

## **tem 1 – Cover Page**

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This Brochure provides 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 by email at [enrico.baldan@pgim.com](mailto: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.

This Brochure dated 27 March 2020 is prepared by PGIM Real Estate Luxembourg S.A., which is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about PGIM Real Estate Luxembourg S.A. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This brochure, dated 27 March 2020, replaces our previous brochure dated 28 March 2019.

It reflects the registrant's provision of discretionary portfolio management services and investment advice, and the reception and transmission of orders, in relation to certain financial instruments pursuant to expanded permissions obtained from the Luxembourg Commission de Surveillance du Secteur Financier (CSSF).

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

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## Item 4 – Advisory Business

PGIM Real Estate Luxembourg S.A. (“PGIM Real Estate Luxembourg”) was founded in 1988 and is organized 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., a publicly held company (“Prudential Financial”) (NYSE Ticker: PRU).<sup>1</sup>

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”). In addition to managing and advising alternative investment funds, its authorization allows it by the CSSF allows it to perform discretionary portfolio management services and investment advice and reception and transmission of orders in relation to financial instruments, in accordance with Article 5, paragraph 4 of the Law of 12<sup>th</sup> July 2013 of alternative investment managers.

Our business forms part of the European business of PGIM Real Estate, the real estate investment advisory business of PGIM (the “Parent Business”), and the investment strategies that we employ for our clients span private real estate, private real estate debt and publicly traded real estate securities across the risk and return spectrum (from core through core plus and to value add to opportunistic).

We manage open and closed-ended commingled private funds that are typically structured as limited partnerships and other tax-efficient vehicles. We also offer discretionary and non-discretionary investment advisory services to affiliated and unaffiliated clients both directly, through express contractual relationships, and indirectly, pursuant to sub-advisory arrangements with affiliated and unaffiliated investment advisers.

This brochure relates solely to PGIM Real Estate Luxembourg and when we use terms “we,” “us” and “our” in this brochure, we are referring to PGIM Real Estate Luxembourg S.A.. In addition, any references to “our employees” or “our officers” mean officers or employees of PGIM and its affiliates who work in the PGIM Real Estate Luxembourg business. Since PGIM Real Estate Luxembourg’s business forms part of, and is integrated

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<sup>1</sup>. *Prudential Financial, Inc. of the United States is not affiliated in any manner with Prudential plc, incorporated in the United Kingdom or with Prudential Assurance Company, a subsidiary of M&G plc, incorporated in the United Kingdom.*

with, our Parent Business, a certain number of governance, authorization and review activities relating to PGIM Real Estate Luxembourg are conducted as part of the overall global organization processes and procedures of our Parent Business and of PGIM.

As at 31 December 2019 PGIM Real Estate Luxembourg S.A. managed approximately \$7.15 billion in gross real estate assets (approximately \$3.9 billion net) on behalf of 19 clients. Of this amount, PGIM Real Estate Luxembourg considers \$7,1 billion to be managed on a discretionary basis and \$0.05 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 vary according to a number of factors, including the type of client, the type of investment strategy, the investment amount, our relationship with the client, whether an investment consultant is used by the client and the type of services provided. For example, the fees and other compensation that we receive in respect of services provided to commingled private funds, 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 client 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 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) in 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, for example, the amount of assets in the fund, so that the fee rate paid by a client decreases as the client's assets under management increase. In circumstances where a single client has multiple accounts with us, we may agree with such client to aggregate the client's assets within those accounts to enable the client to benefit from a lower fee rate. Similarly, where an investment consultant advises more than one client who in turn have more than one account with us, we may aggregate the assets held by the consultant's clients within their accounts with us to enable those clients to benefit from a lower fee rate.

Our performance-based compensation arrangements are structured to comply with Rule 205-3 under the Investment Advisers Act of 1940 and our internal policies with respect to such arrangements. Fees and other compensation paid by clients that pay 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 portfolio.

#### *Payment of Fees and Other Compensation*

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 clients to pay fees in advance. If a client were to pay fees in advance and the client's contract were to terminate before the end of a billing period, any prepaid fees would be refunded on a pro-rata basis.

#### *Compensation of Our Investment Professionals*

Generally speaking the compensation of our investment professionals (including, among others, portfolio managers and research analysts) includes a combination of base salary, a performance-based annual cash incentive bonus, and a long-term incentive grant. Investment professionals sometimes also participate in performance based fees or compensation that is payable by our clients.

The base salary component is based on market data relative to similar positions within the industry as well as the past performance, experience, and responsibility of the individual, and the annual cash incentive bonus is paid from an annual incentive pool. Each investment professional's incentive compensation, including both the annual cash incentive bonus and the long-term incentive grant, is primarily determined by how significantly he or she 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 organization. Our incentive compensation program is designed to align the interests of each investment professional with those of our clients. The performance of our clients' accounts, of our overall business, and of the individual employee are all important factors in determining the size of the annual cash incentive bonus and 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 compensation is paid by PGIM Real Estate Luxembourg and not from any client assets. However, where 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 such amounts will be paid to the individuals concerned directly or indirectly by the relevant client.

The head of PGIM Real Estate and certain senior members of the management team also receive (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 are subject to vesting requirements.

### *Operating Expenses*

The funds and vehicles that we manage or advise, and therefore the investors in those funds and vehicles, may also be generally responsible for operating expenses which might include some or all of the following: (i) fees, costs and expenses relating to the operation of the fund or product, including those of accountants, auditors, appraisal management firms, 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, 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; (v) fees, costs and expenses related to offering and sale of units or other interests (including legal fees, travel expenses and the costs and expenses incurred in preparing and periodically updating a private placement memorandum or equivalent documents and/ or in obtaining tax and legal opinions); (vi) fees, costs and expenses related to developing, implementing and/or maintaining information technology services, systems and software for the benefit of the fund or product, including databases, data subscription services, license based services, research publications and materials and computerized systems for specialized or

customized services and document management functions and (vii) other fees, costs, and expenses incurred in the formation, operation and maintenance of the fund or product and of related entities (including travel, accommodation and other out of pocket expenses, legal and accounting expenses, filing fees and expenses, printing costs, and investment advisory services or reporting performed by third-party vendors at our direction and under our supervision). Such fees, costs and expenses may include amounts incurred by us and which are then reimbursed to us by the relevant fund or other client.

