02%) and an indirect, wholly-owned subsidiary of PGIM, Inc. (“PGIM”), an SEC-registered investment adviser organised as a New Jersey corporation. PGIM, Inc. is in turn an indirect, wholly-owned subsidiary of Prudential Financial, Inc. (“PFI”) a publicly held company (NYSE Ticker: PRU). PFI of the United States is not affiliated in any manner with Prudential plc, a company incorporated in the United Kingdom.

PGIM Real Estate Luxembourg is authorised and regulated by the Luxembourg Commission de Surveillance du Secteur Financier (“CSSF”) as an Alternative Investment Fund Manager for the purposes of the European Alternative Investment Fund Managers Directive (“AIFMD”). It acts a management company for Alternative Investment Funds (“AIFs”) that are managed out of Luxembourg as part of the European business of PGIM Real Estate as defined below. This brochure relates solely to PGIM Real Estate Luxembourg S.A. as defined above and references to “we,” “us” and “our” in this brochure are to PGIM Real Estate Luxembourg S.A.. In addition, any references to “our employees” or “our officers” are to officers or employees of PGIM and its affiliates who work in the PGIM Real Estate Luxembourg business.

PGIM Luxembourg’s business forms part of, and is integrated with PGIM Real Estate of the United States (our “Parent Business”), the real estate investment advisory unit of PGIM, Inc. Accordingly, a certain number of governance, authorisation and review activities relating to PGIM Real Estate Luxembourg are conducted as part of the overall global organisation processes and procedures of our Parent Business and PGIM.

PGIM Real Estate Luxembourg

PGIM Real Estate Luxembourg operates as a European manager of alternative investment funds (“Funds”) based in the Grand-Duchy of Luxembourg. PGIM Real Estate Luxembourg’s business is focused on the management of AIFs and the provision of non- services to AIFs, in particular portfolio management and risk management, and the entities through which AIFs invest. The AIFs that it manages and provide non-core services to deploy investment strategies that allow the AIFs to receive real estate driven returns, including by investing (directly or indirectly through special purpose vehicles) in *inter alia* (a) direct real estate,

(b) real estate debt, and (c) joint ventures with local operating partners that in turn invest in direct real estate and/or real estate debt. The underlying investors are a range of (primarily) institutional investors and PGIM Real Estate Luxembourg acts as investment manager to the Funds. As at 31 December 2018 PGIM Real Estate Luxembourg S.A. managed approximately \$4.81 billion in gross real estate assets (approximately \$2.36 billion net)¹ on behalf of 12 clients. Of this amount, PGIM Real Estate Luxembourg considers \$4 billion to be managed on a discretionary basis and \$0.81 billion to be managed on a non-discretionary basis.

Item 5 – Fees and Compensation

Advisory Fees

The fees and other compensation paid or borne by our clients in respect of the advisory and management services we provide vary according to a number of factors, including the type of client and our relationship with them, the type of investment strategy and the type of services. For example, the fees and other compensation that we receive in respect of services provided to commingled funds, including those that we sub-advise, may differ from the fees that we receive for providing services to a single client. Fees and other compensation are generally negotiable, so it is possible for one Fund and / or its underlying investors to pay a different amount of fees and/ or other compensation than another client with similar investment objectives or goals, though clients invested in the same alternative investment fund typically pay fees based on the same rate schedule.

Compensation structures may include base management fees, acquisition fees, disposition fees and cash management fees. They may also include incentive or performance based compensation (also referred to as promote and carried interest) which can take the form of fees, dividends, or other forms of distributions or interest payments.

Our base management fees for investments in Funds that we manage are customarily offered in tiered schedules with breakpoints linked to the amount of assets in the Fund, so that the fee rates paid by a client decrease as the client's assets under management increase. In circumstances where a single client or investor has multiple Funds managed by us we may, agree with such investor (or, where relevant, a consultant to multiple investors to aggregate the client's investments within those Funds to enable the investor or the consultant's investors to benefit from a lower fee tier.

¹ The AUM figures stated here are not calculated on the same basis as the Regulatory AUM figures stated in PGIM Real Estate Luxembourg's Form ADV 1A and do not include uncalled client commitments

Our performance-based compensation arrangements are structured to comply with Rule 205-3 under the Investment Advisers Act of 1940 and our internal policies. Fees and other compensation paid by a client that pays performance-based compensation may be higher than those paid by clients who do not, due to the fact that performance-based compensation may increase based on the performance of a Fund above an established benchmark.

Payment of Fees and Other Compensation

Depending on the client's preference or the structure of the compensation in the relevant Fund, we either bill a client for our fees or deduct fees from the client's account. Base management fees are typically payable quarterly in arrears. Performance-based fees and compensation are only paid after the applicable performance has been achieved and the related fee or other compensation is due.

PGIM Real Estate Luxembourg does not require or solicit the payment of fees in advance.

Compensation of Our Investment Professionals

Generally speaking, except for carried interest payments the compensation of our investment professionals (including, among others, portfolio managers and research analysts) includes a combination of base salary, a discretionary performance-based annual cash incentive bonus, and a long-term incentive grant.

The base salary component is based on market data relative to comparable positions within the location and industry as well as the past performance, experience, and responsibility of the individual, and the annual cash bonus is discretionary and paid from an annual incentive pool. Each investment professional's incentive compensation, including both the annual cash incentive bonus and any long-term incentive grant, is primarily determined by how significantly the individual has contributed to delivering investment performance to clients consistent with relevant objectives, guidelines, and risk parameters, as well as the individual's qualitative contributions to the organisation. Incentive compensation is designed to align the interests of each investment professional with those of clients. The performance of Funds, of our overall business, and of the individual employee are all important factors in determining the size of the annual cash incentive bonus and any long-term incentive grant awarded to each individual. Total compensation is designed to be competitive with the market, but an individual's actual compensation may vary. Investment professionals are all covered by the same general compensation structure, although they may manage multiple accounts. Generally, all investment compensation is paid by PGIM Real Estate Luxembourg and not from any assets

of managed Funds. As an exception to that general rule, a portion of the performance-based fees and other compensation that we earn is typically shared with relevant investment professionals and members of senior management and any such amounts will be paid to the individuals concerned directly or indirectly by the relevant client.

The Head of PGIM Real Estate also receives (i) performance shares which represent the right to receive shares of PFI common stock conditioned upon, and subject to, the achievement of specified financial performance goals by PFI, and (ii) book value units which track the book value per share of PFI, and (iii) PFI stock options. Each of the long-term incentive plan grants, performance shares, book value units and stock options is subject to vesting requirements.

Certain employees may engage in marketing efforts in such capacity and may receive compensation for such efforts in the form of bonuses and long-term compensation that may, where permitted by law, be based directly or indirectly on the additional client capital raised as a result of their efforts.

Operating Expenses

The Funds that we manage or advise, and therefore the investors in those Funds, may also be generally responsible for operating expenses which are outlined in each fund's private placement memorandum or other offering documents and might include some of the following: (i) fees, costs and expenses relating to the operation of the Fund or product, including those of accountants, auditors, appraisal management firm, lawyers, and other third party service providers engaged to provide services to or in respect of the Fund or product; (ii) fee, costs and expenses relating to the acquisition, ownership and disposition of investments, including fees, costs and expenses related to holding, leasing, financing, refinancing, development, due diligence, property management, repairs, improvements, asset monitoring, insurance, consulting, engineering, environmental inspection, indemnification, evaluation, negotiation, structuring, appraising, dead deal costs, structural and environmental studies, investment banking, reporting, projections, valuation, tax and accounting expenses and other similar fees, costs and expenses of the general partner, Fund manager or third parties engaged to perform such functions; (iii) brokerage commissions, transfer agent expenses, custodial expenses and other fees, costs and expenses incurred in connection with investments; (iv) principal, interest on and fees and expenses arising out of all borrowings made by the Fund or product; (v) fees, costs and expenses related to offering and sale of units or other interests in the Fund (including legal fees, travel expenses and the costs and expenses incurred in preparing and periodically updating a PPM or equivalent document and/ or in obtaining tax and legal opinions); and (vi) all fees, cost, and expenses incurred in the formation and maintenance of the Fund and

of related entities including travel, accommodation and other out of pocket expenses, legal and accounting expenses, filing fees and expenses, printing costs, and other similar amounts. Such fees, costs and expenses may include amounts incurred by us and which are then reimbursed to us by the relevant Fund.

