Registered number: 03852763

M&G Real Estate Limited

Annual Report and Financial Statements

For the Year Ended 31 December 2019

Company Information

Directors	A M Brown N M Brown (resigned 23 May 2019) J M B Daniels (appointed 1 April 2019, resigned 3 March 2020) E R Dudley (appointed 1 April 2019, resigned 28 February 2020) N R McMorran (appointed 1 April 2019) C L Ng S H W Pilcher (resigned 1 April 2019) W Nicoll (appointed 24 February 2020) J-L Pellicer-Gallardo (appointed on 29 July 2019) S Sharma M A Towns
Company secretary	M&G Management Services Limited
Registered number	03852763
Registered office	10 Fenchurch Avenue London EC3M 5AG
Independent auditor	KPMG LLP 15 Canada Square London E14 5GL

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Business review

M&G Real Estate Limited (the 'Company') is a member of the M&G plc group, the UK and international savings and investments business. The Company is a member of the sub-group headed by M&G Group Ltd ("M&G" or the "M&G Group") and an indirect subsidiary of M&G plc following the demerger of M&G plc from Prudential plc, the former parent company, on 21 October 2019.

The principal activity of the Company is to provide a range of investment services to clients seeking to invest in real estate. The Company continues to seek new clients and develop new products and services to attract a wider spread of capital from clients.

The profit before tax for the Company for the year was £31,096,000 (2018: £33,491,000). Further details of the results for the year are set out in the Profit and Loss Account and Other Comprehensive Income on page 12.

Brexit

Reflecting the UK's decision to leave the European Union (EU) on 31 January 2020 and following the referendum result of 2016, M&G had already taken several steps to minimise potential disruption to our clients, protect their interests and provide as much certainty and clarity as possible.

These steps include the implementation of the Company's Brexit plan, designed in 2016, which involved the establishment of a Luxembourg based super management Company and MiFID distribution firm. Both are now fully licensed and operational, distributing traditional and alternative funds, products and services across our network of European offices, and internationally. Today, M&G has more than 35 people based in Luxembourg, including team members from Risk, Legal and Compliance, Operations and Distribution.

A business contingency plan has also been developed. This includes the establishment of a portfolio management capability within continental Europe to provide continuation of service to M&G's clients with whom there are segregated account arrangements, leveraging off the recently established EU platform which has the required regulatory permissions to carryout portfolio management activities.

The Company continues to monitor political and regulatory developments on the negotiations during the transition period and is ready to adjust or activate contingency plans, where necessary.

COVID-19

The Company continues to monitor the effects of the coronavirus (COVID-19) outbreak which has been declared as a pandemic by the World Health Organization. COVID-19 has caused significant sickness and death globally, along with substantial isolation where people may only leave their homes for critical journeys or if identified as a key worker. The outbreak has not only prompted widespread health concerns, but has caused recent deteriorations in global market conditions. The eventual outcome is highly uncertain and is largely dependent on the success of authorities in containing and managing the outbreak.

In these difficult times, the Company has two clear priorities: the safety and well-being of colleagues and the continuation of service to customers and clients to the best of our abilities. Detailed business continuity plans have been invoked to ensure that the Company can operate as usual in the face of the challenge posed by the spread of COVID-19. The vast majority of colleagues are now working from home with access to the full set of support systems and necessary equipment to perform their roles.

COVID-19 is expected to result in a deterioration in financial performance over 2020, driven by a reduction in asset management fees earned due to, in particular, the adverse impact of market conditions on property investments.

Whilst the full financial implications are not yet known, based on the Company's current strong financial and liquidity position, the Directors believe the Company is in a position to withstand the financial impact of the pandemic.

Branches

As at the reporting date the Company includes tax branches outside the United Kingdom, specifically in France, Germany and Sweden.

Principal risks and uncertainties

Principal risks and uncertainties are managed by the M&G Group at a global level.

The M&G Group is exposed to a number of risks. Some are inherent in running an investment management business and are not unique; others are unique and result from business strategy and structure.

The specific risks and uncertainties relevant to the Company may be categorised as follows:

Operational risk

Operational risk is the risk of loss or unintended gain arising from inadequate or failed internal processes and systems, from failure by personnel and suppliers, from health and safety related incidents, or from external events. The M&G Group aims to manage all aspects of operational risk in a way that meets or surpasses the reasonable expectations of its clients, shareholders and Regulators. The Company has a robust risk management framework, established risk governance arrangements and effective risk management processes to ensure appropriate challenge and oversight of operational risk exposures and continued effectiveness of controls in the context of risk appetite.

M&G plc has rigorous plans in place to ensure business continuity in the event of disruptive circumstances and, in response to COVID-19, these have been activated. Our Incident Management Structure is working hard to ensure we protect our customers interests, safeguard our employees, protect our financial capability, stabilise our supply partners and engage with our regulators. Operational resilience is regularly reviewed to ensure we are taking all appropriate action to manage the wellbeing and safety of our employees, and that we continue to give our clients the service they need. Specific COVID-19 reporting has been created and is monitored on a regular basis to manage the risks emanating from the pandemic on our operations.

Financial risk

Financial risk is the risk that the Company is unable to maintain adequate capital and liquidity to meet its clients' and stakeholders' requirements under normal and stressed conditions. Financial risk encompasses credit, liquidity and market risk.

Credit risk is the exposure to loss arising from a counterparty's failure to meet its contractual obligations, either as a result of business failure or intentional withholding of amounts due. In order to help ensure the profitability and solvency of the Company, the Company provides ongoing monitoring of key credit risk exposures on its balance sheet and actively manages these exposures via established governance forums.

Liquidity risk is the risk that the Company, although solvent, does not have available financial resources to enable it to meet its obligations as they fall due, or that the Company can secure such resources only at excessive cost. The Company expects to hold sufficient liquidity to ensure the continuity of its business under normal and stressed conditions.

Market risk is the risk that changes in market prices, such as property asset prices, foreign exchange rates and interest rates will affect the Company's income or the value of its assets and liabilities. The Company's revenues are directly exposed to the level of, and movements in, real estate markets. The Company is also exposed to structural foreign exchange risk as a result of overseas operations which contribute to equity. The assets and liabilities of foreign operations are translated to the Company's presentational currency, Sterling. Foreign exchange differences arising from this translation of assets and liabilities of foreign operations are reported as an item of other comprehensive income and accumulated in the foreign exchange reserve.

Financial risk (continued)

A significant portion of the Company's cost base is fixed and the Board accepts that the Company's revenues and profits are exposed to short-term market fluctuations.

With regard to COVID-19, the Company has modelled financial projections allowing for the immediate market shock of the pandemic and further onerous stress tests have been applied. This modelling has allowed for a further deterioration in investment markets, the potential for investor outflows and the risk of debtor default. The projections currently show that the Company is expected to maintain sufficient net assets and liquid resources to remain financially viable for at least the period of the going concern assessment as outlined in the Directors' Report. Regarding liquidity management, the Company is also party to the M&G Group's contingency funding plan should a particularly adverse liquidity event arise.