#### *Operating and Joint Venture Partners Expenses*

Operating and/or joint venture partners investing in assets in conjunction with a client, or assisting with the sourcing, management and / or disposition of investments for a client, 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 client. Such fees are typically paid as an operating expense by the relevant client.

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

We provide management and advisory services to funds and clients pay us, performance-based fees and compensation at the same time as providing such services to funds and clients that don't pay such compensation. We believe that any resulting conflict of interest created by performance-based fees and compensation is addressed by our policies and procedures, including those relating to the allocation of private real estate investment opportunities and of aggregated orders of publicly traded real estate securities, both of which are designed to ensure a fair and equitable allocation between the relevant clients.

#### **Allocation of Private Real Estate Investments**

Subject to any priority allocation rights that may exist, private real estate investment opportunities are typically offered to those clients for whom the investment is a suitable one (taking into account that client's investment objectives and strategy) in the order in which they sit in a queue at the relevant time.

Where we agree to allocate certain types of investments sourced by us in priority to a particular client, the relevant investments would only be offered to other clients for whom the investment is a suitable one once the portfolio manager for the client with the priority allocation right has turned down the relevant investment opportunity. Priority allocation rights are typically only agreed to in relation to more specialized 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 clients for whom such investments would be suitable. We disclose any priority allocation rights in advance to new clients from whom we subsequently secure mandates in respect of the relevant type of investment.

### **Allocation of Aggregated Orders of Publicly Traded Real Estate Securities**

We delegate the portfolio management of portfolios of publicly traded real estate securities to employees in the Global Real Estate Securities (GRES) team of our Parent Business.

When an aggregated order is placed in respect of a particular security on behalf of more than one client, the securities purchased are typically allocated pro-rata, subject to account restrictions or guidelines or based on the relative size of the relevant client portfolios. Under such pro-rata allocation, each client pays the average unit price and bears its pro-rata share of transaction costs.

Deviations from a pro-rata allocation may be made on the basis of certain specified conditions including if (i) an allocation would cause a client to receive an odd lot or “de minimis” amount, (ii) the portfolio manager determines that the relevant client portfolio’s cash flow does not support an allocation, (iii) a client portfolio has a specialized investment mandate or style, or specific investment restrictions, (iv) a client has unique tax considerations, (v) positions for multiple clients need to be balanced or (vi) clients are excluded due to client directive or regulatory requirements. Any allocation that is not pro-rata must still be consistent with fair and equitable treatment of all clients and is approved by the portfolio manager signing off on the allocation rationale as soon as possible and typically not later than the opening of the applicable securities market on the following trading day. In addition, any allocation rationale is memorialized in writing and is retained consistent with our record-keeping requirements.

### **Item 7 – Types of Clients**

Our client and investor base is composed of various types of 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 investment amount varies. Generally, single client accounts have higher minimum amount than investments in commingled vehicles.

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

### **Methods of Analysis and 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.

### **Private Real Estate Equity and Debt Investments**

Our research-driven investment analysis for private real estate equity and debt investments is informed by the Investment Research Team of our Parent Business, which together with our senior leaders, develops our firm's overall investment outlook. The Investment Research Team then works closely with the Portfolio Management Teams in an ongoing and cooperative fashion, developing portfolio strategy, investment underwriting, sector and market targets, real estate cycle, hold/sell analysis and market analysis in support of the investment program for a client.

Private real estate investment strategies span the risk spectrum from core through core plus and value add to opportunistic. A brief description of each such investment strategy is set forth below.

#### *Core*

Core investment strategies target the major property types (office, logistics, storage, and multi-family) to provide investors with returns driven primarily by stabilized income.

Core real estate equity strategies focus on properties with sustainable income from credit quality tenants on longer term leases. Such properties 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 fund properties that offer stabilized income by providing senior mortgages based on 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 equity 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 Add*

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

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

Value Add real estate debt investments fund similar types of real estate 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.

## ***Public Real Estate Securities***

Our investment analysis for 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.

The Global Real Estate Securities ("GRES") team establishes geographic portfolio allocations across Europe, Asia and North America and approve risk characteristics and parameters for each portfolio regularly. The GRES investment strategies combine top-down fundamental company research with bottom-up stock selection and a focus on risk management.

Investment strategies are determined based on income and capital appreciation objectives and typically invest in real estate investment trusts (REITs) or real estate operating companies (REOCs) that may pursue a combination of the investment strategies identified above.

## **Risks 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 of engaging PGIM Real Estate to manage or advise on those investments. A more detailed discussion of the specific risks associated with investing in a particular product offered by us may be found in the offering documents for such product, which are available upon request.

However, it is impossible to identify all of the risks associated with investing and the particular risks applicable to an investment will depend on the nature of the client, its investment strategy and the types of investments held. While we seek to manage accounts so that the risks are appropriate to the strategy, it is impossible and/ or not desirable to fully mitigate risks. 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 its investment objective or even receive any return on its investment.

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

### *Real Estate Investments Generally*

The value of commercial real estate can be calculated several ways: discounted projected cash flows, net income divided by a cap rate, and price per square foot or unit as compared to similar properties in the same market. Assumptions used to calculate values are somewhat subjective and can evolve over the life of the ownership of an asset, due to changes in the market or in the individual asset. The value of an individual property may be positively or 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 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 with new tenants; and
- development and/or construction risk such as entitlements or other approvals to build not being obtained or not being obtained in a timely manner, and/or the development or construction not being completed on time, within budget, and/or in

accordance with plans and specifications, and the availability of financing on favorable terms.

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

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

- the property's resiliency to technological, environmental, social and governance factors;
- the length of tenant leases;
- the creditworthiness of tenants;
- the level of tenant defaults;
- rent control laws, affordable housing mandates or other laws impacting 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 relevant 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 a property with short-term revenue sources (such as a hotel or other property with short-term or month-to-month leases) and may lead to higher rates of delinquency or defaults under mortgage loans secured by such a property.

