CPUK Finance Limited

Annual report and financial statements

For the 52 weeks ended 21 April 2016

Company registration number: 108635 (Jersey)

Financial statements
52 weeks ended 21 April 2016

Contents

Directors' report
For the 52 weeks ended 21 April 2016

The Directors present their report and audited financial statements of CPUK Finance Limited (the "Company") for the 52 weeks ended 21 April 2016 (2015: 52 weeks ended 23 April 2015), which have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union. The Company was incorporated under the Companies (Jersey) Law 1991 as a public limited liability company on 20 July 2011. The registration number of the Company is 108635.

Principal activities

The Company was established as a structured entity to issue fixed rate secured notes (the "Notes") and to apply the proceeds to make advances to the borrower companies within the group headed by Center Parcs (Holdings 1) Limited (the "Group") in accordance with the loan agreements governing the transaction. The Notes are secured by first ranking security over the assets of the Group. All of the classes of Notes are listed on the Irish Stock Exchange.

On 28 February 2012 the Company issued

- £300,000,000 4.811% Class A1 Fixed Rate Secured Notes,
- £440,000,000 7.239% Class A2 Fixed Rate Secured Notes and
- £280,000,000 11.625% Class B Fixed Rate Secured Notes.

The final maturity date on all of these Notes was 28 February 2042. Expected maturity dates were 28 February 2017, 28 February 2024 and 28 February 2018 for the A1, A2 and B Notes respectively.

On 11 June 2015 the Company issued

- £350,000,000 2.666% Class A3 Fixed Rate Secured Notes and
- £140,000,000 3.588% Class A4 Fixed Rate Secured Notes.

The final maturity date on both of these Notes is 28 February 2042. Expected maturity dates are 28 February 2020 and 28 August 2025 for the A3 and A4 Notes respectively. Part of the proceeds of this issuance was used to repay the £300.0 million of A1 Notes in full.

On 3 August 2015 the Company issued

- £560,000,000 7.000% Class B2 Fixed Rate Secured Notes.

The final maturity date on these notes is 28 February 2042; the expected maturity date is 28 August 2020. Part of the proceeds of this issuance was used to repay the £280.0 million of B Notes in full.

Following the issuances and repayments outlined above, the Company's secured debt at 21 April 2016 totalled £1,490.0 million, being £440.0 million of A2 notes, £350.0 million of A3 notes, £140.0 million of A4 notes and £560.0 million of B2 notes.

The proceeds of the issue were used to finance certain Group companies on identical terms to those outlined above. All costs incurred by the Company during the current and prior period were recovered, by way of the facility fee arrangement, from the Group under the Class A Issuer/Borrower Loan Agreement.

The consolidated financial statements of Center Parcs (Holdings 1) Limited incorporate the results of the Company. The Directors of both CPUK Finance Limited and Center Parcs (Holdings 1) Limited consider that the Company is a structured entity as defined by IFRS 10 and in accordance with the requirements of that standard is consolidated as part of the Center Parcs (Holdings 1) Limited Group.

Directors' report
For the 52 weeks ended 21 April 2016 (continued)

Business review

On 3 August 2015 the Group, including all subsidiary undertakings, was acquired by a fund managed by Brookfield Property Group, a subsidiary of Brookfield Asset Management Inc.

The principal risks and uncertainties of the Company are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of the Group which include those of the Company are discussed within the Strategic report of the Center Parcs (Holdings 1) Limited Annual Report which does not form part of this report.

No changes to the nature of the business are anticipated.

Key performance indicators and financial risk management

The key performance indicators (KPIs) and financial risk management of the Company are integrated with those of the Group and are not assessed separately. An analysis of the KPIs of the Group, which include those of the Company, together with the Group's financial risk exposure, and the management objectives and policies thereon, is presented within the Strategic report of the Center Parcs (Holdings 1) Limited Annual Report which does not form part of this report. A copy of the Center Parcs (Holdings 1) Limited Annual Report can be obtained on application to The Company Secretary, One Edison Rise, New Ollerton, Newark, Nottinghamshire, NG22 9DP.