The M&G Group operates administrative and organisational arrangements to identify and manage conflicts of interest that might adversely affect its clients including:

- effective procedures to restrict the exchange of information where such exchange might harm clients;
- effective segregation of duties with appropriate supervision; and
- charging and remuneration policies that are reasonably designed to align the long-term interests of the Company, employees and clients.

Section 172(1) Statement

Section 172 of the Companies Act 2006 requires a Director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing this section 172 requires a Director to have regard, amongst other matters, to the:

- likely consequences of any decisions in the long-term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and environment;
- desirability of the company maintaining a reputation for high standards of business conduct, and
- need to act fairly as between members of the company.

In discharging our section 172 duties we have regard to the factors set out above. We also recognise the matters we consider as a Board can have unique characteristics. This can require us to have regard to additional factors which are relevant to the specific matter under consideration. There is an acknowledgement from the Board that the relative importance of each factor we consider will vary depending on the decision being taken. Across all the Board's decisions, we are mindful of the Company's purpose, strategic priorities and alignment with the M&G plc overarching culture, vision and values.

As is normal for large companies, we delegate authority for day-to-day management of the Company to executives who in turn charges management with execution of the business strategy and related policies. We review at regular Board meetings, financial and operational performance as well as risk, compliance and regulatory reporting, human resource requirements and individual business updates. We also review other areas over the course of the financial year including the Company's business strategy, key risks, health and safety, stakeholder-related matters, diversity and inclusivity, environmental matters, corporate responsibility and governance, compliance and legal matters. This is done through the consideration and discussion of reports which are sent in advance of each Board meeting and through presentations to the Board.

The Company's key stakeholders are its ultimate beneficial owner, M&G plc, and the stakeholder groups set out in M&G plc's Annual Report. The views and impact of the Company's activities on those stakeholders are an important consideration for the Directors when making relevant decisions. While there are cases where the Board itself judges that it should engage directly with certain stakeholder groups on certain issues, the size and spread of both our stakeholders and the M&G plc Group means that other stakeholder engagement takes place at Group level.

Section 172(1) Statement (continued)

We find that as well as being a more efficient and effective approach, this also helps us achieve a greater positive impact on environmental, social and other issues than by working alone as an individual company. For details on some of the engagement that takes place with the Company's stakeholders so as to encourage the Directors to understand the issues to which they must have regard please see the M&G plc 2020 Annual Report.

During the period we received information to help us understand the interests and views of the Company's key stakeholders and other relevant factors when making decisions. This information was distributed in a range of different formats including in reports and presentations on our financial and operational performance, non-financial key performance indicators, risk and environmental and social and governance matters. As a result of this we have had an overview of engagement with stakeholders and other relevant factors which allows us to understand the nature of the stakeholders' concerns and to comply with our section 172 duty to promote success of the Company.

Principal Decisions

We set out below some examples of how we have had regard to the matters set out in section 172(1)(a)-(f) when discharging our section 172 duty and the effect of that on decisions taken by us. We define principal decisions as both those that are material to the Company, but also those that are significant to any of our key stakeholders. In making the following principal decisions, the Board considered the relevant impact on stakeholders as well as the need to maintain a reputation for high standards of business conduct:

Principal decision 1 – Dividends to Parent Company

Each year the Board makes an assessment of the strength of the Company's balance sheet and future prospects relative to uncertainties in the external environment and makes decisions about the payment of dividends. In 2019, the Board decided to pay a total of £13m in dividends to its parent company M&G FA Limited. In making this decision the Board received detailed financial planning materials and considered a range of factors. These factors included any impact on the Company in the short to medium term as well as the long-term viability of the Company, its expected cash flow and financing requirements (including regulatory and other obligations to third parties) and the ongoing need for strategic investment in its business, including the workforce and the expectations of its parent, M&G FA Limited.

Principal decision 2 - Annual Safety and Security Strategy

The Board carries out a review of the Company's Safety and Security strategy on an annual basis to ensure legislative compliance and effective risk mitigation throughout all of the Company's activities. This includes the ability of its client funds to manage and respond to the protection of life, property and reputation in all aspects of its global investments (the development of new assets, refurbishments and day to day management of operational properties). In 2019, following a Group-wide internal audit of the Group's Health & Safety duty of care, the Safety and Security strategy review included a number of objectives which aimed to support improvements in this area as part of the business' commitment towards global security and strategy. In making its decision to approve the annual Safety and Security Strategy the Board specifically considered its duty of care to provide relevant information, guidance and support to all third party suppliers as well as the need for improved training within the workforce.

Financial key performance indicators

Funds under management

Funds under management increased by 1% to £31.2bn at 31 December 2019 (2018: £30.8bn).

Revenue

Revenue, which largely consists of management fee income has increased by 2% from £90,377,000 in 2018 to £91,844,000 in 2019.

Profit before tax

Profit before tax has decreased by 8% from £33,491,000 in 2018 to £31,096,000 in 2019. The decrease in profit arose due an increase in staff costs both directly and allocated, in addition there were a number of one off impacts to the profit last year.

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

A M Brown
Director

Date: 13/07/20

The Directors present their report and the financial statements for the year ended 31 December 2019.

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Directors

The Directors who served during the year were:

A M Brown
N M Brown (resigned 23 May 2019)
J M B Daniels (appointed 1 April 2019, resigned 3 March 2020)
E R Dudley (appointed 1 April 2019, resigned 28 February 2020)
N R McMorran (appointed 1 April 2019)
C L Ng
S H W Pilcher (resigned 1 April 2019)
J-L Pellicer-Gallardo (appointed on 29 July 2019)
S Sharma
M A Towns

Political contributions

The Company made no political contributions during the year (2018: £nil).

Charitable donations

During the year the Company made charitable donations of £1,000 (2018: £11,000).

Employment policies

The M&G Group relies heavily on the quality of key talent and management in each of the regions and countries in which it operates. The success of M&G Real Estate Limited's operations is dependent on, amongst other things, the ability to attract and retain highly qualified professional people. Competition for highly qualified professional people in most countries in which the Group operates is intense. The Group's ability to attract and retain key people is dependent on a number of factors, including prevailing market conditions, culture and working environment and compensation packages offered by companies competing for the same talent.

M&G Real Estate Limited is committed to providing all employees with a safe, healthy and engaging working environment. All of our leaders are accountable for ensuring our culture promotes diversity, inclusion and authenticity. To perform at their best for clients and customers, all employees need to enjoy working for the Company and be comfortable that the Company's culture is free from any form of bullying, harassment or victimisation.

In 2019 the Group launched new people policies with the simple aim of becoming a leading flexible employer which recognises that employees work to live. M&G supports all employees with the 'moments that matter' to them through either our market leading family leave policy or other types of paid leave that aim to support employees of all ages, family constructs or faiths. The policies include:

- Our Partnership (our code of conduct)
- Our M&G values and behaviours
- Our Diversity & Inclusion strategy, policy and colleague networks
- Transitioning at Work policy (for transgender colleagues)
- Code of Ethics
- Our 'Speak Out' and 'Raising Concerns at Work' policies

Seeking feedback from employees on the Group's performance in this area is essential. There are a number of ways in which M&G Real Estate Limited achieve this including the ongoing and valued relationships with our employee representatives, the Union and the M&G Employee Forum and through the annual One Voice colleague survey.