In addition, certain Fund agreements may provide for reimbursement of PGIM Real Estate's out-of-pocket expenses in connection with the formation and / or investment activities of the relevant Funds, including, but not limited to, investment advisory services or reporting performed by third-party vendors at our direction and under our supervision

Operating and Joint Venture Partners Expenses

Operating and/or joint venture partners investing in assets in conjunction with a Fund, or assisting with the sourcing, management and / or disposition of investment for a Fund, may receive management fees, acquisition fees, disposition fees and/or incentive fees or other compensation for their services as a means to further align the interests of those partners with the relevant Fund. Such fees are typically paid as operating expense by the relevant Fund.

Item 6 – Performance-Based Fees and Side-By-Side Management

As noted above in Item 5 above, for certain of the Funds we manage and clients that we advise, we are entitled to earn performance-based fees and compensation. We believe that any conflict of interest created by performance-based fees and compensation is addressed by our policies and procedures, including those relating to the allocation process of private real estate investment opportunities and of aggregated orders of publicly traded real estate securities, which are designed to ensure a fair and equitable allocation of the relevant Funds managed or advised by us.

Allocation Process for Private Real Estate Investment

A detailed deal brief is prepared for each identified investment opportunity sourced by us and is distributed to the portfolio managers for all Funds and other clients for whom the investment opportunity would be suitable. Separate queues of such clients are maintained by geographical region (and in respect of the United States for core and non-core deals) and, subject to any priority allocation rights that may exist, each investment opportunity is offered to the Funds and other clients in the relevant queue in the order in which they sit in that queue at the relevant time. Once a deal is taken up on behalf of a client by the portfolio manager for that Fund or client, the Fund or client is moved to the bottom of the relevant queue. New Funds or other clients are initially placed in the last position of the allocation

queue for which its portfolio manager determines it has investment appetite. If a transaction allocated to a Fund or client fails to close for any reason, the Fund or client will still be deemed to have received an allocation for the purposes of adjusting its position in the relevant queue. Portfolio managers represent their Fund or clients' interests and only deals selected by a portfolio manager are allocated to the relevant Fund or client.

Real estate debt investments, defined as an investment for which ultimate returns are expected to be derived principally from payment of interest and dividends and the return of investment capital at maturity, are allocated exclusively to our debt-only strategy funds. If the deal is sourced by PGIM Real Estate for the debt-only strategy funds and the portfolio manager passes on the opportunity, the transaction will be available to other PGIM Real Estate accounts and placed in the queue as described above. If the passed deal is sourced by our affiliate, PGIM Real Estate Finance, the deal will be reverted to their investment queue for allocation.

Priority Allocation Rights

As noted above, we may agree to allocate certain types of investments sourced by us in priority to a particular Fund or client, in which case relevant investments would only be offered to other Fund or clients in the relevant queue once the portfolio manager for the client with the priority allocation right had turned down the relevant investment opportunity. Such priority allocation rights are typically only agreed in relation to more specialised investment types and/or where we are satisfied that the granting of such rights will not adversely impact our ability to identify and allocate relevant investments to other Fund or clients for whom such investments would be suitable. In addition, we disclose in advance any such priority allocation rights to new Funds or clients from whom we subsequently secure mandates in respect of the relevant type of investment.

Overlapping Equity and Debt Investment Opportunities

If a private real estate investment opportunity is identified which involves both an equity investment and a debt investment that, in each case, would be suitable for one or more portfolios that we manage, the conflict of interest would be escalated to determine whether we will pursue the equity investment opportunity and/or the debt investment opportunity. Where we did decide to pursue both investment opportunities on behalf of separate clients, we would establish separate teams to work on each of the equity and debt investment opportunities and would establish an information barrier between the two teams.

Item 7 – Types of Clients

Our underlying client and investor base is composed of many different types of institutions and accredited investors, including but not limited to global pension plans, private pension plans, national pension funds, sovereign wealth funds, family offices, charitable institutions, banks, foundations, endowments, registered mutual funds, private investment funds, insurance company general and separate accounts, trust programs, foreign funds such as Societes d'Investissement a Capital Variable ("SICAVs"), and High Net Worth investors. We provide our services to both affiliated and non-affiliated clients. Our minimum account size varies by product. Generally, single client accounts have higher minimum amounts than investments in commingled vehicles.

Item 8 – Methods of Analysis, Investment Strategies and Risks of Investing/Loss

PGIM Real Estate's product and service line is diverse, includes investment opportunities in private and public real estate and in private real estate debt, and employs a variety of financial structures. Outlined below are our Methods of Analysis, Investment Strategies and Risks of Investing and Loss.

A. Methods of Analysis

In order to identify potential acquisitions for our private real estate portfolios, portfolio managers communicate the investment needs of each portfolio to the transactions team on a regular basis. This includes detailing preferences for property type, location, risk/reward expectations, deal size and structure. The transactions team then compare these needs with available investment opportunities and allocate their time and resources to potential transactions that will satisfy the portfolios' investment appetites.

PGIM Real Estate's transactions team is responsible for building a pipeline of investment opportunities for presentation to the portfolio managers, utilizing a regionalised network of transaction team to provide broad, geographic coverage. Additionally, the transactions team's long-standing relationships with owners and developers gives us access to a variety of deals which are not widely marketed.

PGIM Real Estate has a global investment committee that reviews private real estate investments that satisfy certain materiality and other criteria, four regional investment committees that review investments in the United States, Europe, Asia, and Latin America, respectively, an investment committee that reviews private debt investments in the United

States and an investment committee that reviews investments by our PRREF funds. In relation to PGIM Real Estate Luxembourg those investment committees prepare a recommendation which is then reviewed and approved by an investment committee of PGIM Real Estate Luxembourg.

While none of our investment committees are responsible for the day-to-day decisions with respect to specific investments made by or on behalf of the accounts that we manage, the acquisition or disposition of a private real estate investment by an account is reviewed and approved by the appropriate investment committee, or a subcommittee thereof, or by the portfolio manager of the affected account under delegated authority. For those accounts that are non-discretionary, review by the investment committee, subcommittee or portfolio occurs prior to seeking consent from the relevant client. The suitability of an acquisition for, or appropriateness of, a sale by an account is confirmed as part of the approval process, taking into account the investment guidelines, restrictions and other requirements of the particular account. Investment guidelines are reviewed and approved for each account at the time of formation by the applicable risk and product approval committees.

Our investment process in respect of publicly traded real estate securities employs a top-down, bottom-up value-oriented approach based upon real estate fundamentals. We emphasize both quantitative and qualitative investment analysis and adhere to a disciplined, research-intensive approach. We focus on valuation relative to the company's underlying real estate assets (NAV) as well as the company's on-going concern valuation. Through detailed company research that includes regular management visits, property tours and financial analysis, we analyze the quality and sustainability of real estate asset cash flows and growth of company dividends. We also evaluate the company's strategy and its management's track record and incentives.

B. Investment Strategies

PGIM Real Estate offers its global client base a broad range of real estate equity, debt and securities investment strategies that span the capital stack and risk spectrum from Core through Core Plus and Value-Added to Opportunistic.