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

### ***Real Estate Debt Investments Generally***

- **Net Operating Income**

Debt investments are typically secured by or supported by the cash flows from commercial property. 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.

- **Valuation of underlying investment**

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.

- **Commercial mortgage loans**

The risk of loss on an investment in a commercial mortgage loan will be largely dictated by whether the borrower is delinquent in its payment obligations or otherwise defaults on the loan and the severity of losses incurred as a result of the same. Factors influencing defaults and the resulting severity of losses include a broad range of factors, including (i) economic and real estate market conditions and their corresponding effects on property values, (ii) the terms and structure of the loan itself, and (iii) the lender's ability to realize upon the real property collateral securing the loan. The performance of any given commercial mortgage loan will be materially affected by the ability of the underlying property to attract and retain tenants and the ability of tenants to make their lease payments. PGIM's failure to properly underwrite the value of the underlying real property when making loans will impact the likelihood of a loan default and loss on investment.

- **Mezzanine loans**

Mezzanine loans (including subordinate debt structured as preferred equity) are subordinated to the senior debt on the underlying property, meaning the holders of mezzanine debt could lose their entire investment before the senior debt suffers any losses. These subordinated debt positions therefore pose a greater credit risk than a senior commercial mortgage loan. In addition, mezzanine loans may not be protected by financial or other covenants and may have more limited liquidity. A mezzanine lender's ability to foreclose on any collateral securing its loan will be subject to the rights of senior lenders and contractual intercreditor provisions. A mezzanine lender may have the right to cure senior loan defaults and to purchase the senior loan as a means of protecting its investment. Even if available, however, these rights may not be meaningful to the holders of mezzanine debt because the mezzanine lender may not have sufficient capital available or may be unwilling to invest more capital to protect its investment.

- **"Balloon" payment risk**

Commercial mortgage loans are generally not fully amortizing and therefore may have a significant principal balance or "balloon" payment due on maturity. Such loans involve a greater risk to a lender than fully amortizing loans because the ability of a borrower to make a balloon payment typically will depend upon its ability either to fully refinance the loan or to sell the property securing the loan at a price sufficient to permit the borrower to make the balloon payment. The ability of a borrower to effect a refinancing or sale will be affected by a number of factors, including the value of the property, the level of available mortgage rates at the time of sale or refinancing, the borrower's equity in the property, the financial condition and operating history of the property and the borrower, tax laws, prevailing



economic conditions and the availability of credit for loans secured by the specific type of property.

- **Non-recourse lending**

Commercial mortgage loans generally are non-recourse to borrowers. In the event of foreclosure on a commercial mortgage loan, the value at that time of the collateral securing the mortgage loan may be less than the principal amount outstanding on the mortgage loan and the accrued but unpaid interest thereon. Although recourse is typically allowed against a borrower affiliate guarantor with respect to certain actual losses and, in some cases, the entirety of the outstanding obligations to the lender, the terms and scope of such recourse guaranties are subject to substantial commercial negotiation and can be practically difficult to enforce in a court of law.

- **Limitations on remedies**

Although a lender will have certain remedies upon a borrower default, including foreclosing on the underlying property in the case of a commercial mortgage loan, certain contractual requirements, legal requirements and borrower defenses may limit the ability of the lender to effectively exercise such remedies. The laws with respect to the rights of debtors and creditors in certain jurisdictions in which a debt fund may invest may not be comprehensive or well-developed, and the procedures for the judicial or non-judicial enforcement of such rights may be of limited effectiveness resulting in the potential for losses on defaulted loans. If the lender acquires title to an asset through foreclosure, it may be subject to the burdens of ownership of real property, which include paying expenses and taxes, maintaining the asset, and ultimately disposing of the asset. No assurance can be given that there will be a ready market for the sale of any real property acquired by a lender pursuant to a foreclosure or, if the property can be sold, that any such sale will be made at a price sufficient to cover all of the borrower's obligations to the lender under the defaulted loan.

- **Interest Rates**

The level and volatility of short-term and long-term interest rates significantly affect the lending industry. For example, a decline in interest rates may require a lender to make loans at lower interest rates or may hinder a lender's ability to find investments at acceptable pricing levels. A rise in interest rates could affect a lender's cost of drawing on a line of credit and cause the value of its existing loan portfolio to decline. Increased interest rates may also harm a borrower's ability to refinance a loan at maturity. Volatility in interest rates could harm a lender's ability to achieve its profitability objectives or cause it to achieve less favorable results than other investments. Interest rates are influenced by a number of factors that are beyond a lender's control and are difficult to predict.

- **Prepayments**

Real estate loans may be subject to prepayment. If prevailing interest rates for similar loans fall below the interest rates on such loans, borrower prepayments would generally be expected to increase. Certain loans may have lockout periods during which prepayment is prohibited or require prepayment premiums to be paid as a condition to prepayment, while other loans may be subject to other prepayment requirements, including payment of minimum interest. There can, however, be no assurance that any such features will preclude a prepayment from occurring or that the lender will be able to enforce its prepayment rights in all circumstances.

- **Lender liability**

A number of judicial decisions in the United States have upheld the right of borrowers to sue lenders on the basis of various legal theories founded upon the premise that a lender has violated an implied or contractual duty of good faith and fair dealing or has assumed a degree of control over the borrower resulting in a fiduciary duty being owed to the borrower, its creditors or its shareholders. Any such lawsuits could result in financial losses, increased costs or the subordination or invalidation of the loan made by the lender.

- **Borrower insolvency**

Although borrowers are typically required to satisfy certain lender requirements designed to isolate the borrower from the credit risk of its owners, if a borrower is nevertheless the subject of a bankruptcy or other insolvency proceeding under the laws applicable to a borrower (including non-U.S. law in the case of a non-U.S. borrower), payments to the lender may be delayed or diminished as a result of the exercise of various powers of a bankruptcy court including the following: (i) an “automatic stay,” under which the lender will not be able to institute proceedings or otherwise enforce its rights against the borrower without permission from the court; (ii) conversion by the bankruptcy court of the loan into more junior debt or into an equity obligation of the borrower thereof or obligor thereon; (iii) modification of the terms of the loan by the bankruptcy court, including reduction or delay of the interest or principal payments thereon; and (iv) grant of a priority lien to a new money lender to the borrower of, or obligor on, the loan.