The Group seeks to achieve an inclusive working environment and through our Diversity and Inclusion Policy embraces difference and removes barriers to inclusivity. All employees are treated so that they have an equal opportunity, so far as is justifiable, to be selected, trained and promoted. Every reasonable effort will be made to enable disabled persons to be employed by the Group by making adjustments to roles where possible.

Both internal and external training opportunities are provided where they are appropriate to an employee's current role and/or development. Where appropriate, the Human Resources and Learning and Talent Development teams ensure that suitable arrangements can be made with regard to the venue or format of the event to enable all employees to participate.

Qualifying third party indemnity provisions

Qualifying third-party indemnity provisions (as defined by section 234 of the Companies Act 2006) were accordingly in force during the course of the financial year ended 31 December 2019 for the benefit of the then Directors and, at the date of this report, are in force for the benefit of the Directors in relation to certain losses and liabilities which may occur (or have occurred) in connection with their duties, power or office.

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue its operations for a period of at least 12 months from the date that the financial statements are approved. In making this assessment the Directors have considered the profitability, liquidity and solvency of the Company, taking into account current performance and financial position, factors likely to affect the Company's future development, and key risks in the current economic climate. This assessment has taken into consideration the current information available in respect of the COVID-19 outbreak, acknowledging that information in respect of the outbreak and its outcome are highly uncertain.

Going concern (continued)

Due to the uncertainty regarding COVID-19, additional stress tests have been carried out to test the Company's resilience to an increased severity than is currently being experienced and actions available to the Company to mitigate or reduce the impact.

On the basis of the assessment described, the Directors have adopted the going concern basis of accounting in preparing the Company's financial statements for the year ended 31 December 2019.

Engagement with Stakeholders

Engagement with M&G's key stakeholder groups helps foster and maintain relationships and forms an important part the wider Company's operation and is therefore considered at an M&G plc level.
Not all stakeholder engagement is reported directly to the Board or takes place directly with the Board. However, the output of engagement across the wider Company informs business level decisions and proposals, with an overview of developments and relevant feedback being reported to the M&G plc Board and/or its Committees. The purpose of this is to ensure that the M&G plc Board can understand and consider the views of relevant stakeholders when making decisions.

Customers

The customer is at the heart of everything M&G plc does. The M&G plc Board has included in its scheduled meetings regular reports from the Chief Customer and Distribution Officer and determined that its Matters Reserved would cover new forms of business or geographic regions to ensure the Board maintains oversight of who the Company's customers are.

Business partners

The M&G plc Board is conscious of the huge importance of third-party suppliers and business partners in the operating model of the M&G plc business. This is an area of focus for the M&G plc Risk and Audit Committees, examples being the Audit Committee's time spent in 2019 on audit tender considerations and the Risk Committee's review of operational risks connected to technology partners. The Chief Operating Officer gives a full report to the M&G plc Board on all functional matters twice a year and ad hoc reports on projects as necessary. The COO leads the merger and transformation work for the wider group and the M&G plc Board has had careful oversight of this, both in terms of cost and suppliers.

Investors and shareholders

Institutional Shareholders

The M&G plc Board is kept aware of major shareholder issues and concerns through reports from a variety of sources including the CEO and CFO reports, a regular report at every Board meeting by the Director of Investor Relations and feedback from the Chair on his governance meetings with major investors. The Investor Relations Report covers key issues on investor meetings, analyst reports and engagement. The M&G plc Board also maintains continued dialogue with shareholders via its Annual General Meeting (AGM), investor roadshows and interim/full year results presentations.

Retail Shareholders

Retail shareholders have dedicated services in place via the Group Secretariat team and the Group's registrars, Equiniti. The M&G plc Board also takes time to review materials and prepare for the AGM as a key formal interaction with shareholders. On listing, the M&G plc Board was cognisant of the retail shareholder needing a clear introduction to the wider Group. The Group Secretariat team produced a welcome booklet for all shareholders setting out a message from the Chairman and helpful information on dividend payments, voting and contacting the Company.

Regulators

Maintaining strong regulatory relationships, communicating openly, working collaboratively and providing the FCA and all global regulators with timely notification of issues are of vital importance to M&G plc. The business aims to ensure it approaches its relationship with regulators in an open and constructive manner at all times.
In the year and a half prior to demerger M&G plc worked extensively with the FCA and other regulators to develop and maintain this approach which included significant engagement from the Board and members of the Senior Executive team surrounding the demerged business. This included the Chair and other M&G plc Board members meeting separately with the supervisory teams at the FCA to discuss key areas of focus. This approach is a priority and one that M&G plc will continue to take as an independent business operating globally. M&G plc looks forward to working with the regulators in the months and years to come. The M&G plc Board receives a report on regulatory matters at every Board meeting from the Director of Policy and Regulatory Affairs. All relevant regulatory correspondence is made available to the Board in a timely manner via a dedicated Reading Room.

Disclosure of information to auditor

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

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and

- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Post balance sheet events

The Company continues to monitor the effects of the coronavirus (COVID-19) outbreak which has been declared as a pandemic by the World Health Organization. The outbreak has not only prompted widespread health concerns, but has caused recent deteriorations in global market conditions. The eventual outcome is highly uncertain and is largely dependent on how successful authorities are at containing and managing the outbreak.

COVID-19 is expected to result in a deterioration in financial performance over 2020, driven by a reduction in asset management fees earned. The balance of net assets will be impacted accordingly.

Auditor

The auditor, KPMG LLP, will be deemed to have been reappointed as auditor in accordance with section 485 of the Companies Act 2006.

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

A M Brown
Director

Date: 13/07/20

Opinion

We have audited the financial statements of M&G Real Estate Limited ("the Company") for the year ended 31 December 2019 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model, including the impact of Brexit, and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

Strategic Report and Directors' report

The Directors are responsible for the Strategic Report and the Directors' Report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Directors' Report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in the Directors' Responsibilities Statement on page 4, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

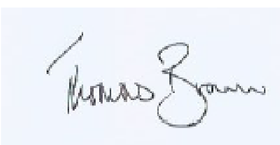
Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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



Thomas Brown (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

15 Canada Square
London
E14 5GL
Date: 15 July 2020

Profit and Loss Account
For the Year Ended 31 December 2019

	Note	2019 £000	2018 £000
Revenue	2	**91,844**	90,377
Gross profit		**91,844**	90,377
Administrative expenses		**(69,459)**	(63,273)
Operating profit		**22,385**	27,104
Income from other fixed asset investments		**9,088**	5,377
Interest receivable and similar income	7	**404**	1,072
Interest payable and similar expenses	8	**(781)**	(62)
Profit before tax		**31,096**	33,491
Tax on profit	9	**(5,510)**	(6,233)
Profit for the financial year		**25,586**	27,258
Other comprehensive income:			
Items that may be reclassified to profit or loss:			
Currency translation differences		**(461)**	81
Total comprehensive income for the year		**25,125**	**27,339**

The notes on pages 16 to 38 form part of these financial statements.