We have set forth below some of what we believe are the key characteristics of investments within each of those categories.

More detailed summaries of the investment strategies of specific Funds and products are described in the private placement memorandum or other offering documents for those Funds or products.

Core

“Core” investment strategies target the major property types (office, logistics, storage, and multi-family) to provide investors with stabilized income from credit quality tenants on longer term leases.

Core real estate strategies focus on ensuring the sustainable income from properties over time and include assets undergoing minor renovation or expansion where there is a relatively low impact on the property’s occupancy or operation.

Core real estate debt strategies also fund real estate strategies that offer stabilized income providing senior mortgages based on the conservative credit profiles in terms of loan-to-value, debt service coverage, sponsor quality and strength.

Core Plus

“Core Plus” investment strategies target higher income-focused returns for investors. Core Plus real estate strategies identify opportunities to increase net operating income over time and will likely include elements of light income transition. For instance, upcoming lease expiries provide an opportunity to increase rents.

Core Plus real estate debt strategies provide enhanced income from funding stabilized and light transitional real estate and typically feature an elevated credit profile as compared to Core real estate debt investments and/or some element of subordination, for instance when providing junior loans.

Value-Added

Value Add investment strategies target higher total returns, typically with a greater element of capital growth.

Value Add real estate investments seek to meet under-served market needs through asset transition strategies such as lease-up, renovation or development. Strategies may target emerging property types or markets where significant new demand is anticipated and employ the highest leverage to enhance investor returns.

Value Add real estate debt strategies fund similar real estate strategies while offering downside collateral protection with preferred returns that are structured in priority to sponsor equity. Typical investment structures include mezzanine, junior debt or preferred capital investments that may include some element of upside participation through loan fees or equity co-investment.

Opportunistic

Opportunistic investment strategies target capital growth and move even further up the risk spectrum with the anticipation of even greater returns.

Opportunistic strategies typically target specific market niches and may focus on recovering, developing or emerging markets and include investments in speculative developments, private real estate companies or other investment opportunities such as non-performing loan portfolios. Significant leverage may also be employed for such strategies to enhance returns.

C. Risk of Investing and Loss

Set forth below are some of the primary risks that we believe are representative of those involved in commercial real estate equity, debt and securities and/or engaging PGIM Real Estate to manage or advise on those investments. A more detailed discussion of the specific risks associated with the investments of a particular product offered by us may be found in the offering documents for such product, which is available upon request.

Risk of Loss

Any investor contemplating direct or indirect investment in real estate, real estate debt or real estate securities must recognise that such investments are not guaranteed and involve potentially significant risk of loss, which the investor must be prepared to bear. An investor in a particular investment or portfolio of investments may not achieve their stated investment objectives or receive any return on its investment.

Performance may be volatile and investors may lose their entire investment. Past performance and activities provide no assurance of future results. In addition, management fees and expenses may reduce investment returns.

General Market Risk and Risks Related to General Economic Conditions

The financial performance of an investment may be adversely affected by general national and international economic conditions and factors, by conditions within one or more real estate markets and/or by other factors such as natural disasters, terrorism, acts of war, and uninsurable losses. Interconnectivity of global markets and economies increases the likelihood that events in one market or economy may adversely impact other markets and/or economies.

Risks Related to Reliance on Operating Partners and other Third Parties

Investments may be made through joint venture or other co-investment arrangements, the results of which may be highly dependent on the credit, acumen and behavior of the relevant partners and/or of other entities and individuals that they may retain, such as property managers, construction managers and/or developers. If the applicable venture or management arrangements are terminated for any reason, or if key personnel leave or otherwise become unavailable, it may be difficult to find a suitable replacement.

Risks Related to Reliance on PGIM Real Estate Professionals

In addition, the success of investments will depend, in substantial part, upon the skill and expertise of certain PGIM Real Estate professionals. The death, disability or departure of any key PGIM Real Estate Luxembourg professional may adversely affect the performance of investments that we manage or where we provide investment advice. In addition, certain associates may have greater demands on their time, especially at senior levels, and therefore may not be able to spend as much time focusing on the specific portfolios that they are responsible for.

Risks Related to Competitive Markets

Competition for real estate investment opportunities can be high, and such competition may limit the ability to acquire desirable target assets, affect the underwriting or pricing of assets and/or adversely impact investment returns.

Risks Related to Real Estate Investments Generally

The value of real estate is typically dependent upon the ability of the applicable property to produce cash flow (or at least its potential to generate cash flow). However, a property's net operating income and cash flow can be volatile. The net operating income, cash flow and value of the properties may be adversely affected by any number of factors, including, without limitation:

- the age, design, and construction quality of the property;
- perceptions regarding the safety, convenience and attractiveness of the property;
- the proximity and attractiveness of competing properties;
- the adequacy and effectiveness of the property's operations, management and maintenance;

- increases in operating expenses (including but not limited to insurance premiums) at the property and in relation to competing properties;
- an increase in the capital expenditures needed to maintain the property or make improvements;
- costs associated with environmental liabilities or other legal liabilities;
- the dependence upon a single tenant, or a concentration of tenants in a particular business or industry;
- a decline in the financial condition of a major tenant;
- an increase in vacancy rates;
- a decline in rental rates as leases are renewed or entered into with new tenants; and
- development and/or construction risk such as, entitlements or other permissions to build might not be obtained, and/or the development or construction not being completed on time, within budget, or in accordance with plans and specifications.

Other more general factors that can adversely impact the value of a real estate investment include:

- national, regional or local economic conditions;
- local real estate conditions (such as an oversupply of competing properties, rental space or multifamily housing);
- demographic factors;
- decreases in consumer confidence;
- changes in prices for key commodities or products;
- changes in consumer tastes and preferences, including the effects of adverse publicity;
- retroactive changes in building codes, or other changes in governmental regulations, fiscal policy, zoning or tax laws;
- political risks impacting the economy by governmental acts and legislation and changes in the political climate towards investments in real estate;

- force majeure acts, terrorist events, natural disasters, climate change and other factors which are beyond the reasonable control; and
- cyber attacks including, for example, malware, ransomware or stealing of sensitive data.

The volatility of net operating income will be influenced by many of the foregoing factors, as well as by:

- the length of tenant leases;
- the creditworthiness of tenants;
- the level of tenant defaults;
- rent control laws, affordable housing mandates or other laws impacting rents and operating costs;
- the number and diversification of tenants;
- the availability of trained labor necessary for tenant operations;
- the availability of financing;
- changes in interest rate levels;
- the rate at which new rentals occur;
- the property's operating leverage;
- the ratio of fixed operating expenses to those that vary with revenues; and
- the level of capital expenditures required to maintain the property and to retain or replace tenants.

A decline in the real estate market or in the financial condition of a major tenant will tend to have a more immediate effect on the net operating income of properties with short-term revenue sources (such as hotels or other properties with short-term or month-to-month leases) and may lead to higher rates of delinquency or defaults under bank loans secured by such properties.

Newly constructed and/or recently opened properties have a limited operating history. There can be no assurance that properties, whether newly constructed and/or recently opened or otherwise, will perform as anticipated.

Risks related to Portfolio Concentrations

A real estate investment portfolio that is concentrated in a particular country, region, market, industry sector or asset class could be more susceptible to loss due to adverse occurrences the relevant country, region, market, sector or asset class than a more diversified real estate investment portfolio.

Operational Risk

Portfolios can suffer a loss arising from shortcomings or failures in internal processes, people or systems or from external events. Operational risk can arise from factors such as routine processing errors to potentially more costly incidents related to, for example minor systems failures.

Valuation Risk

Valuation of real estate and real estate debt is subject to numerous assumptions and is not a precise measure of realizable value. The value of a portfolio as of a particular date may be materially greater than or less than the value that would be determined if a portfolio's investments were to be liquidated as of such date. Volatile market conditions or illiquidity of real estate investments could result in liquidation values that are materially less than the values of such assets as reflected in a portfolio.