- **Fraudulent conveyance and preference**

If a court in a lawsuit brought by a creditor or representative of creditors of a borrower, such as a trustee in bankruptcy, were to find that the borrower did not receive fair consideration or reasonably equivalent value for incurring indebtedness evidenced by a loan and granting a security interest over its assets to secure such loan, and, after giving effect to such

indebtedness, the borrower: (a) was insolvent; (b) was engaged in a business for which the remaining assets of such borrower constituted unreasonably small capital; or (c) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature, such court could invalidate, in whole or in part, such indebtedness as a fraudulent conveyance (or similar concept under the laws of a non-U.S. jurisdiction in the case of a non-U.S. borrower), subordinate such indebtedness to existing or future creditors of the borrower or recover amounts previously paid by the borrower in satisfaction of such indebtedness. Similarly, in the event of the insolvency of a borrower, payments made on a loan could be subject to avoidance by a bankruptcy court as a “preference” (or similar concept under the laws of a non-U.S. jurisdiction in the case of a non-U.S. borrower) if made within a certain period of time (which may be as long as one year and one day) before insolvency.

- **No Independent Credit Ratings**

Commercial mortgage loans are not assigned credit ratings by an independent rating agency. PGIM may assign internally determined credit ratings to some but not all commercial mortgage loans it manages based on an internal proprietary rating system intended to reflect PGIM’s view of the credit quality of the loan, but such ratings are not a guarantee of quality. While credit ratings attempt to evaluate the safety of principal and interest payments, they do not evaluate the risks of fluctuations in market value and may not fully reflect the true risks of an investment. PGIM may fail to make timely changes in its internally assigned credit ratings in response to subsequent events, so that a borrower’s current financial condition may be better or worse than a rating indicates.

- **Fraud, Misrepresentation and/or Omission**

The value of any investment in a loan may be affected by fraud or a material misrepresentation (or material omission of information otherwise necessary to make a representation true) on the part of the borrower, by parties related to the borrower or by other parties related to the loan (e.g. tenants). Such fraud, misrepresentation or omission may adversely affect the value of the real property collateral securing the loan and the borrower’s ability to satisfy its obligations under the loan. A lender’s best, and in certain cases only, recourse in such a situation may be to seek recourse against a borrower affiliate guarantor which can be challenging (see discussion of “Non-recourse lending” above).

### *General Market Risk and Risks Related to General Economic Conditions*

Real estate prices and revenues and the financial performance of an investment may be adversely affected by general local, 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.

#### *Reliance on 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 other entities or individuals that they may retain, such as property managers, construction managers and/or developers. Reliance on third parties to manage or operate investments presents significant risks, including that the third party may have financial difficulties or economic or other business interests or goals which are inconsistent with those of the PGIM Real Estate client. The client may have limited rights with respect to the development or operation of the property. 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. In addition, agreements governing joint ventures often contain restrictions on the transfer of a partner's interests, including "buy-sell" or similar provisions which could result in the requirement that a partner purchase or sell its interests at a disadvantageous time or on disadvantageous terms.

#### *Third Party Fee Rates*

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 PGIM Real Estate or our funds or other clients; 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.

#### *Reliance on PGIM Real Estate Professionals*

The success of investments may depend, in substantial part, upon the skill and expertise of certain PGIM Real Estate professionals. The death, disability or departure of a key PGIM Real Estate Luxembourg professional may adversely affect the performance of investments that we manage or advise on. 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 they are responsible for.

### *Competitive Markets*

Competition for 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.

### *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. For example, properties located in California may be more susceptible to certain hazards (such as earthquakes or widespread fires) than properties in other parts of the country and properties located in certain coastal states generally may be more susceptible to hurricanes than properties in other parts of the country.

### *Operational Processes*

Portfolios can suffer losses arising from shortcomings or failures in operational processes, procedures, and/or systems.

### *Valuation*

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.

### *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 is 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.

### *Use of Leverage*

We may incur leverage at a fund or portfolio level, subject to specified constraints, and certain funds and clients may also leverage individual assets. Incurring substantial debt could subject the relevant investments to a number of risks, including the risks that:

- portfolio 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 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 the portfolio's 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 the relevant fund's or other client's investments to foreclosure or sale, and / or (iv) one or more lenders being unwilling or unable to provide the relevant fund or client with financing.

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

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.

As respects debt funds, although the use of leverage (in the form of debt) may increase returns on invested capital, it also increases the potential for loss. Lenders to debt funds may call defaults under certain declining market conditions or make margin calls that require the debt fund to repurchase pledged loans or post additional cash or collateral as security for a loan, thereby resulting in significant impairment of value and potentially risking losses on performing loans simply due to the debt fund having insufficient cash on hand to repurchase such loans or satisfy such margin calls. A leverage provider's recourse may not be limited to specific assets of the debt fund, creating a situation where performing loan assets could be adversely impacted to the extent they have been cross-collateralized with loan assets that become non-performing.

### *Interest Rates*

To the extent that floating-rate financing is employed in debt financing, changes in interest rates, particularly short-term interest rates, may immediately and significantly decrease the results of property operations and cash flows and the market value of relevant investments. If fixed-rate financing is employed and interest rates subsequently decline, this may result in the borrower paying interest rates at above-market rates for significant period of time. PGIM Real Estate may enter into interest rate swap or cap agreements for the purpose of hedging interest rate risk, or pursue other hedging strategies. These activities may not fully protect the borrower from the impact of interest rate risk and hedging costs can be expensive and adversely impact investment performance.

### *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.

### *Financial Regulatory Reform*

Laws and regulations affecting our business change from time to time and we are currently operating in an environment of significant global regulatory reform. 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.