Balance Sheet
As at 31 December 2019

	Note		2019 £000		2018 £000
Fixed assets					
Tangible assets	11		**-**		191
Fixed Asset Investments	12		**8,338**		9,183
			8,338		9,374
Current assets					
Debtors: amounts falling due after more than one year	13	**855**		1,189	
Debtors: amounts falling due within one year	13	**49,882**		36,797	
Bank and cash balances	14	**15,154**		10,558	
		65,891		48,544	
Creditors: amounts falling due within one year	15	**(21,121)**		(15,945)	
Net current assets			**44,770**		32,599
Total assets less current liabilities			**53,108**		41,973
Creditors: amounts falling due after more than one year	16		**(2,410)**		(2,098)
Provisions	19		**(1,552)**		(2,943)
Net assets			**49,146**		36,932
Capital and reserves					
Called up share capital	20		**1**		1
Foreign exchange reserve	21		**(204)**		257
Profit and loss account			**49,349**		36,674
			49,146		36,932

The financial statements were approved and authorised for issue by the Board and were signed on its behalf.

13/07/20

A M Brown
Director

The notes on pages 16 to 38 form part of these financial statements.

Statement of Changes in Equity
For the Year Ended 31 December 2019

		Called up share capital	Foreign exchange reserve	Profit and loss account	Total equity
		£000	£000	£000	£000
At 1 January 2019		**1**	**257**	**36,674**	**36,932**
Comprehensive income for the year					
Profit for the year		**-**	**-**	**25,585**	**25,585**
Foreign currency translation differences - foreign branches		**-**	**(461)**	**-**	**(461)**
Total comprehensive income for the year		**-**	**(461)**	**25,585**	**25,124**
Dividends paid		**-**	**-**	**(13,000)**	**(13,000)**
Share-based payments		**-**	**-**	**101**	**101**
Deferred tax on share-based payments	**-**	**-**	**-**	**(79)**	**(79)**
Current tax on share based payments	**-**	**-**	**-**	**68**	**68**
At 31 December 2019		**1**	**(204)**	**49,349**	**49,146**

The notes on pages 16 to 38 form part of these financial statements.

Statement of Changes in Equity
For the Year Ended 31 December 2018

	Called up share capital	Revaluation reserve	Foreign exchange reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 January 2018 (as previously stated)	1	5,343	176	13,963	19,483
Prior year adjustment	-	(5,343)	-	5,343	-
At 1 January 2018 (as restated)	1	-	176	19,306	19,483
Comprehensive income for the year					
Profit for the year	-	-	-	27,258	27,258
Foreign currency translation differences - foreign branches	-	-	81	-	81
Total comprehensive income for the year	-	-	81	27,258	27,339
Dividends paid	-	-	-	(10,000)	(10,000)
Share-based payments	-	-	-	130	130
Deferred tax on share-based payments	-	-	-	(51)	(51)
Current tax on share based payments	-	-	-	31	31
At 31 December 2018	1	-	257	36,674	36,932

The notes on pages 16 to 38 form part of these financial statements.

1. Accounting policies

1 Basis of preparation of financial statements

M&G Real Estate Limited (the "Company") is a company incorporated and domiciled in the UK.

The financial statements have been prepared under the historical cost convention except that the following assets and liabilities are stated at their fair value in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006: financial instruments classified as fair value through profit and loss, and liabilities for cash-settled share-based payments.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 1.20).

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

1.2 Financial reporting standard 101 - reduced disclosure exemptions

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present
- comparative information in respect of:
    - paragraph 79(a)(iv) of IAS 1
    - paragraph 73(e) of IAS 16 Property, Plant and Equipment
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements in IAS 24 to disclose compensation of Key Management Personnel; and
- the requirements in IAS 24 to disclose transactions with a management entity that provides key management personnel services to the company.

The Company is a subsidiary undertaking of M&G plc which is the ultimate parent company incorporated in England and Wales. Consolidated financial statements are prepared by M&G plc and copies of these are available to the public and may be obtained from the registered office at 10 Fenchurch Avenue, London, EC3M 5AG. Prior to demerger, the ultimate Parent company was Prudential plc, copies of Consolidated financial statements for Prudential plc are available to the public at the registered office 1 Angel Court London EC2R 7AG.

1. Accounting policies (continued)

Financial reporting standard 101 - reduced disclosure exemptions (continued)

As the consolidated financial statements of M&G plc include the equivalent disclosures the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share-based payment

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.3 Change in accounting policies

The Company has adopted the following IFRSs in these financial statements:

- IFRS 16: Leases

IFRS 16 Leases

Date of initial application

On 1 January 2019 the Company adopted IFRS 16. The new standard introduces a single model for all leases, eliminating the distinction in accounting treatment between operating and finance leases for lessees.

Effect of adopting IFRS 16

IFRS 16 applies primarily to leases of major properties occupied by the Company's businesses, where the Company acts as a lessee. Under IFRS 16, these leases have been brought onto the Company's consolidated balance sheet with a 'right of use' asset being established and a corresponding liability, representing the obligation to make lease payments. The previously recognised rental accrual charge in the income statement has been replaced with a depreciation charge for the 'right of use' asset and an interest expense on the lease liability leading to a more front-loaded operating lease cost profile.

On adoption of IFRS 16, lease liabilities were measured at the present value of remaining lease payments, discounted at the Company's incremental borrowing rate. Right of use assets ("ROU") are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease at the date of transition.

The Company has used the following additional practical expedients on adoption of IFRS 16:

- applied a single discount rate to a portfolio of leases with similar characteristics;
- excluded initial direct costs from measurement of ROU asset on initial application;
- used hindsight when determining the lease term if the contract had an option to break the lease;
- not applied IFRS 16 to leases for which the term ends within 12 months of the transition date; and
- for all contracts existing at transition date, only applied IFRS 16 to contracts that were previously identified as leases under IAS 17 and IFRIC 4.

1. Accounting policies (continued)

Effect of adopting IFRS 16 (continued)

When measuring the lease liabilities, the Company discounted lease payments using the incremental borrowing rate as at 1 January 2019 which is 2.11%.

The adoption of IFRS 16 resulted in a lease liability of €684,258 (convert to GBP 605,655) and a corresponding right of use asset of an equal amount being recognised on the consolidated balance sheet.

1.4 Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue its operations for a period of at least 12 months from the date that the financial statements are approved. In making this assessment the Directors have considered the profitability, liquidity and solvency of the Company, taking into account current performance and financial position, factors likely to affect the Company's future development, and key risks in the current economic climate. This assessment has taken into consideration the current information available in respect of the COVID-19 outbreak, acknowledging that information in respect of the outbreak and its outcome are highly uncertain. Due to the uncertainty regarding COVID-19, additional stress tests have been carried out to test the Company's resilience to an increased severity than is currently being experienced and actions available to the Company to mitigate or reduce the impact.