Results and dividends

The results of the Company for the period show a profit of £70,000 (2015: £1,000). The Directors have not proposed the payment of a dividend (2015: no dividends proposed or paid).

Going concern

All costs incurred by the Company are recharged to members of the Center Parcs (Holdings 1) Limited group of companies. As such, the financial statements have been prepared on the going concern basis.

Directors

The Directors who served the Company during the period and up to the date of this report, unless otherwise stated, were as follows:

J E Keighley (resigned 30 October 2015)
R W Berry
C A Wallace
P H Whitaker (appointed 30 October 2015)

The registered office of the Company is 47 Esplanade, St Helier, Jersey, JE1 0BD. The Company Secretary is Structured Finance Management Offshore Limited.

Directors' report
For the 52 weeks ended 21 April 2016 (continued)

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial statements are required by law to 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.

However, Directors are also required to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

The Directors are responsible for keeping proper accounting records that 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 (Jersey) Law 1991. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor

A resolution to reappoint Deloitte LLP, who were appointed as auditor during the period, will be proposed at the Annual General Meeting. PricewaterhouseCoopers LLP resigned as auditor on 13 November 2015.

On behalf of the board

Claudia Wallace
Director
24 June 2016

Independent auditor's report to the members of CPUK Finance Limited

We have audited the financial statements of CPUK Finance Limited for the 52 weeks ended 21 April 2016 which comprise the Income Statement, the Statement of Changes in Equity, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU)

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. 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.

Respective responsibilities of Directors and auditor

As explained more fully in the Statement of Directors' responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 21 April 2016 and of its profit for the 52 weeks then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union (EU); and
- have been prepared in accordance with the Companies (Jersey) Law 1991.

Independent auditor's report to the members of CPUK Finance Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept, or proper 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
- we have not received all the information and explanations we require for our audit.

Alistair Pritchard FCA

Alistair Pritchard FCA
for and on behalf of Deloitte LLP
Chartered Accountants
Nottingham, UK

24 June 2016

Income Statement

for the 52 weeks ended 21 April 2016

	Note	**52 weeks ended 21 April 2016 £m**	52 weeks ended 23 April 2015 £m
Operating profit		**-**	-
Finance expense			
Before exceptional/non-underlying finance expense	4	**(85.9)**	(79.4)
Exceptional/non-underlying finance expense	4	**(36.8)**	-
Total finance expense		**(122.7)**	(79.4)
Finance income			
Before exceptional/non-underlying finance income	5	**86.0**	79.4
Exceptional/non-underlying finance income	5	**36.8**	-
Total finance income		**122.8**	79.4
Profit before taxation		**0.1**	-
Taxation	6	**-**	-
Profit for the period attributable to equity shareholders	12	**0.1**	-

All amounts relate to continuing activities.

The Company has no recognised income or expenses other than the profit for the period above and so no Statement of Comprehensive Income is presented.

The notes on pages 10 to 20 form part of these financial statements.

Statement of Changes in Equity
for the 52 weeks ended 21 April 2016

	Attributable to owners of the parent		
	Share capital £m	**Retained earnings £m**	**Total £m**
At 24 April 2014 and 23 April 2015	-	-	-
Comprehensive income			
Profit for the period	-	0.1	0.1
At 21 April 2016	**-**	**0.1**	**0.1**

The notes on pages 10 to 20 form part of these financial statements.

Balance Sheet
At 21 April 2016

	Note	21 April 2016 £m	23 April 2015 £m
Assets			
Non-current assets			
Trade and other receivables	7	**1,490.0**	1,020.0
		1,490.0	1,020.0
Current assets			
Trade and other receivables	7	**12.3**	11.8
Derivative financial instruments	10	**-**	16.8
Cash and cash equivalents		**0.1**	-
		12.4	28.6
Liabilities			
Current liabilities			
Trade and other payables	8	**(12.3)**	(11.8)
Derivative financial instruments	10	**-**	(16.8)
		(12.3)	(28.6)
Net current assets		**0.1**	-
Non-current liabilities			
Borrowings	10	**(1,490.0)**	(1,020.0)
Net assets		**0.1**	-
Equity			
Ordinary shares	11	**-**	-
Retained earnings	12	**0.1**	-
Total equity		**0.1**	-

The financial statements on pages 6 to 20 were approved by the Board of Directors on 24 June 2016 and were signed on its behalf by:

Claudia Wallace
Director

CPUK Finance Limited
Registered no. 108635

The notes on pages 10 to 20 form part of these financial statements.