Risks related to Debt Investments

Risk related to borrower default: Debt investments are typically secured by or supported by the cash flows from real estate assets. As there is generally very limited recourse against the borrower's or sponsor's assets other than the underlying collateral, the ability of a borrower to repay a loan typically is dependent primarily upon the successful operation of the related income-producing property, rather than upon the existence of independent income or assets of the borrower. If the net operating income of the related property is reduced, the borrower's ability to repay the loan may be impaired.

Risk of Decline in Value of Collateral: In addition, there is a risk of loss of principal to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the mortgage or other loan. Some mezzanine loans may restrict transfers of the equity interests securing such loans, or such transfer or foreclosure may require the consent of a senior lender or equity holders in the related real estate company. These remedial limitations may adversely affect the likelihood of repayment of the mezzanine loan in the event of a default.

In the event of the bankruptcy of a mortgagor or other borrower, the loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy (as determined by the bankruptcy court), and the lien securing the loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law.

Risks related to Real Estate Equity Securities

Investments in publicly traded real estate equity securities may be more volatile than other forms of real estate investment. Prices of equity securities may increase or decrease because of changes in the markets more broadly or specifically because of changes in a company's financial condition, sometimes unpredictably. The value of real estate equity securities often are subject to the same risks as direct investments in real estate and their value may be influenced by factors including the value of the underlying properties or underlying loans. The value of real estate equity securities may rise or fall in response to many factors including economic conditions, demand for rental property, interest rates and creditworthiness of the issuer. The values of equity securities may decline when interest rates rise or could also be affected by the underlying properties. Real estate equity securities may be more illiquid than other equity securities.

Risks Related to Third Party Fee Rates

PGIM Real Estate retains third party service providers to provide various services for our business as well as for Funds that we manage or subadvise. A service provider, or its affiliate, may provide services to one or more of our clients while also providing services to PGIM Real Estate itself, other Funds managed by PGIM Real Estate, other PGIM businesses, other PGIM-advised Funds or affiliates of PGIM, and may negotiate rates in the context of the overall relationship or may charge different rates or have different arrangements for specific types of services. PGIM Real Estate may benefit to a greater degree from such service provider agreements than our Funds with respect to certain types of services that are offered to the Funds. There is no assurance that we will be able to obtain or apply in all instances advantageous fee rates from a given service provider negotiated with respect to services provided to us or other Funds it manages; or negotiated by other PGIM businesses, other PGIM-advised Funds or affiliates of PGIM based on their relationship with the service provider, or that we will be aware of certain negotiated fee rates.

Risks Related to Use of Leverage

We may incur leverage at a Fund or portfolio level, subject to specified constraints, and certain Funds may also leverage individual assets. Incurring substantial debt could subject

investments to a number of risks that could materially and adversely affect investors, including the risks that:

- fund or property cash flow may be insufficient to make required payments of principal of and interest on the debt;
- the borrowing entity may be unable to comply with all of the material covenants imposed by the lender;
- such debt may increase the relevant portfolio's or investment's vulnerability to adverse economic and industry conditions;
- a substantial portion of Fund or property's cash flow to payments on debt, thereby reducing funds available for property operations, investor distributions or other purposes; and
- the borrower may be unable to refinance debt that matures on favorable terms, or at all.

Defaults under such financing could lead to (i) acceleration of such debt (and under any other debt facility containing a related cross-default or cross-acceleration provision), (ii) an inability to borrow unused amounts under other financing arrangements, (iii) the loss of some or all of a client's investments to foreclosure or sale, (iv) one or more lenders being unwilling or unable to provide us with financing increasing the costs of that financing.

In addition, if regulatory capital requirements imposed on bank lenders change, they may be required to limit, or increase the cost of, financing they provide. In general, this could potentially increase financing costs, reduce available capital thereby affecting our decision to buy, hold or sell a specific investment.

To the extent that floating rate financing is employed, changes in interest rates, particularly short-term interest rates, may immediately and significantly decrease results of property operations and cash flows and the market value of relevant investments.

Bank credit facilities may be used to finance certain client assets, on a portfolio by portfolio basis. These financing arrangements may involve the risk that the market value of the properties may decline in value, or other loan covenants may be breached, in which case the lender may require the borrower to provide additional collateral or to repay all or a portion of the funds advanced. The borrower may not have the funds available to repay or pay down the debt at that time, which could lead to a default.

Risks Related to Foreign Investments

With any investment in a foreign country there exist certain economic, political and social risks that might not be found in a similar domestic investment. Investments are generally denominated in the currency of the jurisdiction where the investments are located and thus are subject to fluctuation in currency exchange which can affect the value of the assets. In addition, laws, regulations and conditions in foreign countries may impose restrictions or risks that would not exist domestically and may require financing and restructuring alternatives which differ from those customarily used domestically. Foreign countries may also impose taxes on the Funds and their investors which differ from those imposed domestically.

Risks Related to Financial Regulatory Reform

Laws and regulations affecting our business change from time to time. We cannot predict the effects, if any, of future legal and regulatory change, both in Luxembourg and in other jurisdictions, on our business or the services we provide.

Risks Related to Technology and Cybersecurity

We must rely in part on digital and network technologies to conduct our business and to maintain substantial computerised data relating to client account activities. These technologies include those owned or managed by ourselves as well as those owned or managed by others, such as custodians, financial intermediaries, transfer agents, and other parties to which we or they outsource the provision of services or business operations.

Like all businesses that use computerised data, we and our affiliates and the systems we use could be subject to a variety of possible cybersecurity incidents or similar events that could potentially result in the inadvertent disclosure of data to unintended parties, or the intentional misappropriation or destruction of data by malicious hackers mounting an attack on computer systems. We and our affiliates have implemented and maintain an information technology security policy and program that includes certain technical and physical safeguards intended to protect the integrity, availability and confidentiality of the data we have and the systems that store it, and take other reasonable precautions to limit the potential for cybersecurity incidents, and to protect data from inadvertent disclosure or wrongful misappropriation or destruction.

Nevertheless, despite reasonable precautions, cybersecurity incidents could occur, and might in some circumstances result in unauthorised access to sensitive information about us or our clients. In addition such incidents might cause damage to client accounts, data or systems or affect client services.

Furthermore, these systems may fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond our or others' control. Technology failure, whether deliberate or not, including those arising from use of third-party service providers or client usage of systems to access accounts, could have a material adverse effect on our business or our clients and could result in, among other things, financial loss, reputational damage, regulatory penalties or the inability to transact business.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that would be material to an evaluation of us or the integrity of our management.

Item 10 – Other Financial Industry Activities and Affiliations

As an indirect wholly owned subsidiary of PFI, we are part of a diversified, global financial services organisation. We are affiliated with many types of financial service providers, including broker-dealers, insurance companies and other investment advisers. Some of our officers and employees are officers of some of these affiliates.

Our Broker-Dealer Affiliations

Certain of our management persons and other employees are registered with the Financial Industry Regulatory Association ("FINRA") as representatives and principals of Prudential Investment Management Services, LLC ("PIMS"), our affiliate and a SEC-registered broker-dealer. These employees may engage in marketing efforts in such capacities related to the commingled vehicles that we offer and may receive transaction-based compensation for such efforts or where permitted by law, compensation, in the form of bonuses and long-term compensation that may, where permitted by law, be based directly or indirectly on the additional revenues generated from new or existing relationships.

PIMS provides broker-dealer services for PGIM Real Estate and marketing support for certain PGIM Real Estate products. We do not use PIMS as a broker for securities trading activity on behalf of our client accounts.