On the basis of the assessment described, the Directors have adopted the going concern basis of accounting in preparing the Company's financial statements for the year ended 31 December 2019.

1.5 Foreign currency

Functional and presentational currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated back to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

The assets and liabilities of foreign operations are translated to the Company's presentational currency, GBP, using foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated on a monthly basis using the average rate for each respective month, where this rate approximates to the foreign exchange rates ruling at the date of the transactions.

Exchange differences arising from this translation of foreign operations are reported as an item of other comprehensive income and accumulated in the foreign exchange reserve or non-controlling interest, as the case may be.

1. Accounting policies (continued)

1.6 Revenue

Management fee revenue is based on investment assets under management and is only recognised when the Company satisfies its performance obligation to provide the asset management services. It is recognised in the accounting period in which the services are rendered and is recognised net of rebates.

Since the asset management service the Company provides is a continuous service, it satisfies its performance obligation over time. Therefore, the Company meets the criteria for its revenue to be recognised over time as the client benefits from the asset management services received from the Company.

Performance fee revenue is based on the achievement of prescribed performance hurdles. It is only recognised when the performance obligations are satisfied or upon the crystallisation event occurring and when it is highly probable that a significant reversal will not occur.

Transaction fee revenue is based on the value of the properties that are bought and sold by the Company and is only recognised when the Company satisfies its performance obligation to purchase or sell the property.

Insurance related income relates to premiums paid by the Company's clients. Premiums are recognised over the period of the contract with the clients.

1.7 Leases

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. In simple terms this applies if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At inception the Company allocates the consideration in a contract to each lease component. However, for the leases of land and buildings, in which the Company acts as lessee, the Company has elected to account for the lease and non-lease components as a single lease component.

Where the Company acts as a lessee, it recognises a ‘right of use’ asset and a corresponding lease liability, representing the obligation to make lease payments at the lease commencement date. The Company applies the cost model to right of use assets, except for those that meet the definition of an investment property, to which the fair value model is applied.

The asset is initially measured at cost which comprises the amount of the lease liability, and lease payments made at or before the commencement date, any initial direct costs incurred and an estimate of the costs related to the dilapidation of the asset that would be incurred, less any lease incentives received. Subsequently, the asset is depreciated using the straight-line method from the commencement date to the earlier of (i) the end of the right of use asset’s useful life and (ii) the end of the lease term.

The lease liability is initially measured at the present value of lease payments that are not yet paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company’s own incremental borrowing rate.

Subsequently, the lease liability is measured at amortised cost, using the effective interest method. From time to time, the lease liability may be re-measured where there is a change in future lease payments, for example where the Company reassesses whether it will exercise a purchase, extension or termination option. Where this happens, a corresponding adjustment is made to the carrying amount of the right of use asset or an amount is recognised in the consolidated income statement if the carrying amount of the right of use asset has been reduced to zero.

1. Accounting policies (continued)

Leases (continued)

The Company presents the right of use assets that do not meet the definition of investment property in 'Property, plant and equipment' on the consolidated balance sheet. The corresponding lease liabilities are presented in 'Lease liabilities.

The Company has elected not to recognise right of use assets and lease liabilities for short term leases of PPE that have a lease term of 12 months or less and leases of low value assets. The Company recognises lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Where the Company acts as lessor, it classifies and accounts for its leases as operating or finance leases.

Where the Company acts as an intermediate lessor, as it does with some of its property leases, it accounts for its interests in the head lease and the sub lease separately. The Company assesses the lease classification of a sub-lease with reference to the right of use asset arising from the head lease, not with reference to the underlying asset. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'Financial Income'.

1.8 Interest receivable and similar income

Interest receivable is recognised in profit or loss as it accrues.

Foreign currency gains are reported on a net basis, if applicable.

1.9 Interest payable and similar charges

Interest payable is recognised in profit or loss as it accrues.

Foreign currency losses are reported on a net basis, if applicable.

1.10 Pensions

Pensions

The Company participates in the Prudential plc group wide defined benefit pension plan ("the Prudential Staff Pension Scheme") and the M&G Group wide defined benefit pension plan ("the M&G Group Pension Scheme".) These schemes are closed to new members.

The Company is unable to identify its share of the underlying assets and liabilities of the scheme on a consistent and reasonable basis and therefore accounts for the scheme as if it was a defined contribution scheme.

For those employees who are not members of the defined benefit scheme, contributions are made by the Company to a defined contribution plan.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

1. Accounting policies (continued)

1.11 Share based payments

All share based payments made to employees for services rendered, for which the ultimate parent company (M&G plc) has the obligation to settle, are measured based on the fair value of the equity instrument granted. The fair value takes into account the impact of market based vesting conditions and non-vesting conditions, but excludes any impact of non-market based vesting conditions. The related share based payment expense is recognised over the vesting period. The fair value may be determined using an option pricing model such as Black-Scholes or a Monte Carlo Simulation where appropriate, taking into account the terms and conditions of the award.

Following the demerger, all share-based payments are equity-settled with the fair value of service rendered based on the fair value of the equity instrument at the date of demerger (or the grand date for schemes beginning after demerger date) which is not remeasured subsequently. The share based payment expense is based on the number of equity instruments expected to vest over the vesting period, with the corresponding entry to equity.

A cancellation of an award without the grant of a replacement equity instrument is accounted for as an acceleration of vesting. Accordingly, any share based expense that would have been recognised over the remaining vesting period is recognised immediately.

Where replacement equity instruments are granted to employees in place of the cancelled equity instruments, the replacement award is treated as a modification of the original award. At the point of replacement, the awards are remeasured to the fair value at the date of replacement, which forms the basis of recognising the expense over the remaining vesting period.

Prior to demerger the Group, as part of the wider Prudential plc group, offered share award and option plans which included both equity-settled and cash-settled plans. Schemes are accounted for as cash-settled where the Group has the obligation to settle with the recipients. The fair value of the amount payable is recognised as an expense, with a corresponding increase in liabilities, over the period in which the employees become unconditionally entitled to payment. The liability is remeasured at each balance sheet date and at settlement date. Any changes in the fair value of the liability are recognised as personnel expenses in profit or loss.

1.12 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future are not provided for. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

1. Accounting policies (continued)

1.13 Expenses

Administrative expenses include a recharge from the immediate parent company of costs borne on behalf of the Company.

1.14 Tangible fixed assets

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The parts of an item of property, plant and equipment have different useful lives and are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment.

The estimated useful lives range as follows:

Long-term leasehold improvements	over remaining lease term
Equipment and fittings	5 - 10 years

1.15 Provisions for liabilities

A provision is recognised on the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, which can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

1.16 Dividends

Equity dividends are recognised when they become legally payable.