Cash Flow Statement

for the 52 weeks ended 21 April 2016

	52 weeks ended 21 April 2016 £m	52 weeks ended 23 April 2015 £m
Operating activities		
Operating profit	-	-
Net cash flow from operating activities	-	-
Investing activities		
Interest received	**85.5**	79.6
Reimbursement of break costs	**36.2**	-
Reimbursement of issue costs and consent fees	**16.5**	
Loans repaid by related parties	**580.0**	-
Loans advanced to related parties	**(1,050.0)**	-
Net cash outflow from investing activities	**(331.8)**	79.6
Financing activities		
Interest paid	**(85.4)**	(79.6)
Break costs on secured debt	**(36.2)**	-
Issue costs and consent fees on secured debt	**(16.5)**	-
Repayment of external borrowings	**(580.0)**	-
Proceeds from external borrowings	**1,050.0**	-
Net cash inflow from financing activities	**331.9**	(79.6)
Net movement in cash and cash equivalents	**0.1**	-
Reconciliation of net cash flow to movement in net debt		
Movement in cash and cash equivalents in the period	**0.1**	-
Cash inflow from movement in net debt	**(470.0)**	-
Movement in net debt in the period	**(469.9)**	-
Net debt at beginning of the period	**(1,020.0)**	(1,020.0)
Net debt at end of the period	**(1,489.9)**	(1,020.0)

The notes on pages 10 to 20 form part of these financial statements.

Notes to the financial statements
for the 52 weeks ended 21 April 2016

1. Accounting policies

General information
The Company was incorporated under the Companies (Jersey) Law 1991, as a public limited liability company. The address of its registered office is 47 Esplanade, St Helier, Jersey, JE1 0BD. The Company is resident in the UK for tax purposes.

Statement of compliance
These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations adopted by the European Union (EU).

The principal accounting policies applied in the preparation of these financial statements are set out below. All accounting policies are consistent with the prior period.

Basis of preparation
The financial statements have been prepared under the historical cost convention, fair value requirements and on a going concern basis. The Company's accounting reference date is 22 April.

Going concern
All costs incurred by the Company are recharged to members of the Center Parcs (Holdings 1) Limited group of companies. As such, the financial statements have been prepared on the going concern basis.

Key assumptions and significant judgements
The preparation of financial statements requires management to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Financial instruments
The Company classifies its financial assets into two categories, being fair value through profit and loss, and loans and receivables. Financial liabilities are classified as either fair value through profit and loss or other financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition and re-evaluates this designation at each reporting date. Other financial liabilities are carried at amortised cost using the effective interest rate method.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Company provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet.

Exceptional/non-underlying items
Exceptional items are defined as those items that, by virtue of their nature, size or expected frequency, warrant separate disclosure in the financial statements in order to fully understand the underlying performance of the Company. Non-underlying items are those that are not directly related to the ongoing trade of the business or that are unrepresentative of ongoing performance.

Notes to the financial statements
for the 52 weeks ended 21 April 2016 (continued)

1. Accounting policies (continued)

Cash and cash equivalents
For the purposes of the cash flow statement and the balance sheet, cash and cash equivalents comprise cash at bank and cash in hand.

Share capital
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividend distribution
Dividend distributions to the Company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders. Interim dividends are recognised when paid.

Current and deferred tax
The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date and is measured at the amount expected to be paid to or recovered from the tax authorities. The Company is resident in the UK for tax purposes and is subject to The Taxation of Securitisation Companies Regulations.