Our Investment Advisor Affiliations

We serve as subadvisor to mutual funds managed or co-managed by our affiliate Prudential Investments LLC. Other affiliated investment advisors that we may, from time to time, provide investment advisory and ancillary services to or receive services from include Quantitative Management Associates, PGIM Limited and PGIM Fund Management Limited.

We also have service agreements with some of these affiliates under which we may perform or receive services.

Our Insurance Company Affiliations

As further described in Item 4, we provide investment advisory services to PICA and PRIAC, our affiliated insurance companies, in connection with the investment of their general and separate accounts. Certain of these separate accounts are investment options under the Prudential Employee Savings Plan. In addition, we provide management services with respect to assets of certain benefit and welfare plans sponsored by PICA.

To address the potential conflict of interest as to the allocation of investment opportunities between our affiliated entities and our other clients, we have adopted several procedures, including those described in more detail in Item 6, that are intended to ensure that all client accounts are treated fairly and equitably.

Our Participating Affiliates Relationships

We have arrangements whereby certain affiliated entities, which are not registered investment advisers (“Participating Affiliates”) and their personnel provide services to us in connection with our management and marketing of certain funds and client investments. We currently have arrangements involving the following Participating Affiliates:

- PGIM (Singapore) Pte, Ltd ; and
- PGIM Australia Pty, Ltd.

Potential Conflicts Relating to Our Relationships with Affiliates

From time to time, various potential and actual conflicts of interest arise from the overall investment activities of PGIM Real Estate, including the activities between us and our affiliates. While we have adopted and follow numerous standards, policies and procedures designed to ensure that clients are not harmed by potential or actual conflicts of interests, all as further described in this brochure, we cannot guarantee that such standards, policies and procedures will detect and ensure avoidance, disclosure or mitigation of each and every situation in which a conflict may arise. The following briefly summarizes some of the potential conflicts arising from the activities with our affiliates. It is not meant to be an exhaustive list, and investors should consult applicable offering documents for a more complete listing of applicable conflicts.

- *Marketing or Support Activities for investments of our affiliates*

Now or in the future, we may engage in marketing or support activities for or on behalf of investments offered by other affiliates. In the event an investor sourced by

PGIM Real Estate enters into an investment relationship with another affiliate, PGIM Real Estate may be compensated for its efforts either by participating in the fees paid to the other affiliate by the affected investor, or in such other manner as the parties agree.

- *Affiliated Officers in Companies we invest*

Certain of our affiliates (as well as directors or officers of our affiliates) are officers of directors of issuers in which we currently invest or could invest in the future and/or engage as a service provider from time to time. Our affiliates may also invest in or engage these issuers as service providers.

A description of the Private Funds of which PGIM Real Estate Luxembourg or a related person is a general partner or managing member may be found in Part I, Schedule D, Section 7.B of PGIM Real Estate's Form ADV, which can be viewed at www.adviserinfo.sec.gov/IAPD.

Item 11 – Code of Ethics

Code of Ethics - General

We maintain a Code of Ethics as required by applicable SEC rules. This Code of Ethics requires employees to conduct business in an honest and forthright manner in accordance with the highest of ethical standards. In addition, the Code of Ethics requires our employees to put client interests ahead of their own and disclose actual and potential meaningful conflicts of interest. The Code of Ethics incorporates PFI's information barrier and personal securities trading policies that are described in greater detail below. Our employees are required to report any violation of the Code of Ethics promptly to PGIM Real Estate's Chief Compliance Officer for Europe.

We will provide a copy of our Code of Ethics to clients or prospective clients upon request.

Information Barrier Standards

PFI's Information Barrier Standards are designed to prevent the communication of material, non-public information across the various PGIM's asset management investment sectors. The Information Barrier standard also restricts physical access to an investment sector's offices by employees of a different investment sector.

We maintain a restricted list of issuers about which we have material, non-public information, and our policies prohibit trading, either for client or personal accounts, in the securities of such issuers.

Furthermore in instances where we deem it appropriate we may create an 'isolated information barrier' around a small number of our employees who may come into possession of material, non-public information about an issuer, so that their knowledge is not attributed to other employees.

Personal Securities Trading Standards

PFI maintains personal securities trading standards that govern the trading activities of our employees as well as their household members and dependents. Subject to certain limited exceptions, our employees are required by the standards to:

- report personal securities transactions to our compliance unit; and
- pre-clear personal securities transactions.

Our access persons and investment personnel are subject to additional restrictions under the standards, including the following:

- investment personnel are generally prohibited from purchasing securities in initial public offerings;
- investment personnel are prohibited from trading any security within seven days before or after we trade such security (or an equivalent security) for client accounts (other than in client accounts that replicate a broad-based index);
- investment personnel must disgorge any profits from the purchase and sale (in whatever order) of the same security within 60 days;
- access persons may not write naked call options or buy naked put options on a security held in a client account; and
- access persons may not trade any security on the same day that we trade such security (or an equivalent security) for client accounts (other than in client accounts that replicate a broad-based index).

Furthermore, where employees of PGIM or its affiliates are allowed to invest in PGIM Real Estate Luxembourg managed Funds, policies and procedures are in place to ensure that such employees are not given an advantage over non-employee investors.

We monitor personal trading activity versus firm trading and restricted list content, and any matches are investigated by our compliance unit.

All our employees receive annual compliance training, either web-based or otherwise, regarding personal securities trading and information barrier policies. In addition, employees must annually confirm that they have read and understand the Code of Ethics, including the personal securities trading and information barrier policies.

Gift & Entertainment Policy

Our employees may occasionally give or receive gifts, meals or entertainment of de minimis value, subject to compliance with applicable laws and regulations and rules of self-regulatory organisations. PGIM Real Estate Luxembourg has adopted a gift and entertainment policy to address the related conflicts of interest, such as the appearance of having given or received something of value that influenced our business decisions or the business decisions of our clients. The policy requires the reporting and preclearance of gifts, meals and entertainment given or received which exceed certain thresholds, with additional procedures in place to ensure compliance with rules related to (i) Employee Retirement Income Security Act (“ERISA”) regulations, (ii) the Foreign Corrupt Practices Act (“FCPA”), and (iii) rules related to employees of local, state or federal government. In addition, our employees are prohibited from soliciting the receipt of gifts, meals or entertainment. Senior management periodically reviews summaries of gifts and entertainment activity to monitor trends of abuse, conflicts of interest, and violations of the policy.

Political Contributions

Due to the potential for conflicts of interest, PFI, PGIM, and PGIM Real Estate Luxembourg have established policies and procedures relating to political contributions that are designed to comply with applicable federal, state and local law. Under these policies and procedures, all employees (including spouses and dependent children) must obtain preapproval before making any political contributions.

Conflicts of Interest

As a result of the broad range of both our business and the businesses of our affiliates, conflicts of interest arise in our operations. Described below are significant conflicts of interest which have been arranged under headings for ease of reading only. Conflicts

described under one heading could appear or be repeated under one or more other headings below. We do not intend for the headings to limit the applicability of a particular conflict to matters described under other headings or other parts of our business.

While we have adopted and follow numerous standards, policies and procedures designed to ensure that clients are not harmed by these potential or actual conflicts of interests, all as further described in this brochure, we cannot guarantee that such standards, policies and procedures will detect and ensure avoidance, disclosure or mitigation of each and every situation in which a conflict may arise.

Conflicts Related to Outside Business Activities

From time to time, certain of our employees or officers may engage in outside business activity, including outside directorships. Employees are prohibited from undertaking outside business activities that could lead to conflicts of interest with PGIM Real Estate or other affiliates' business.