1.17 Financial instruments

(i) Recognition and initial measurement

Trade receivables issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

1. Accounting policies (continued)

(ii) Classification and subsequent measurement

(a) Classification

On initial recognition, a financial asset is classified as measured at: amortised cost or fair value through profit and loss.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through profit or loss. Investments in subsidiaries are carried at cost less impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

(b) Subsequent measurement and gains and losses

- Financial assets at fair value through profit and loss - these assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

- Financial assets at amortised cost - these assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities and equity

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and

1. Accounting policies (continued)

***ii) Classification and subsequent measurement**. Financial liabilities and equity (continued)*

- where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Financial liabilities are classified as measured at amortised cost and are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit and loss.

Impairment

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

Loss allowances are measured at an amount equal to lifetime expected credit losses, except for other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, which are measured as 12-month expected credit loss.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime expected credit loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the group is exposed to credit risk.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the group expects to receive). Expected credit losses are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

1. Accounting policies (continued)

ii) Classification and subsequent measurement *(continued)*

Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

1.18 Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee and the obligation can be estimated reliably.

1.19 Long-term incentive plan (LTIP)

Long-term incentive plans are long-term bonus schemes earned over three years, linked to the business performance. Long-term incentive plans are measured on an undiscounted basis and are expensed over the three year period. A liability is recognised for the amount expected to be paid under long term incentive plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

1.20 Accounting estimates and judgements

In the process of applying the EU IFRS accounting policies listed above, key assumptions and estimates have been made at the balance sheet date. The estimates and assumptions that could have a significant effect on the carrying amounts of assets and liabilities are:

Estimates

Trade and other payables – long term incentive plans

The Company's Long-Term Incentive Plan (LTIP) are long-term employee benefits. Long-term employee benefit liabilities include the constructive obligation to employees from past practice and are subject to the achievement of performance criteria, typically over a period of not less than three years. In particular, the long-term employee benefit liability measurement may include assumptions regarding vesting conditions and the performance of each employee's business unit and/or performance of M&G funds that each respective employee directly influences.

1.21 EU IFRS not applied yet

The following new accounting pronouncements have also been issued and are not yet effective:

- Definition of a business (Amendments to IFRS 3), issued in October 2018 and effective from 1 January 2020;
- Interest rate benchmark reform (Amendments to IFRS 9, IAS 39 and IFRS 7), issued in September 2019 and effective from 1 January 2020;
- Definition of material (Amendments to IAS 1 and IAS 8), issued in October 2018 and effective from 1 January 2020; and
- Revised Conceptual Framework for Financial Reporting issued in March 2018 and effective from 1 January 2020.

The Company is not expecting these pronouncements to have a significant impact on the Company's financial statements.

2. Analysis of revenue

An analysis of revenue by class of business is as follows:

	2019 £000	2018 £000
Property fund management fees net of rebates*	**89,797**	84,646
Transaction fees	**1,117**	4,553
Insurance related income	**930**	1,178
	91,844	90,377

All revenue arose within Europe.

*Revenue includes management fee income from intergroup companies of £50,876,431 (2018: £58,887,440) and transaction fees from intergroup companies of £778,834 (2018: £1,118,955).

3. Auditor's remuneration

The Company paid the following amounts to its auditors in respect of the audit of the financial statements:

	2019 £000	2018 £000
Audit of these financial statements	**40**	25

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, M&G plc.

4. Employees

Staff costs, including Directors' remuneration, were as follows:

	2019 £000	2018 £000
Wages and salaries	**26,393**	25,661
Social security costs	**3,648**	3,622
Cost of defined benefit scheme	**306**	334
Cost of defined contribution scheme	**1,807**	1,580
Share based payments	**101**	165
	32,255	31,362

The average monthly number of employees, including the Directors, during the year was as follows:

	2019 No.	2018 No.
Employees	**215**	217

5. Directors' remuneration

	2019 £000	2018 £000
Directors' salaries and bonuses	**2,698**	2,844
Amounts receivable under long-term incentive schemes	**549**	1,022
Company contributions to defined contribution pension schemes	**14**	19
Compensation for loss of office	**57**	8
	3,318	3,893

Where Directors provide services to multiple Group companies, the amounts paid for services of Directors are apportioned based on the time spent on the affairs of each company.

The aggregate of remuneration and amounts receivable under long term incentive schemes of the highest paid Director was £1,157,660 (2018: £1,098,905), and company pension contributions of £nil (2018: £nil) were made to a defined contribution scheme on their behalf. During the year, the highest paid Director did not exercise share options.

All Directors received emoluments in connection with the management of the affairs of the Company, with the exception of one in 2019.

	2019	2018
Retirement benefits are accruing to the following number of Directors under:		
Defined contribution schemes	**5**	2
Defined benefit schemes	**2**	5

	2019	2018
The number of Directors who exercised share options was	**1**	1
The number of Directors in respect of whose qualifying services shares were received or receivable under long term incentive schemes was	**7**	8

6. Income from investments

	2019 £000	2018 £000
Dividend income on financial assets	**4,500**	3,500
Dividends received from subsidiaries	**4,588**	1,877
	9,088	5,377

7. Interest receivable and similar income

	2019 £000	2018 £000
Interest receivable from group companies	**37**	2
Net gain on financial assets at fair value through profit or loss	**-**	1,066
Net foreign exchange gain	**359**	-
Bank interest receivable	**8**	4
	404	1,072

8. Interest payable and similar expenses

	2019 £000	2018 £000
Net loss on financial assets at fair value through profit and loss	**781**	-
Net foreign exchange loss	**-**	62
	781	62

9. Taxation

	2019 £000	2018 £000
Corporation tax		
Current tax on profits for the year	**4,327**	5,288
Adjustments in respect of previous periods	**226**	(105)
	4,553	5,183
Foreign tax		
Foreign tax on income for the year	**697**	812
Foreign tax in respect of previous periods	**5**	6
	702	818
Total current tax	**5,255**	6,001
Deferred tax		
Origination and reversal of timing differences	**192**	239
Changes to tax rates	**55**	26
Adjustment in respect of prior periods	**8**	(33)
Total deferred tax	**255**	232
Tax on profit on ordinary activities	**5,510**	6,233

Factors affecting tax charge for the year

The standard rate of Corporation Tax in the UK was due to change from 19% to 17% with effect from 1 April 2020. Deferred tax is provided at the tax rates enacted at the balance sheet date applicable to when the temporary differences are expected to reverse. Following the budget announcement on 11 March 2020, the repeal of the legislation to reduce the tax rate was substantively enacted on 17 March 2020. Accordingly, the reduction in tax rate will no longer take place. The impact of this post balance sheet event will be to increase the closing deferred tax asset from £854k to £954k and the unrecognised deferred tax asset from £425k to £475k.