### *Brexit*

On January 31, 2020, the United Kingdom (“UK”) exited the European Union (“EU”) (following a non-binding referendum in June 2016) with a transition period in relation to existing laws and regulations until December 31, 2020. There is still a high degree of uncertainty regarding the outcome of negotiations between the UK and EU on trade and the on-going relationship between the UK and EU beyond 2020 (the transition period could be extended subject to agreement between the UK and EU by July 2020).

At this time it is not possible to state with any certainty what might be the terms of any trade agreement between the UK and EU. A passporting regime currently allows regulated entities licensed or authorized in the UK (and each other EEA country) to operate on a cross-border basis in other EEA countries without the need for a separate license or authorization. There can be no assurance that the terms of the UK’s trade agreement with the EU will include arrangements for the continuation of the existing passporting regime or mutual access rights to market infrastructure. Our affiliate, PGIM Limited, currently relies on these passporting rights to conduct investment business in the EU including certain distribution activities on our behalf. In the case of a hard Brexit where the UK becomes a “third country” from January 01, 2021, PGIM Limited would no longer have these passporting rights. We have implemented contingency plans to address Brexit (including a potential hard Brexit), which include the expansion on of PGIM Real Estate Luxembourg’s license regulatory permissions and the potential reliance on third country license regimes” in certain EU countries, where applicable. Despite these measures, our ability to market investment services in the EU may be adversely affected by Brexit.

The UK’s exit from the EU may lead to increased uncertainty and volatility in United Kingdom, EU and other financial markets, fluctuations in asset values and/or exchange rates, decreased liquidity of investments located, traded or listed within the United Kingdom, the EU or elsewhere, changes in the willingness or ability of financial and other counterparties to enter into transactions, or the price and terms on which they are prepared to do so; and/or changes in legal and regulatory regimes to which our clients or their assets are or become subject. Furthermore, the exit of the UK from the EU could have a material impact on the UK’s economy and the future growth of that economy, which may damage customers’ and investors’ confidence. As a result, clients face potential risks associated with Brexit, including volatility in foreign exchange markets and weakness in the UK exchange rate, and a prolonged period of uncertainty, as the UK seeks to negotiate the terms of its relationship with the EU beyond 31 December 2020, which could materially adversely impact clients. The



UK's exit from the EU may also destabilize some or all of the other EU countries, including countries in which we conduct business, and/or the Eurozone, and it may have a negative impact on the value of clients' investments and on our ability to enter into transactions, value or realize on investments or to implement investment policy on behalf of our clients.

### *Technology and Cyber Security*

Investment advisers, including PGIM Real Estate Luxembourg S.A. must rely in part on digital and network technologies to conduct their businesses and to maintain substantial computerized data relating to client account activities. These technologies include those owned or managed by us as well as those owned or managed by other third parties, 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 unauthorized access to sensitive information about us or our clients as well as a the risk of loss as a result of a lender, its servicer, borrower, its representatives or the title company wiring payments or funds to fraudulent accounts due to hackers being able to re-route payments by means of deception. 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 failures, 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.

### *Discontinuation of LIBOR*

It is likely that banks will not continue to provide submission for the calculation of the London Interbank Offered Rate (“LIBOR”) after 2021 and possibly prior to then, and accounts that procure or issue debt financing that use LIBOR rates or other interbank offered rates to determine interest rate obligations may be adversely affected as a result. In addition, there can be no assurance that a replacement index will allow a lender to generate returns acceptable to investors

### *REIT Investments*

Entities that elect to be taxed as a REIT do not pay federal income taxes if they meet the requirements to qualify as a REIT. If any REIT were to fail to qualify as a REIT in any taxable year, it could have adverse tax consequences, creating a risk that an investment in that REIT could perform negatively

### *Environmental Risks*

Investments in real estate may be subject to liability under environmental statutes, rules and regulations. The cost of investigation, remediation, management or removal of hazardous or toxic substances is potentially substantial and could adversely affect the ability to sell or lease such property or obtain financing. In addition, the account may be subject to substantial risk of loss from environmental claims arising with respect to real estate acquired with environmental problems, and the loss may exceed the value of the investment. Changes in environmental laws or the environmental condition of the property may create liabilities that did not exist at the time of acquisition and could not have been foreseen. In addition, real estate investments may be subject to natural disasters such as earthquakes, fire, windstorms, flood and man-made disasters such as terrorism or acts of war.

### *Environmental and Social Impact Considerations*

PGIM Real Estate may take into account potential environmental and social considerations when selecting, managing or disposing of an investment, which could impact the performance of the portfolio or the applicable investment.

### *Epidemics and Public Health Emergencies*

Occurrences of epidemics, depending on their scale, may cause different degrees of damage to national and local economies that could affect the value of real estate investments. Economic conditions may be disrupted by widespread outbreaks of infectious or contagious diseases, and such disruption may adversely affect real estate valuations,

investments, and account performance. For example, the continuing spread of COVID-19 (also known as novel coronavirus) may have an adverse effect on the value, operating results and financial condition of an account's investments, as well as PGIM Real Estate's ability to source and execute target investments. The progress and outcome of the current COVID-19 outbreak remains uncertain.

#### *Uninsured Loss*

Certain types and magnitudes of potential losses at real estate investments are not insured because it is not economically feasible to insure against such losses or are subject to certain insurance limitations, including large deductibles or co-payments. Should an uninsured loss or a loss in excess of limits occur, the portfolio could lose its capital invested in such investments as well as future revenue, while remaining liable for any debt or other financial obligations related to such investments.

#### *Illiquid Investment Risks*

Equity and debt real estate assets are relatively illiquid. The ability to dispose of real estate assets in a timely or favorable manner is subject to many factors beyond PGIM Real Estate's control, including, but not limited to, general economic conditions, supply and demand, the availability of capital (whether from lenders or investors) and interest rates.

#### *Performance-Based Compensation*

Performance-based compensation creates an incentive to make investments that are riskier or more speculative than would be the case in the absence of such compensation.