Deferred tax is provided in full, using the liability method, on all differences that have originated but not reversed by the balance sheet date which give rise to an obligation to pay more or less tax in the future. Differences are defined as the differences between the carrying value of assets and liabilities and their tax base.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the assets can be utilised.

Deferred tax is calculated using tax rates that are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled, on the basis of the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax assets and liabilities are only offset when there is a legally enforceable right to offset current tax assets and current tax liabilities and when the deferred income taxes relate to the same fiscal authority and there is an intention to settle on a net basis.

Borrowings
Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Derivative financial instruments
The Company does not trade in derivative financial instruments. All derivative financial instruments are measured at the balance sheet date at their fair value. Any asset or liability in respect of derivative financial instruments is ultimately recognised by the Group and hence any gain or loss on remeasurement is recorded in the income statement of the relevant entity.

Notes to the financial statements

for the 52 weeks ended 21 April 2016 (continued)

1. Accounting policies (continued)

New standards and interpretations

A number of new standards, amendments and interpretations have been issued by the International Accounting Standards Board with effective dates both prior to and post 21 April 2016. None of these have had, or are expected to have, a significant impact on the financial statements of the Company.

2. Operating costs

All operating costs incurred by the Company are recovered, by way of an ongoing facility fee arrangement, from the Group under the Issuer/Borrower Loan Agreement. Operating costs include audit fees of £7,000 (2015: £7,000) which were recharged to the Group.

3. Directors' emoluments and Employees

The Company has no employees (2015: none). No salaries or wages have been paid to employees, including the Directors, during the period (2015: £nil).

4. Finance expense

	52 weeks ended 21 April 2016 £m	52 weeks ended 23 April 2015 £m
Interest payable on secured debt	**85.9**	79.4
Exceptional/non-underlying finance costs	**36.8**	-
	122.7	79.4

Exceptional/non-underlying finances costs for the 52 weeks ended 21 April 2016 relate to make whole costs and consent fees in respect of the settlement of the A1 tranche of the Company's secured debt (£19.9 million) and the premium paid on the settlement of the B tranche of the Company's secured debt (£16.9 million).

5. Finance income

	52 weeks ended 21 April 2016 £m	52 weeks ended 23 April 2015 £m
Interest receivable from related parties	**85.9**	79.4
Bank interest receivable	**0.1**	-
Exceptional/non-underlying finance income	**36.8**	-
	122.8	79.4

Exceptional/non-underlying finance income for the 52 weeks ended 21 April 2016 relates to the reimbursement of make whole costs and consent fees in respect of the settlement of the A1 tranche of the Company's secured debt (£19.9 million) and the premium paid on the settlement of the B tranche of the Company's secured debt (£16.9 million).

Notes to the financial statements
for the 52 weeks ended 21 April 2016 (continued)

6. Taxation

The Company is resident in the UK for tax purposes and is subject to The Taxation of Securitisation Companies Regulations.

(a) Taxation

The tax charge for the period is £nil (2015: £nil).

(b) Factors affecting the tax charge

The tax assessed for the current and prior period is the same as that resulting from applying the standard rate of corporation tax in the UK of 20% (2015: 21%).

Change of corporation tax rate

The Finance Act 2013, which was substantively enacted on 2 July 2013, included provisions to reduce the standard rate of corporation tax in the UK to 21% effective from 1 April 2014 and 20% with effect from 1 April 2015.

Finance Act No. 2 2015, which was substantively enacted on 26 October 2015, included further provisions to reduce the standard rate of corporation tax in the UK to 19% with effect from 1 April 2017 and 18% with effect from 1 April 2020.