	2019 £000	2018 £000
Profit on ordinary activities before tax	**31,096**	33,491
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	**5,908**	6,363
Effects of:		
Higher rate taxes on overseas earnings	**169**	254
Adjustments to tax charge in respect of prior periods	**239**	(132)
Adjustment in respect of Controlled Foreign Companies	**707**	867
Non-deductible expenses	**154**	43
Non-taxable income	**(1,727)**	(1,224)
Changes to tax rates	**55**	26
Share options	**2**	33
Transfer pricing adjustments	**3**	3
Total tax charge for the year	**5,510**	6,233

10. Dividends paid

	2019 £000	2018 £000
On 1,000 ordinary shares of £1 each	**13,000**	10,000

11. Tangible fixed assets

	Long-term leasehold improvements £000	Office equipment £000	Right of use asset £000	Total £000
Cost				
At 1 January 2019	**3,885**	**801**	**-**	**4,686**
Adoption of IFRS 16	**-**	**-**	**605**	**605**
Disposals	**-**	**-**	**(531)**	**(531)**
Effect of movements in foreign exchange	**(16)**	**(1)**	**-**	**(17)**
At 31 December 2019	**3,869**	**800**	**74**	**4,743**
Depreciation				
At 1 January 2019	**3,695**	**800**	**-**	**4,495**
Charge owned for the period	**181**	**1**	**74**	**256**
Effect of movements in foreign exchange	**(7)**	**(1)**	**-**	**(8)**
At 31 December 2019	**3,869**	**800**	**74**	**4,743**
Net Book value				
1 January 2019	190	1	-	190
31 December 2019	-	-	-	-

12. Fixed asset investments

	Investments in subsidiary companies £000	Other fixed asset investments £000	Total £000
Cost or valuation			
At 1 January 2019	**2,174**	**7,009**	**9,183**
Additions	**37**	**-**	**37**
Disposals	**-**	**(100)**	**(100)**
Revaluations	**-**	**(780)**	**(780)**
At 31 December 2019	**2,211**	**6,127**	**8,338**

Fixed asset investments (continued)

Other fixed asset investments comprise the Company's holding of 100% (2018: 100%) of the cellular redeemable preference shares in the property cell of M&G Prudential Guernsey PCC Limited, a new standalone Guernsey incorporated and domiciled protected cell company ("Guernsey Property Cell"). The Company bears all risks and rewards of the Guernsey Property Cell, however power and all influence over the Guernsey Property Cell is held by M&G Prudential (Holdings) Limited, an entity over which the Company holds no control.

The Company provided a deed of guarantee and indemnity in connection with the Real Estate cell's operations. The deed provides that, subject to a maximum aggregate liability of £1,000,000 (2018: £1,000,000), the Company will guarantee amounts owing by Real Estate cell to the principal insurer and indemnify the principal insurer against losses incurred by Real Estate cell.

Investments in subsidiaries and associates

The Group has the following investments in subsidiary entities:

(a) Direct subsidiaries

Subsidiaries	Registered office	Registered Number	Class of Equity Held	Ownership % 2019	Ownership % 2018
M&G RE Espana 2016, S.L.	Calle Fortuny 6 - 4°A, 28010, Madrid, Spain	B87676896	Ordinary shares	100%	100%
M&G Real Estate Asia Holding Company Pte Ltd	10 Marina Boulevard, #31 03 Marina Bay Financial Centre, Singapore	201543062C	Ordinary shares	67%	67%
M&G Real Estate Funds Management SARL	34 38 Avenue de la Liberte, L 1930, Luxembourg	B175545	Ordinary shares	100%	100%
M&G RPF GP Limited	10 Fenchurch Avenue, London, EC3M 5AG	08407747	Ordinary shares	100%	100%
M&G UK Property GP Limited	10 Fenchurch Avenue, London, EC3M 5AG	08462545	Ordinary shares	100%	100%
Prudential Property Investment Managers Ltd	10 Fenchurch Avenue, London, EC3M 5AG	08732334	Ordinary shares	100%	100%
M&G Prudential Guernsey PCC Limited	10 Fenchurch Avenue, London, EC3M 5AG	66396	Ordinary shares	-	100%
M&G UK Shared Ownership Limited	10 Fenchurch Avenue, London, EC3M 5AG	12199619	Ordinary shares	100%	-

(b) Indirect subsidiaries

Subsidiaries	Registered office	Registered Number	Class of Equity Held	Ownership % 2019	Ownership % 2018
M&G Real Estate Asia Pte Limited	10 Marina Boulevard, #31 03 Marina Bay Financial Centre, Singapore	200610218G	Ordinary shares	67%	67%
M&G Real Estate Japan Co. Limited	Shiroyama Trust Tower, Tokyo, Japan	0100-01-148048	Ordinary shares	67%	67%
M&G Real Estate Korea Co. Limited	15th Floor, Kyobo Building, 1 Jongno, Jongno gu, Seoul, 110 714, Korea	110111-4931831	Ordinary shares	67%	67%
M&G RPF Nominee 1 Limited	10 Fenchurch Avenue, London, EC3M 5AG	08409413	Ordinary shares	100%	100%
M&G RPF Nominee 2 Limited	10 Fenchurch Avenue, London, EC3M 5AG	08410027	Ordinary shares	100%	100%
M&G UK Property Nominee 1 Limited	10 Fenchurch Avenue, London, EC3M 5AG	08494699	Ordinary shares	100%	100%
M&G UK Property Nominee 2 Limited	10 Fenchurch Avenue, London, EC3M 5AG	08494704	Ordinary shares	100%	100%

13. Debtors

	2019 £000	2018 £000
Due after more than one year		
Deferred tax asset	**855**	1,189

	2019 £000	2018 £000
Due within one year		
Trade debtors	**3,209**	362
Amounts owed by group undertakings	**40,721**	30,202
Other debtors	**2,623**	3,364
Prepayments and accrued income	**3,329**	2,869
	49,882	36,797

14. Cash and cash equivalents

	2019 £000	2018 £000
Cash at bank and in hand	**15,154**	10,558

15. Creditors: Amounts falling due within one year

	2019 £000	2018 £000
Amounts owed to group undertakings	**7,274**	362
Corporation tax	**385**	1,736
Other taxation and social security	**482**	200
Other creditors	**182**	329
Accruals and deferred income	**12,798**	13,318
	21,121	15,945

16. Creditors: Amounts falling due after more than one year

	2019 £000	2018 £000
Accruals and deferred income	**2,410**	2,098

17. Financial instruments

The carrying value of trade and other debtors, trade and other creditors, loans and cash is a reasonable approximation of their fair value.

	2019 £000	2018 £000
Financial assets		
Financial assets measured at fair value through profit or loss	**6,128**	7,009

Financial assets measured at fair value through profit or loss comprise the Company's investment in Furnival. The net assets of Furnival's property cell are the Company's measure of fair value. The investment is classified as fair value through profit and loss according to the accounting policy to IFRS 9.