### **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 organization. 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, 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 distribution services 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 investment funds managed or co-managed by our affiliates PGIM Fund Management Limited and PGIM Real Estate Germany AG. Other affiliated investment advisors that we may, from time to time, provide investment advisory and ancillary services to or receive services from include PGIM Inc.. We also have service agreements with some of these affiliates under which we may perform or receive services such as assistance with marketing and management of funds we manage or advise.

### *Our Insurance Company Affiliations*

We provide investment advisory services to 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 an affiliated insurance company.

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 Commodity and Derivatives Trading Activities**

PGIM is registered as a commodity trading advisor and a commodity pool operator, and certain of our management persons are our associated persons when we act in those

capacities. Notwithstanding such registration, PGIM relies on exemptions from registration as a commodity pool operator with respect to certain accounts and pools. In addition, we rely on an exemption for relief from certain reporting and recordkeeping requirements applicable to commodity trading advisors.

### *Our Participating Affiliates Relationships*

Within the guidance set forth under applicable law, relevant no-action letter(s) and related SEC guidance, SEC-registered investment advisers are permitted to access, under prescribed conditions, the services of unregistered affiliates (“Participating Affiliates”).

We have arrangements whereby the following Participating Affiliates provide services to us in connection with our management of certain funds and client investments:

- 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 as described further in Item 11. 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.

## **Item 11 – Code of Ethics, Internal Standards and Policies and Conflicts of Interest**

### *A. Code of Ethics*

We maintain a code of ethics as required by applicable SEC rules. Our 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 employees to put client interests ahead of our 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.

### *B. Internal Standards and Policies*

#### *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. They also restrict 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 us from trading, either for client or personal accounts, in the securities of such issuers. Our receipt of material, non-public information most often occurs because we at times engage in real estate and other transactions with publicly traded real estate investment trusts (REITs) and real estate operating companies (REOCs) and may obtain material, non-public information about these public issuers. In an effort to avoid such restrictions on trading, we have procedures in place to carefully consider whether to intentionally accept material, non-public information with respect to certain issuers, where appropriate.

In addition, due to our involvement in managing or advising on portfolios of publicly traded real estate securities, PGIM Real Estate maintains an information barrier between the personnel involved in advising on or managing those portfolios and those personnel that manage or advise on private real estate investments. This permits PGIM Real Estate's private-side business to engage in real estate transactions with issuers of publicly traded real estate securities that might otherwise restrict our Global Real Estate Securities (GRES) team from investing in those securities for relevant clients if no barrier were to exist.

Furthermore, in some instances where we deem it appropriate, we may create an "isolated information barrier" around a small number of 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*

We maintain 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, employees are required by those standards to:

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

Our access persons (defined as associates who work in or support portfolio management activities, have access to non-public investment advisory client trading information or recommendations or have access to non-public portfolio holdings of mutual funds) and investment personnel (defined as access persons who are public-side portfolio managers, analysts, traders, or certain other individuals as designated by the compliance officer ) 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 who invest in proprietary and certain non-proprietary mutual funds must hold such investments for a period of at least 60 days subject to certain exceptions;
- access persons may not knowingly 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); and
- access persons may not write naked call options or buy naked put options on a security held in a client account.

Furthermore, where employees of PGIM or its affiliates can 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 evaluate personal trading activity versus firm trading and restricted list content, and any matches are investigated by our compliance unit.

All employees receive annual 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 our 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 moderate value, subject to compliance with applicable laws and regulations and rules of self-regulatory. 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 (i) the 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 governments. 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 detect trends of abuse, conflicts of interest, or possible violations of the policy.

### *Political Contributions*

PGIM has 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*

Actual and potential conflicts of interest may arise from time to time in connection with the conduct of our business. We have adopted and follow numerous standards, policies and procedures designed to ensure that clients are not harmed by such conflicts. However, we cannot guarantee that such standards, policies and procedures will detect and ensure avoidance, disclosure and/or mitigation of each and every situation in which a conflict may arise.

We have described below significant actual or potential conflicts of interest that may arise and have organized the discussion 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 the conflict to matters described under other headings or to other parts of our business.



## *Affiliate Relationships*

As part of a global financial services group that includes insurance companies, other investment advisers and broker-dealers, we may face a conflict when a client has a relationship with one of our affiliates or when the advice or management services we provide relate to an entity that has relationships with one or more of our affiliates. Such relationships could affect or influence decisions that we make, including decisions whether or not to take certain actions.

Our relationship with an affiliate may also give rise to legal, regulatory and contractual restrictions on the purchase or sale of a particular investment on behalf of a client and/or on the timing of our purchase or sale.

We may be prohibited from engaging in transactions with our affiliates even when such transactions could be beneficial for client accounts. Certain transactions with affiliates are permitted in accordance with procedures we have 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, an affiliated broker-dealer or investment adviser may be executing transactions in the market in the same publicly traded real estate securities as we are.

Certain of our affiliates (as well as directors or officers of our affiliates) are officers or directors of issuers in which we currently invest in 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.

## *Competing Interests*

Other than specific contractual restrictions that may exist including as a result of being 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. There can be no 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 an opportunity to some investment vehicles and/or clients that we do not or

cannot present 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.

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.

### *Outside Business Activities*

From time to time, certain of our officers and employees may engage in outside business activities, including outside directorships. Such outside business activities could impact on the relevant individual's impartiality in performing their duties as our employee or officer. Furthermore, we could be restricted from acquiring or disposing of investments on behalf of one or more clients if an officer or employee obtains material, non-public information as a result of an outside business activity. To manage these potential conflicts, all outside business activities are subject to prior approval [pursuant to our personal conflicts of interest and outside business activities policy] and, where appropriate, relevant procedures and controls, such as a requirement for the individual concerned to recuse themselves from participating in the making of certain decisions, are put in place as a condition of the outside business activity being approved.

### *Investment Consultants*

Many of our clients and prospective clients retain investment consultants (including discretionary investment managers and Outsourced Chief Investment Officer providers) to advise them on the selection and review of investment managers (including with respect to the selection of investment funds). We have dealings with these investment consultants in their roles as discretionary managers or non-discretionary advisers to their clients. We also have independent business relationships with them.