7. Trade and other receivables

	2016 £m	2015 £m
Non-current assets		
Amounts owed by related parties	**1,490.0**	**1,020.0**
Current assets		
Prepayments and accrued income	**12.3**	**11.8**

Amounts owed by related parties represent the loans advanced to members of the Center Parcs (Holdings 1) Limited group of companies (the "Group"). The loans are secured against the assets of those companies and comprise the following tranches:

Secured debt	**2016 £m**	2015 £m
Class A1 loan	**-**	300.0
Class A2 loan	**440.0**	440.0
Class A3 loan	**350.0**	-
Class A4 loan	**140.0**	-
Class B loan	**-**	280.0
Class B2 loan	**560.0**	-
	1,490.0	1,020.0

Notes to the financial statements
for the 52 weeks ended 21 April 2016 (continued)

7. Trade and other receivables (continued)

The tranche A1 notes had an expected maturity date of 28 February 2017 and a final maturity date of 28 February 2042. The interest rate to expected maturity was fixed at 4.811% and the interest rate from expected maturity to final maturity was fixed at 7.169%. This tranche was repaid on 11 June 2015.

The tranche A2 notes have an expected maturity date of 28 February 2024 and a final maturity date of 28 February 2042. The interest rate to expected maturity is fixed at 7.239% and the interest rate from expected maturity to final maturity is fixed at 7.919%.

The tranche A3 notes have an expected maturity date of 28 February 2020 and a final maturity date of 28 February 2042. The interest rate to expected maturity is fixed at 2.666% and the interest rate from expected maturity to final maturity is 3.944%.

The tranche A4 notes have an expected maturity date of 28 August 2025 and a final maturity date of 28 February 2042. The interest rate to expected maturity is fixed at 3.588% and the interest rate from expected maturity to final maturity is 4.244%.

The tranche B notes had an expected maturity date of 28 February 2018 and a final maturity date of 28 February 2042. The interest rate to expected maturity was fixed at 11.625% and the interest rate from expected maturity to final maturity was fixed at 6.25%. This tranche was repaid on 3 August 2015.

The tranche B2 notes have an expected maturity date of 28 August 2020 and a final maturity date of 28 February 2042. The interest rate to expected maturity is fixed at 7.000% and the interest rate from expected maturity to final maturity is 5.000%.

Prepayments and accrued income represents interest receivable on these loan notes from members of the Group.

8. Trade and other payables

	2016	2015
	£m	£m
Accruals	**12.3**	11.8

Accruals relate to the interest payable on the Notes. The fair value of accruals are equal to their book value.

Notes to the financial statements
for the 52 weeks ended 21 April 2016 (continued)

9. Financial instruments

Financial instruments by category
The accounting policies for financial instruments have been applied to the line items below:

At 21 April 2016	Loans and receivables £m	Total £m
Assets as per the balance sheet		
Amounts owed by related parties	**1,490.0**	**1,490.0**

At 23 April 2015	Fair value through profit and loss £m	Loans and receivables £m	Total £m
Assets as per the balance sheet			
Amounts owed by related parties	-	1,020.0	1,020.0
Derivative financial instruments	16.8	-	16.8
	16.8	1,020.0	1,036.8

At 21 April 2016	Other financial liabilities £m	Total £m
Liabilities as per the balance sheet		
Borrowings	1,490.0	1,490.0
Accruals	12.3	12.3
	1,502.3	**1,502.3**

At 23 April 2015	Fair value through profit and loss £m	Other financial liabilities £m	Total £m
Liabilities as per the balance sheet			
Borrowings	-	1,020.0	1,020.0
Accruals	-	11.8	11.8
Derivative financial instruments	16.8	-	16.8
	16.8	1,031.8	1,048.6

Notes to the financial statements
for the 52 weeks ended 21 April 2016 (continued)

9. Financial instruments (continued)

Fair value hierarchy
IFRS 13 requires fair value measurements to be recognised using a fair value hierarchy that reflects the significance of the inputs used in the measurements, according to the following levels:

Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities.
Level 2	Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
Level 3	Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

All of the Company's fair value measurements have been categorised as Level 1 (2015: Level 2) and fair values have been derived from unadjusted quoted market prices in active markets. In 2015, the fair values were derived directly or indirectly from observable prices.