Conflicts Arising from Our Affiliations and Portfolio Management Responsibilities

We are a unit of our Parent Business and PGIM Real Estate Luxembourg is an indirect, wholly-owned subsidiary of PGIM (which is itself an indirect, wholly-owned subsidiary of PFI). As a result, we are part of a full-scale global financial services organization and affiliated with insurance companies, other investment advisers and broker-dealers. Our portfolio managers are often responsible for managing multiple accounts, including accounts of affiliates, institutional accounts, insurance company separate accounts, non-discretionary portfolios and various pooled investment vehicles, such as commingled Funds and other unregistered Funds.

Legal, regulatory and contractual restrictions may limit how much, if any, of a particular investment we may purchase or sell on behalf of a client, and the timing of the purchase or sale. Such restrictions may arise as a result of our relationship with PFI and its other affiliates. We may be prohibited from engaging in transactions with its affiliates even when such transactions could be beneficial for client accounts. Certain affiliated transactions are permitted in accordance with procedures adopted.

Certain of our affiliates develop and may publish research that is independent from the research that we develop and publish. We may hold different opinions on the investment merits of a given property, security, issuer or industry such that we may be purchasing or holding an investment for a client when an affiliated entity may be selling or

recommending a sale of the same or a similar investment. Conversely, we may be selling an investment for a client when an affiliated entity may be purchasing or recommending a buy of the same or a similar investment. In addition, our affiliated broker-dealers or investment advisers may be executing transactions in the market in the same publicly traded real estate securities as we are.

It is our policy not to engage in principal transactions with affiliated broker-dealers for unaffiliated institutional accounts that we manage. We may cause securities transactions to be executed for a client's account concurrently with authorizations to purchase or sell the same publicly traded real estate securities for other accounts we manage, including proprietary accounts or accounts of affiliates. In these instances, the executions of purchases or sales, where possible, are allocated equitably among the various accounts.

We may buy or sell, or may direct or recommend that one client buy or sell, investments of the same kind or class that are purchased or sold for another client, at prices which may be different. In addition, we may, at any time, execute trades of publicly traded real estate securities of the same kind or class in one direction for an account and trade in the opposite direction or not trade for any other account due to differences in investment strategy or client direction.

Conflicts relating to the use of Affiliates

PGIM Real Estate has entered into and may in the future enter into arrangements with affiliates and third-party service providers to perform various administrative, back-office, and other services on behalf of, and relating to, Funds that we manage. Such affiliates and service providers may be located in the United States or in other jurisdictions. Accordingly, certain information about Funds may be shared with such affiliates and third-party service providers in connection with these functions. Where possible, such information shall be delivered subject to a confidentiality agreement. Subject to the applicable legal terms governing the relevant client account, an appropriate portion of the expenses related to these arrangements may be charged as an expense of the fund.

Conflicts from Competing Interests

We manage and advise numerous investment vehicles and other clients, some of which may be affiliates, which compete with each other for access to our resources, including investment opportunities. There may be conflicts of interest in allocating investment opportunities among the current and future affiliated or unaffiliated investment vehicles and clients that we manage or advise. Other than specific contractual restrictions that may

exist, or that may be required by investors, there are no restrictions on us or our affiliates from forming, sponsoring, owning, managing and/or advising additional investment vehicles or clients that have overlapping investment objectives or investment criteria. We are subject to our own allocation policies (described more fully in Item 6), which are subject to change at our discretion. We cannot provide assurance that we or our affiliates will not devote more time, attention or resources to some of these potentially competing investment vehicles and clients than to others or present to some investment vehicles and/or clients that is not or cannot be presented to all. This could have a material adverse effect on an investment vehicle's or client's ability to acquire assets, generate cash flow and income, and make or receive distributions.

We may confront conflict concerns when allocating scarce investment opportunities, given the benefit of favoring client accounts that pay a higher fee or generate more income for us. To address this conflict of interest, we have adopted allocation procedures as well as supervisory procedures that are intended to fairly allocate investment opportunities among competing client accounts.

Performance-based compensation may create a conflict of interest, as it can create an incentive for PGIM Real Estate or a professional supervised person to make or recommend investments that are riskier or more speculative than would be the case in the absence of such a compensation structure. As part of their compensation certain of our supervised persons receive compensation and other payments which are based on the performance of an investment or portfolio of investments. To address these potential conflicts, we have policies and procedures designed to ensure that each of our client's investments is managed in a manner that is consistent with our fiduciary obligations, as well as with the client's investment objectives, investment strategies and restrictions, including independent internal review of investment decisions.

While we operate as a fiduciary under our various investment management and advisory agreements, investors often have agreed to indemnify us and our affiliates against certain liabilities that are not attributable to failure to meet a specified standard of care. In addition, we are often not responsible for losses arising in relation to investments that we manage or in respect of which we advise unless such losses arise from our failure to meet a specified standard of care. As a result, investors could experience poor performance or losses for which we would not be liable.

Conflicts Relating to Proxy Voting

Conflicts of interest may arise regarding proxy voting. A senior PGIM Real Estate portfolio manager oversees the proxy voting process and monitors potential conflicts of interest

relating to proxy voting. See the response to Item 17 for more detailed information concerning our proxy voting policy.

Conflicts Relating to Affiliate or Investor Financing

We and our affiliates have certain intra-group financial arrangements which may have the effect of giving affiliates invested in pooled investment vehicles advised by group members preferential economic terms as compared to unaffiliated investors.

Funds or other accounts managed by PGIM Real Estate may from time to time seek financing on terms beneficial to the Fund or account. Financing transactions may be undertaken at the account or asset level, may be secured or unsecured and may take various forms including, without limitation, entering into loans, revolving credit facilities, privately placed debt, subscription-secured facilities, suretyship arrangements, letters of credit and interest hedging arrangements, in addition to mortgage loans. From time to time, an investor in a PGIM Real Estate managed Fund or account, or an affiliate, may offer financing to a PGIM Real Estate managed Fund or account. Financings would be required to be on market terms, ERISA compliant (where applicable), and to address other conflicts of interest considerations that we deem relevant under the circumstances. We will not advise the lender in such transactions. Repayment of such financings or exercise of remedies by the lender under default circumstances could result in a transfer of assets from the borrower to the investor or an affiliate that has made the loan.

Conflicts Arising from Relationships with Large Clients

Conflicts of interest may arise due to relationships with large clients, which may include our own affiliates. Such clients may have needs for information, reporting, operational support, or access to other resources that may be disproportionate to the nature or amount of assets managed for them, and the overall services provided may be different or greater than may be more generally provided to all other clients. As an example, representatives of PFI, PICA, PGIM's proprietary accounts and accounts of other PGIM affiliates (collectively, the "Affiliated Accounts") who are responsible for monitoring PFI's enterprise investment risk may have access to certain information about our assets under management, including for third parties, that is not typically made available to non-affiliated clients (although this access does not include specific non-affiliated client identifying information or portfolio information for clients who have asked for confidentiality with respect to sharing of information with our affiliates). We believe that we manage our relationships with such Affiliated Accounts in a manner that is consistent with the best interests of all our clients.

Conflicts Arising from PGIM, Inc. or its Affiliates' Investment and Other Activities and Relationships

Conflicts of interest may also arise in connection with the investment or other activities of PGIM, Inc.'s and our other affiliates, or through the relationships of such parties with issuers of public securities. Affiliated Accounts may at times hold various levels of financial or other interests, including but not limited to portfolio holdings, in companies whose securities may be held or purchased or sold in third party client accounts. These financial interests may at any time be in potential or actual conflict with the interests of client accounts or may be inconsistent with positions held or actions taken on behalf of client accounts. These interests can include debt or equity financing, strategic corporate relationships or investments and the offering of investment advice in various forms. Thus, we may invest client assets in the securities of companies with which we or an affiliate has a financial relationship, including investment in the securities of companies that are advisory clients. At times, we may be unable to invest client assets in the securities of certain issuers as a result of these investments or relationships.