We provide investment consultants with information on accounts we manage for their clients (and similarly, we provide information about funds in which such clients are invested), in each case pursuant to authorization from the clients. We also provide information regarding our investment strategies to investment consultants, who use that

information in connection with searches they conduct for their clients. We often respond to requests for proposals in connection with those searches.

We will provide information about our relationship with consultants upon request. In general, we rely on the investment consultant to make the appropriate disclosure to its clients of any conflict that the investment consultant believes to exist due to its business relationships with us.

#### *Client Relationships and Side Agreements*

We may agree to provide certain of our clients with a different or greater level of information, reporting, operational support, other resources or overall services than we generally provided to other clients. In doing so, we would not do anything that was inconsistent with the best interests of all our clients.

In addition, we sometimes enter into side agreements with investors in the funds and other investment vehicles that we manage that may include, among other things, supplementary rights, including with regard to matters such as advisory committee membership, access to co-investment opportunities, special investment restrictions, information rights and reporting requirements. 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 fund or investment vehicle, unless otherwise permitted under the relevant legal documents.

#### *Affiliated Clients*

We might have an incentive to provide preferential treatment to an affiliated client as compared to an unaffiliated client. In addition, we and our affiliates may have certain intergroup financial arrangements which may have the effect of giving affiliates that are our clients preferential economic terms as compared to unaffiliated clients.

Furthermore, an affiliated client might have access to information and/or reports that are not available to equivalent unaffiliated investors. For example, individuals who are responsible for managing 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 unaffiliated clients (although this access does not include specific unaffiliated client identifying information or portfolio information for our clients who have asked for confidentiality with respect to sharing of information with our affiliates).

However we ensure that any such treatment, financial arrangements and information rights, and the manner in which we manage our relationships with affiliated clients are consistent with our ability to act in the best interests of all our clients

#### *Investment Allocations*

We have numerous affiliated and unaffiliated clients who are seeking the same type of investment opportunities, resulting in potential conflicts of interest in allocating such investment opportunities. For example, we could have an incentive to favor clients that pay higher fees or generate more income for us than other clients. To address this, we have adopted investment allocation procedures as well as supervisory procedures that are intended to ensure the fair allocation of investment opportunities among competing client accounts over time.

#### *Valuation of Investments*

Our fees are at times based on the value of assets under management which include illiquid or difficult to value investments. We seek to address the resulting conflict of interest that we might have in valuing client assets by seeking to ensure that our valuation policies and procedures enable us to value such assets fairly and in a manner that is consistent with the best interests of our clients.

#### *Performance-based Compensation and Co-investment*

Our fees and compensation are at times based on the performance of the investments that we manage for a client, as may the elements of the compensation of certain of our officers and employees. In addition, both we and certain of our officers and employees may from time to time co-invest alongside our clients in particular investments.

Both performance-based fees and compensation and co-investments can create an incentives for PGIM Real Estate or a supervised person to make or recommend investment decisions that are riskier, more speculative or otherwise different than those that would be made or recommended in the absence of such a compensation structure or co-investment.

To manage this, we have policies and procedures designed to ensure that each of our client's investments are managed in a manner that is consistent with our fiduciary obligations, as well as with the client's investment objectives, investment strategies and restrictions. Those procedures include independent internal review of investment decisions.

### *Warehousing of Investments*

We may face a conflict in relation to the price or other terms on which an investment that is warehoused temporarily by us or one of our affiliates is subsequently transferred to a fund or client managed or advised by us. These warehoused assets are generally transferred or syndicated at a price equal to our or our affiliate's cost plus a "cost of carry". We manage this conflict by ensuring that there is appropriate disclosure to the fund investors or client concerned and that appropriate independent advice is provided to the fund or client that the warehoused investment is being transferred to.

### *Transactions between Clients*

It may be difficult for us to satisfy our fiduciary duty to both clients in respect of the transfer or joint acquisition of an investment between or by two clients. To manage this, we have policies and procedures in place to ensure that there is appropriate disclosure to and, when appropriate, consent from the clients concerned and that appropriate independent advice is provided to both clients.

### *Affiliate or Investor Financings*

From time to time, one of our affiliates may provide financing to a client that we manage or advise or an investor in an investment fund that we manage or advise may provide financing to that fund or an underlying investment entity that it owns. Such financing transactions may be secured or unsecured and may take various forms including, without limitation, loans, mortgage loans, revolving credit facilities, privately placed debt, subscription-secured facilities, suretyship arrangements, letters of credit and interest hedging arrangements.

To manage the related conflicts, we ensure that such financings are on market terms and we ensure that there is both appropriate disclosure to the client(s) concerned and that appropriate independent advice is provided to the client or investment fund concerned. In the event of a default by the borrower under any such financing transaction or any other dispute arising between the lender or borrower, we would again ensure that there was appropriate independent advice to the borrower.

### *Service Providers*

We may have incentives to hire an affiliate, an affiliate of a client or a service provider who has provided something of value to us or to one of our affiliates, in each case to provide services to a client and regardless of whether an unaffiliated service provider could provide the same service to the same standard and/or at a lower cost. To manage this conflict, we ensure that there is appropriate disclosure in writing to the relevant client(s) and underlying investors and that the fees and other amounts to be paid to the affiliated service provider,

and the other terms on which it is engaged, are comparable to those generally available in the market.

PGIM Real Estate retains third party service providers to provide various services both for ourselves as well as for investment funds and clients that we manage or advise. 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 clients of 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 or other clients with respect to certain types of services that are offered to the funds or other clients. 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 our funds or other clients; 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.

#### *Global Real Estate Securities Business*

Conflicts of interest may arise regarding proxy voting. To address this, a senior PGIM Real Estate portfolio manager oversees the proxy voting process in accordance with our proxy voting policy (further details of which are set forth at Item 17).

It is our policy not to engage in principal transactions with affiliated broker-dealers for unaffiliated institutional accounts that we manage. We may cause 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 of interest may arise in connection with the investment or other activities of PGIM and its affiliates, or through the relationships of such parties with issuers of public securities.