Fair value of financial assets and financial liabilities
The fair values of the Company's financial assets and liabilities as at 21 April 2016 are:

	Book value £m	**Fair value £m**
Financial assets		
Amounts owed by related parties	**1,490.0**	**1,616.1**
Financial liabilities		
Borrowings	**(1,490.0)**	**(1,616.1)**

The fair values of the Company's financial assets and liabilities as at 23 April 2015 were:

	Book value £m	Fair value £m
Financial assets		
Amounts owed by related parties	1,020.0	1,212.8
Financial liabilities		
Borrowings	(1,020.0)	(1,212.8)

Notes to the financial statements
for the 52 weeks ended 21 April 2016 (continued)

9. Financial instruments (continued)

Maturity of financial liabilities
The non-discounted minimum future cash flows in respect of financial liabilities are:

Secured debt	**2016 £m**	2015 £m
Repayable:		
In less than one year	**85.4**	78.8
In two to five years	**1,214.6**	786.9
In more than five years	**692.0**	567.4
	1,992.0	1,433.1

10. Borrowings

Secured debt	**2016 £m**	2015 £m
Repayable within two to five years		
Tranche A1	**-**	300.0
Tranche A3	**350.0**	-
Tranche B	**-**	280.0
Tranche B2	**560.0**	-
	910.0	580.0
Repayable after more than five years:		
Tranche A2	**440.0**	440.0
Tranche A4	**140.0**	-
	580.0	440.0
	1,490.0	1,020.0

On 28 February 2012 the Company issued the A1, A2 and B tranches of fixed rate loan notes ("Notes"). The assets of the Group were provided as security for the debt, and the funds raised were advanced to the Group. Total fees of £34.6 million were incurred by the Group in respect of the issuance of Notes. These costs were borne by the Group and were not recharged to CPUK Finance Limited.

On 11 June 2015 the Company issued £490.0 million of New Class A senior notes, divided into £350.0 million A3 notes and £140.0 million of A4 notes; part of the proceeds was used to repay the £300.0 million of A1 notes. Total fees of £7.5 million were incurred by the Group in respect of the issuance of these Notes. These costs were borne by the Group and were not recharged to CPUK Finance Limited.

On 3 August 2015 the Group issued £560.0 million of New Class B2 notes; part of the proceeds was used to repay the £280.0 million of B notes. Total fees of £8.3 million were incurred by the Group in respect of the issuance of these Notes. These costs were borne by the Group and were not recharged to CPUK Finance Limited.

Notes to the financial statements

for the 52 weeks ended 21 April 2016 (continued)

10. Borrowings (continued)

The tranche A1 notes had an expected maturity date of 28 February 2017 and a final maturity date of 28 February 2042. The interest rate to expected maturity was fixed at 4.811% and the interest rate from expected maturity to final maturity was fixed at 7.169%. This tranche was repaid on 11 June 2015.

The tranche A2 notes have an expected maturity date of 28 February 2024 and a final maturity date of 28 February 2042. The interest rate to expected maturity is fixed at 7.239% and the interest rate from expected maturity to final maturity is fixed at 7.919%.

The tranche A3 notes have an expected maturity date of 28 February 2020 and a final maturity date of 28 February 2042. The interest rate to expected maturity is fixed at 2.666% and the interest rate from expected maturity to final maturity is 3.944%.

The tranche A4 notes have an expected maturity date of 28 August 2025 and a final maturity date of 28 February 2042. The interest rate to expected maturity is fixed at 3.588% and the interest rate from expected maturity to final maturity is 4.244%.

The tranche B notes had an expected maturity date of 28 February 2018 and a final maturity date of 28 February 2042. The interest rate to expected maturity was fixed at 11.625% and the interest rate from expected maturity to final maturity was fixed at 6.25%. This tranche was repaid on 3 August 2015.

The tranche B2 notes have an expected maturity date of 28 August 2020 and a final maturity date of 28 February 2042. The interest rate to expected maturity is fixed at 7.000% and the interest rate from expected maturity to final maturity is 5.000%.