A client account may have an investment in securities of an issuer, including an equity interest in a joint venture or another entity that is engaged in a business that competes with issuers whose securities are held in other client accounts, or that competes directly with our business or that of an affiliate. Examples could include investments in publicly-traded securities of insurance or financial services companies that are competitors of PFI; or certain investments of one or more of our portfolios in entities that are engaged in commercial mortgage lending and related activities, a business in which PGIM Real Estate Finance, an affiliate of PGIM Real Estate, is actively engaged. While these types of conflicts cannot be eliminated, we have implemented policies and procedures designed to ensure that, notwithstanding these conflicts, investments of clients are originated and managed in their best interests.

In addition, our portfolio managers may have a financial interest in the accounts they advise, for example, through performance based compensation or payments or through the making of a co-investment alongside a client. To address potential conflicts of interest, there are procedures, including supervisory review procedures, designed to ensure that all accounts are managed in a manner that is consistent with the clients' investment objectives, investment strategies and restrictions, as well as with our fiduciary obligations.

Conflicts Arising from Side Agreements

We sometimes enter into side agreements with investors in the Funds and other investment vehicles we manage. Among other things, the side agreements may require supplementary reporting requirements, and often also include provisions relating to advisory committee membership, co-investment opportunities and special investment restrictions. We do not enter into side agreements with investors that, in our judgment,

would materially adversely affect the interests of other investors in the same separate Fund or investment vehicle, unless otherwise provided in the Fund documents.

Conflicts arising from the Use of PGIM Warehouse

PGIM Warehouse, Inc. (“PGIM Warehouse”) is a separately capitalised affiliate of PGIM Real Estate Luxembourg that acquires private debt, private equity, real estate investments, asset-backed securities and public bonds to be “warehoused” temporarily until subsequently placed in certain portfolios managed by us or syndicated to unaffiliated investors. When investors subscribe to portfolios, these “warehoused” assets are generally transferred or syndicated to the portfolios at a price equal to PGIM Warehouse’s cost plus a “cost of carry”. While historically these transfers have been beneficial to the investors, it is possible that the value of a “warehoused asset” that was designated for a particular portfolio could decline in value prior to the time it is transferred or syndicated.

While the primary goal of PGIM Warehouse has historically been to provide short-term seed capital to portfolios that we and our affiliates manage, PGIM Warehouse also provides operating capital to certain portfolios once they have closed and are in their investment period. This operating capital is generally provided through market-rate credit facilities that are secured by undrawn capital commitments from investors (“subscription lines”) and bridge loans that are secured by assets of the portfolios. For both subscription lines and bridge loans, a formal policy and procedure is followed which, among other things, requires (i) justification of the loan’s economic terms through comparison to the marketplace, (ii) approval from internal credit and investment committees, (iii) full disclosure to investors, and (iv) if required by the Fund documents, investor or investor advisory council approval. In the case of a default on a bridge loan, the PGIM Warehouse will appoint an unaffiliated, third-party servicer to conduct workout or other remedial activities, as applicable.

Conflicts related to Co-Investment by Affiliates

Our affiliates may provide initial funding or otherwise invest in Funds we manage. When an affiliate provides capital for a Fund, it may do so with the intention of redeeming all or part of its interest at a future point in time or when it deems that sufficient additional capital has been invested in the relevant portfolio.

- The timing of redemption by an affiliate could benefit the affiliate. For example, the portfolio may be more liquid at the time of the affiliate’s redemption than it is at times when other investors may wish to withdraw all or part of their interests.

- A consequence of any withdrawal of a significant amount, including by an affiliate, is that remaining investors remaining will bear a proportionately higher share of expenses following the redemption.
- A conflict may arise if the interests of the affiliated investor in a portfolio we manage diverge from those of the Fund or other investors in the Fund.

Conflicts Arising from Valuation of Assets

Our Funds may at times hold illiquid or difficult to value investments. As a result, while we believe that our valuations policies and procedures enable us to value client assets fairly and in a manner that is consistent with the best interests of clients we may face a conflict of interest when making a recommendation to clients regarding the value of such investments because its investment management fees are at times based on the value of assets under management.

Item 12 – Brokerage Practices

PGIM Real Estate Luxembourg does not provide investment management services with respect to publicly traded securities and as such this section is inapplicable to its services. PGIM Real Estate Luxembourg does maintain affiliates that engage in such services, the brokerage practices of which are fully articulated in their corresponding ADV Part 2As. If PGIM Real Estate Luxembourg were to execute a brokerage transaction for the Funds then in selecting brokers to execute such transactions, we will consider factors including, but not limited to, the broker's reliability and execution capabilities for the transaction, the commissions charged by the broker, and the broker's reputation and responsiveness to requests for trade data and other financial information.

Item 13 – Review of Accounts

The PGIM Real Estate Chief Executive Officer and Global Chief Risk and Investment Officer have responsibility for the periodic review of PGIM Real Estate client accounts.

Review of Transactions

The acquisition and disposition of private real estate investment is reviewed by the appropriate PGIM Real Estate investment committee or by a subcommittee thereof or the relevant portfolio manager, pursuant to delegated authority. For those accounts that are non-discretionary, such review occurs prior to seeking the relevant client's consent.

As part of the approval process, the suitability of the investment being acquired for, or the appropriateness of the sale of the investment by the particular account is confirmed, taking into consideration the account's investment guidelines, restrictions and other requirements. Investment guidelines are initially reviewed and approved for each account at the time of account formation by the applicable risk and product approval committees.

Periodic review of portfolios

PGIM Real Estate has supervisory procedures governing its investment advisory activities which require our investment officers to review, on a periodic basis, the accounts of our advisory clients. All portfolios of private real estate investments are reviewed with senior members of the firm on a semi-annual basis. During these meetings, feedback regarding the portfolio's performance, challenges, events, client feedback, fund priorities (among other items) are discussed.

Publicly-traded mutual fund portfolio supervised by us are monitored on a daily basis. Additionally, we are subject to oversight by the manager of each fund and by their Board of Directors.

Additional On-Going Review of Accounts

With respect to portfolios of publicly traded real estate securities, control functions such as our compliance team review and assess data and processes relating to our management and trading and report the results of these analyses independently to our senior management. Examples of these independent reviews include a daily compliance review of accounts to assess consistency with guideline restrictions; periodic review of trading to examine allocation, trade errors, and timing; and periodic review by the appropriate groups of individuals charged with oversight responsibility for our investment management, trading and related activities.

With respect to the private real estate portfolios, the risk function is responsible for monitoring fund guidelines on a transactional basis, periodically performs forensic testing on such portfolios and plays an oversight role with committees such as the Allocation and investment Committees.

Investor and Client Reporting

Investors receive regular reports covering the assets and liabilities and net profit or net loss of a Fund or other investment vehicle in which they have invested, as well as a review of the significant investments and/or dispositions made on behalf of the relevant Fund or

other investment vehicle. Some Funds and investment vehicles that we manage or advise also have advisory councils, comprised of investors, which meet annually or semi-annually to discuss issues with the portfolio management team.

With respect to accounts of PICA and other affiliates, periodic reports are made to senior management of PFI. Quarterly and annual performance reports, which may include summaries of purchase and sale activity, are made to our other advisory clients.

Investor and Client Meetings

Senior investment professionals are made available on an as needed basis for client meetings with clients and with underlying investors in investment vehicles that we manage or advise. The frequency of meetings is at the client's or investor's discretion, although we encourage clients to schedule face-to-face meetings at least once each year. Meetings are tailored to the client's needs and typically include a review of the economic outlook, a review of portfolio performance and an overview of future investment objectives. Generally, client meetings are attended by a member of the Fund's management team and a designated marketing and client service representative.