One or more of our affiliates 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 our client accounts or may be inconsistent with positions we hold or actions we might take on behalf of our 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, PGIM 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 our 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 Prudential Financial; or certain investments of one or more of our clients in entities that are engaged in commercial mortgage lending and related activities, a business in which PGIM Real Estate Finance, LLC is actively engaged. While these types of conflicts cannot be eliminated, we have implemented policies and procedures designed to ensure that investments of our clients are originated and managed in their best interests.

Our holdings of a security on behalf of our clients are required, under certain regulations, to be aggregated with the holdings of that security by other PFI affiliates. These holdings could, on an aggregate basis, exceed certain reporting or ownership thresholds. PFI tracks these aggregated holdings and we may restrict purchases, sell existing positions, or otherwise restrict, forgo, or limit the exercise of rights to avoid crossing such thresholds because of the potential consequences to us or PFI if such thresholds are exceeded.

## **Item 12 – Brokerage Practices**

PGIM Real Estate Luxembourg does not provide directly investment management services with respect to publicly traded securities but delegates the performance to the GRES team of our parents business and the brokerage practices which are fully articulated in our parents business corresponding ADV Part 2As .

brokerage practices. 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 overall responsibility for the periodic review of PGIM Real Estate accounts.

#### *Review of Transactions*

The acquisition and disposition of private real estate investments 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.

The GRES business does not review individual transactions in publicly traded real estate securities but establishes for each portfolio and then reviews, on a regular basis, the geographic portfolio allocations among Europe, Asia and North America and the other risk characteristics and parameters that will be applied.

#### *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, including the Chief Executive Officer and Global Chief Risk and Investment Officer on a semi-annual basis. During these meetings, compliance with the investment guidelines for the relevant portfolio is reviewed and feedback regarding the portfolio's performance, challenges, client feedback, and priorities (among other items) are discussed.



Publicly-traded mutual fund portfolios supervised by our affiliates 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, 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 private real estate and real estate debt portfolios, the risk function is responsible for monitoring fund guidelines on a transactional basis, periodically performing forensic testing on such portfolios and playing 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. Reports of these meetings are distributed to all investors.

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 meetings with clients, including underlying investors in investment funds and vehicles that we manage or advise. The frequency of meetings is at the client's discretion, although we encourage 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 third parties, we may from time to time compensate an affiliate or 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 audit<sup>1</sup> 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 Advisers Act of 1940.

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 those 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 qualified custodian. The qualified 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

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<sup>1</sup> Exceptions exist on funds in liquidation subject to decision by the management.

accounts with banks, broker-dealers or other qualified custodians retained by our clients under arrangements negotiated by them.

Our GRES-clients will receive accounts statements from their custodians no less frequently than quarterly, and should carefully review those statements.

PGIM Real Estate has engaged an affiliated servicing business, PGIM Real Estate Loan Services (“PAR”), to provide loan servicing and administration services to the loan portfolios of certain clients of PGIM Real Estate. In servicing the loans, PAR typically establishes bank accounts with an unaffiliated bank for clients and receives funds into, and disburses funds from, those accounts. As a result of PAR’s authority to receive and disburse funds, PGIM Real Estate could be deemed to have custody over the accounts holding such funds. Each PGIM Real Estate client that invests in loans that are serviced by PAR is subject to an annual audit in accordance with GAAP and its financial statements are delivered within 120 days following its fiscal year end. Investors who fail to receive financial statements promptly, or who have any questions about those financial statements, should contact PGIM Real Estate.

## **Item 16 – Investment Discretion**

Where we have discretionary authority from a client, we generally receive such authority at the outset of our relationship with that client in respect of the relevant investment. Such authority permits us to select the type 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 client.

When selecting investments and determining appropriate investment amounts, we observe the investment policies, limitations and restrictions established by the relevant accounts and clients. For registered investment companies, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

A client’s investment guidelines and restrictions must be provided to PGIM Real Estate in writing as part of its investment advisory agreement.

For our public securities portfolios, prior to onboarding, we obtain all necessary information to ensure that the account, and 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 clients' accounts when our clients delegate this authority to us. Our investment management and advisory agreements with our clients will generally specify whether or not we have the authority to vote proxies on their behalf.

### *Our Proxy Voting Policy and Procedures*

Our policy is to vote proxies in the best economic interests of our 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 our judgment of how we can best further the economic interests of our 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 our established guidelines. In these cases, our voting decisions are made on a case-by-case basis taking into consideration our fiduciary duty to our clients.

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 we may be unable to vote a proxy, or choose not to. For example, with respect to international holdings, we take into account additional restrictions in some countries that might impair our ability to trade those securities or have other potentially adverse economic consequences. We generally vote foreign securities on a best efforts basis if we determine that voting is in the best economic interest of our clients.

On an annual basis, proxy voting issues are discussed with senior management. During this discussion, proxy voting policy interpretations, conflicts of interest, and the policy's effectiveness are reviewed.

We currently use the services of a third-party proxy voting facilitator and, upon receipt of proxies, will direct the voting facilitator to vote in a manner consistent with our established proxy voting guidelines described above (assuming timely receipt of proxy materials from issuers and custodians).

We provide disclosure of our proxy voting policy, guidelines and procedures to our clients who authorize us to vote proxies, 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 of our clients may participate in securities lending programs in their accounts. We do not control or participate in any way in these programs and do not know when or which securities in our clients' accounts are in these programs. We cannot vote securities that are out of our clients' portfolios on loan or are otherwise excluded from voting privileges.

#### *Client Direction of Voting*

Although most of our clients for whom we vote proxies authorize us to vote in accordance with our proxy voting policy, a client may request that we vote their proxies in accordance with a different policy. We 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 our 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 of ours. When we identify an actual or potential conflict of interest between our firm and our clients that we are unable to resolve, the matter is referred to committee comprised of portfolio management, Law and Compliance representatives for resolution, which may include abstaining from a particular vote or voting in accordance with the policy of our 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 forward them to the client's custodian. If a client has a question about a particular solicitation, the client may contact its 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 our 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 of our 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 our 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.

With respect to corporate actions (such as an issuer's merger, tender offer, dividend distribution), 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 contractual and fiduciary commitments to our client.

#### *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.