18. Deferred taxation

	Deferred tax £000
At 1 January 2019	**1,189**
Charged to profit or loss	**(247)**
Adjustment in respect of prior years	**(10)**
Charge in equity for the period	**(79)**
Charged to other comprehensive income	**2**
At 31 December 2019	**855**

The deferred tax asset is made up as follows:

	2019 £000	2018 £000
Fixed assets	**74**	62
Share schemes	**-**	79
Pension	**7**	9
Provisions	**131**	190
Bonus	**45**	60
Long-term incentive plan	**487**	732
Holiday pay entitlement	**111**	57
	855	1,189

Deferred taxation (continued)

Based on current capital investment plans, the Company expects to be able to claim capital allowances in excess of depreciation in future years at a similar level to the current year.

Deferred income tax assets are recognised for tax loss carry forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The company did not recognise deferred income tax assets of £425,008 (2018: £425,008) in respect of losses amounting to £2,500,049 (2018: £2,500,049).

19. Provisions

	Investment management losses £000	Dilapidation provision £000	Project provision £000	Total £000
At 1 January 2019	**1,000**	**600**	**1,343**	**2,943**
Charged to profit or loss	**249**	**-**	**-**	**249**
Released	**(364)**	**-**	**-**	**(364)**
Utilised in year	**(115)**	**-**	**(1,161)**	**(1,276)**
At 31 December 2019	**770**	**600**	**182**	**1,552**

Investment management losses:

Provisions for losses suffered by investors in funds managed by the Company.

Dilapidation provision:

Provision for the cost of making good any changes made to the Company's UK premises on lease expiry in 2020.

Project provision:

Provision for costs related to implementation of a new IT system.

20. Share capital

	2019 £000	2018 £000
Allotted, called up and fully paid		
1,000 ordinary shares of £1.00 each	**1**	1

21. Reserves

Foreign exchange reserve

The foreign exchange reserve comprises all foreign exchange differences arising since 1 January 2014 (the transition date to FRS 101) from the translation of foreign operations.

22. Share based payments

a) Description of the plans

The M&G Group operates various share-based payment schemes that award M&G plc shares to participants upon meeting the required vesting conditions. Details of those schemes are stated below:

Discretionary schemes:

Long-term Incentive Plan (LTIP)

Long-term incentive plans are long-term bonus schemes earned over three years, linked to the business performance.

Group Deferred Bonus Plan (GDBP)

Under this legacy plan, a portion of a participant's annual bonus was delivered through an award over shares. Awards vest at the end of a three year performance period. There are no performance conditions associated with this plan but malus provisions do apply.

Approved schemes:

Save As You Earn (SAYE) plans

The Group operates Save-as-you-earn (SAYE) plans, which allow eligible employees the opportunity to save a monthly amount from their salaries, over either a three or five year period, which can be used to purchase shares in M&G plc at a predetermined price subject to the employee remains in employment for three years after the grant date of the options and that the employee satisfying the monthly savings requirement.

Share Incentive Plan (SIP)

In addition, to celebrate the demerger, all eligible employees were provided with M&G plc shares with a value of £2,000. The awards vest subject to the employee remaining in employment for 2 years.
All approved schemes are accounted for as equity-settled as the awards would be settled in M&G plc shares.

The previous approved SAYE and SIP schemes that operated prior to demerger were cancelled with all participants treated as good leavers. This resulted in an incremental expense of £0.8m recorded at the date of demerger for the M&G Group. Prior to demerger these schemes were accounted for as equity-settled as Prudential plc had the obligation to settle these awards.

Share based payments (continued)

b) Outstanding options and awards

As at 31 December 2019 movements in outstanding options and awards under the Group's share-based compensation plans.

	Outstanding options under SAYE schemes
	2019
Outstanding as at 21 October	-
Granted	670,458
Exercised	-
Outstanding as at 31 December	670,458
Options immediately exercisable at 31 December	-

The following table provides a summary of the range of exercise prices for the SAYE options. The awards under the other schemes do not have an exercise price:

	Number outstanding	**Weighted average remaining contractual life (years)**	**Weighted average exercise prices (£)**	**Number exercisable**
£1 - £2	670,458	3.47	1.84	-

c) Fair value of options and awards

The fair value of all awards, except for the LTIP TSR award and the SAYE options, is based on the M&G plc share price at the date of grant.

The determination of the fair value of the LTIP TSR award and the SAYE options requires the use of various assumptions which are disclosed below:

	LTIP	**SAYE options**
Dividends yield (%)	-	7.30%
Expected volatility (%)	22.50%	20.00%
Risk-free interest rate (%)	0.80%	0.80%
Expected option life (years)	-	3.68
Weighted average exercise price (£)	-	1.84
Weighted average share price at grant date (£)	2.18	2.44
Weighted average fair value at grant date (£)	0.21	0.33

The Group uses the Black-Scholes model to value the SAYE options whereas the TSR performance conditions are valued using a Monte-Carlo model. In determining the fair value of options granted the historic volatility of the share price of suitable peers and a risk-free rate determined by reference to swap rates was also considered.

Share based payments (continued)

d) Share-based payment expense charged to the income statement

Total expenses recognised in the year in the Group financial statements relating to share-based compensation is as follows:

	As at 31 December 2019 £000	As at 31 December 2018 £000
Equity settled share-based payment expense	148	130

23. Leases

The Group adopted IFRS 16 on 1 January 2019. For further details see Note 1.3.

At 31 December 2019 the Company had no future minimum lease payments under non-cancellable operating leases:

	2019 £000	2018 £000
Less than one year	**-**	137
Between one and five years	**-**	451
More than five years	**-**	122

Right-of-use assets

Right-of-use assets related to lease properties that do not meet the definition of investment properties are presented as tangible fixed assets (see note 11):

	Tangible fixed assets £000
NBV	
Balance at 1 January 2019	**-**
Adoption of IFRS 16	**605**
Depreciation charge for the year	**(74)**
Derecognition of right-of-use assets	**(531)**
At 31 December 2019	**0**

The following amounts have been recognised in profit or loss for which the Company is a lessee:

	2019 £000
Interest expense on lease liabilities	**9**

24. Related party transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned group companies and the exemption under paragraph 8(j) of FRS101 not to disclose key management personnel compensation and amounts incurred for the provision of key management personnel services by a separate management entity.

25. Post balance sheet events

The Company continues to monitor the effects of the coronavirus (COVID-19) outbreak which has been declared as a pandemic by the World Health Organization. The outbreak has not only prompted widespread health concerns, but has caused recent deteriorations in global market conditions. The eventual outcome is highly uncertain and is largely dependent on how successful authorities are at containing and managing the outbreak.

COVID-19 is expected to result in a deterioration in financial performance over 2020, driven by a reduction in asset management fees earned. The balance of net assets will be impacted accordingly.

26. Ultimate Parent undertaking

The Company's immediate parent Company is M&G FA Limited.

The Company is a subsidiary undertaking of M&G plc which is the ultimate parent Company incorporated in England and Wales. Consolidated financial statements are prepared by M&G plc and copies of these are available to the public and may be obtained from the registered office at 10 Fenchurch Avenue, London, EC3M 5AG. Prior to demerger, the ultimate Parent Company was Prudential plc, copies of Consolidated financial statements for Prudential plc are available to the public at the registered office 1 Angel Court London EC2R 7AG.