Item 14 – Client Referrals and Other Compensation

PGIM Real Estate Luxembourg may utilise affiliated or unaffiliated entities to facilitate the distribution of certain investment vehicles in certain jurisdictions. While we do not typically engage in solicitation arrangements with unaffiliated parties, we may from time to time compensate a third party for investor referrals. In both instances, the manner and amount of compensation would typically be negotiated on a case by case basis.

Item 15 – Custody

If we are deemed under SEC or CSSF rules to have custody of client assets and clients receive account statements from qualified custodians, we are required to make certain disclosures. As required by custody guidelines, private Funds managed by PGIM Real Estate are subject to an annual independent audit² and the audited financial statements are usually distributed to investors within 120 days of the end of the applicable Funds' fiscal year. As a result, we are not required to engage an independent public accounting firm to conduct an annual surprise audit of our operations, as would otherwise be required by rules under the Investment Advisors Act of 1940.

² Exceptions exist on funds in liquidation subject to decision by the management.

A client's custody agreement with its custodian may contain authorisations with respect to the transfer of client Funds or securities broader than those in the client's written investment management agreement with PGIM Real Estate Luxembourg. In these circumstances, PGIM Real Estate Luxembourg's authority is limited to the authority set forth in the client's written investment management agreement with PGIM Real Estate Luxembourg regardless of any broader authorization in the client's custody agreement with its custodian. The custodian's monitoring, if any, of the client's account is governed by the client's relationship with its custodian.

With respect to publicly traded real estate securities portfolios managed by GRES, we do not take physical custody of the assets of our clients. Client assets are generally held in custodial accounts with banks, broker-dealers or other qualified custodians retained by our clients under arrangements negotiated by them.

Item 16 – Investment Discretion

Where we have discretionary authority in respect of a Fund, we generally receive such authority at the outset of our relationship with that Fund. Such authority permits us to select the identity and amount of the investments to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Fund.

When selecting investments and determining appropriate investment amounts, we observe the investment policies, guidelines, limitations and restrictions established in respect of the Funds we manage.

A Fund's investment guidelines and restrictions must be provided to PGIM Real Estate in writing.

For our public securities portfolios, prior to onboarding, we obtain all necessary information to ensure that the account, including all relevant restrictions, is properly established in applicable trading and accounting systems.

Item 17 – Voting Client Securities

In General

We accept the authority to vote securities held in our Funds when our underlying clients delegate this authority to us. Our investment management and advisory agreements will generally specify whether or not we have the authority to vote proxies.

Proxy Voting Policy and Procedures

Our policy is to vote proxies in the best economic interests of clients, both in the long term and in the short term.

Our proxy voting policy contains general guidelines for voting on a wide variety of issues that shareholders are commonly asked to address. These guidelines reflect the judgment of how we can best further the economic interests of clients through the shareholder voting process.

From time to time, ballot issues arise that are not specifically addressed by our policy, or circumstances may suggest a vote not in accordance with established guidelines. In these cases, voting decisions are made on a case-by-case basis taking into consideration the potential economic impact of the proposal.

We do not receive all ballots in advance of voting deadlines, but when ballots are received in a timely fashion, we strive to meet our voting obligations within industry standards. We cannot, however, guarantee that every proxy will be voted prior to its deadline. There may also be other situations where it is not able to vote a proxy, or choose not to. For example, with respect to international holdings, we take into account additional restrictions that might impair our ability to trade those securities or have other potentially adverse economic consequences. We generally vote on a best efforts basis if it is determined that voting is in the best economic interest of clients.

For private real estate portfolios, each proxy received is reviewed by the applicable portfolio manager and voted in accordance with the policy.

We provide disclosure of our proxy voting policy to clients who provide vote proxies authority, generally at the time that we are negotiating our investment management or advisory agreement. Any client may obtain a copy of these items, as well as the proxy voting records for that client's securities, by contacting the client service representative responsible for their account.

Note with Respect to the Voting of Certain Securities

Some clients may participate in securities lending programs in their accounts. We do not control or participate in any way in these programs and does not know when or which securities in clients' accounts are in these programs. We cannot vote securities that are out of clients' portfolios on loan or are otherwise excluded from voting privileges.

Client Direction of Voting

Although most of the clients for whom proxies are voted authorise to vote in accordance with our proxy voting policy, a client may request us to vote its proxies in accordance with a different policy. We will try to accommodate such requests. In addition, a client may direct us to vote its securities in a particular way on a particular proposal and we will seek to do so, assuming timely receipt of the instruction. However, if the ballot pertains to the client's own meeting, the ballot will be voted in accordance with the relevant third party proxy vendor's policy. (See "Conflicts of Interest in the Voting Process" immediately below.)

Conflicts of Interest in the Voting Process

Occasionally, a conflict of interest may arise in connection with proxy voting. For example, the issuer of the securities being voted may also be a client or ours. When an actual or potential conflict of interest is identified between us and our clients that we are unable to resolve, the matter is referred to the proxy voting committee for resolution, which may include abstaining from a particular vote or voting in accordance with the policy of proxy voting facilitator rather than our own policy.

Accounts for Which We Do Not Vote Securities

Some of our clients elect to retain voting authority for themselves. Those clients receive proxies and other solicitation materials from their custodians, and if we receive these materials for the account of such a client, we will endeavour to forward them to the client's custodian. If a client has a question about a particular solicitation, the client may contact its PGIM Real Estate client service representative and we will try to address the client's question. We will not, however, disclose how we intend to vote on an issue for other clients' accounts.

Class Actions and Corporate Actions

In addition to voting rights with respect to securities held in clients' portfolios, there may be other rights associated with those securities, including the right or opportunity to participate in class actions and corporate actions.

We have agreed with some clients to file proofs of claim for class action lawsuits relating to securities held, or formerly held, in their portfolios while managed by us. Other clients may have their custodians handle proofs of claim or may handle such matters themselves.

Where we have agreed to handle proof of claim filings for a client, we will generally seek and use best efforts to file such notices in all class action lawsuits in which the client is eligible to participate. In so doing, we will not inquire into the particular circumstances of any client. As a result, we will not seek to determine on an individual basis whether facts

and circumstances relevant to that client would suggest that non-participation in the class action is appropriate or more advantageous to that client. For example, a client on whose behalf a proof of claim is filed may, as a result of having joined the class, waive or relinquish other claims that it may have against the target of the class action. The client may also have an interest or position with respect to the nature of the class action claim that is adverse to that of the class of plaintiffs. We would generally not be aware of those circumstances. Had the client elected to handle class action lawsuits for itself, it might have determined not to file the proof of claim in such a class action. We do not provide any legal advice or services in connection with class actions.

Unlike the U.S. class action process, investors are generally required to join non-U.S. actions as named plaintiffs or to “opt-in” at commencement of the lawsuit. This “opt-in” process usually requires an affirmative decision to join the lawsuit at an early stage in order to participate in any subsequent recovery of proceeds. The investor is also usually required to enter into one or more legal contracts for retention of counsel, funding arrangements and limitations of liability. We do not provide any legal advice or analysis, so we generally do not handle non-U.S. class actions for our clients.

With respect to corporate actions (such as an issuer’s merger, tender offer, dividend distribution, etc.), we participate on behalf of clients who authorise us to do so, taking such action as we deem to be in the best interest of the clients’ accounts.

Item 18 – Financial Information

We have no financial commitment that impairs our ability to meet our contractual and fiduciary commitments to our clients.

For Clients Subject to ERISA

This brochure is being provided for informational purposes. In providing this brochure, PGIM Real Estate Luxembourg S.A. (i) is not acting as your fiduciary as defined by the Department of Labor and is not giving advice in a fiduciary capacity and (ii) is not undertaking to provide impartial investment advice as PGIM Real Estate Luxembourg S.A. will receive compensation for its investment management services.