The tranche B2 (2015: tranche B) notes are subordinated to all tranches of the A Senior Notes. All of the Notes include optional prepayment clauses permitting the Company to repay the debt in advance of the expected maturity date. All tranches of debt are subject to a financial covenant; there was significant headroom on the covenants as at 21 April 2016. The Directors have assessed future compliance and at this time do not foresee any breach of the financial covenant.

As all tranches have fixed interest rates, the Company is not exposed to interest rate fluctuations. All amounts are denominated in £ sterling.

Derivative financial instruments related to securitised debt

The option to repay the B debt prior to maturity was considered to be a derivative financial instrument with a fair value of £16.8 million at 23 April 2015, such fair value being estimated with reference to the yields of similar corporate bonds with comparable terms and credit ratings. The option was utilised on 3 August 2015 and hence had a value of £nil at 21 April 2016. Movements in the fair value of this derivative financial instrument were recognised in the income statement of the Group.

Notes to the financial statements
for the 52 weeks ended 21 April 2016 (continued)

11. Share capital

	2016 **£m**	2015 £m
Issued and fully paid		
2 ordinary shares of £1 each	-	-

Management of capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, and sell assets to reduce debt or borrow additional debt.

12. Retained earnings

	£m
At 24 April 2014 and 23 April 2015	-
Profit for the period	0.1
At 21 April 2016	**0.1**

13. Related party transactions

The following movements on accounts with related parties occurred in the periods reported in these financial statements. All of the companies below are members of the Group.

	Balance at 23 April 2015 £m	**Loans settled £m**	**Loans advanced £m**	**Interest and fees received £m**	**Interest and fees receivable £m**	**Balance at 21 April 2016 £m**
Center Parcs (Operating Company) Limited	340.1	(191.2)	407.5	(43.7)	44.8	557.5
CP Sherwood Village Limited	181.5	(102.0)	113.6	(19.1)	18.6	192.6
CP Elveden Village Limited	168.8	(94.9)	105.7	(17.7)	17.3	179.2
Longleat Property Limited	151.6	(85.2)	94.9	(16.0)	15.6	160.9
CP Whinfell Village Limited	189.8	(106.7)	118.8	(20.0)	19.6	201.5
CP Woburn (Operating Company) Limited	-	-	190.7	(5.3)	6.3	191.7
Center Parcs (Holdings 3) Limited	-	-	18.8	(0.4)	0.5	18.9

	Balance at 24 April 2014 £m	Interest received £m	Interest receivable £m	Balance at 23 April 2015 £m
Center Parcs (Operating Company) Limited	340.1	(26.2)	26.2	340.1
CP Sherwood Village Limited	181.5	(14.0)	14.0	181.5
CP Elveden Village Limited	168.9	(13.0)	12.9	168.8
Longleat Property Limited	151.6	(11.7)	11.7	151.6
CP Whinfell Village Limited	189.9	(14.7)	14.6	189.8

Notes to the financial statements
for the 52 weeks ended 21 April 2016 (continued)

14. Controlling parties

The issued share capital of the Company is held by, or on behalf of, Structured Finance Management Offshore Limited, acting in its capacity as Trustee of the CPUK Finance Charitable Trust, on a discretionary trust basis for the benefit of charitable purposes. Structured Finance Management Offshore Limited is therefore the immediate parent company and Structured Finance Management Holdings Limited is the ultimate parent company.

The consolidated financial statements of Center Parcs (Holdings 1) Limited incorporate the results of the Company. This is the smallest group that includes the results of CPUK Finance Limited in its group financial statements. The Directors of both CPUK Finance Limited and Center Parcs (Holdings 1) Limited consider that the Company meets the definition of a special purpose entity under SIC 12 'Consolidation – Special Purpose Entities' and hence for the purpose of the consolidated financial statements it has been treated as a subsidiary undertaking. A copy of the Center Parcs (Holdings 1) Limited financial statements can be obtained on application to The Company Secretary, One Edison Rise, New Ollerton, Newark, Nottinghamshire, NG22 9DP.

Following the acquisition of Center Parcs (Holdings 1) Limited on 3 August 2015, the largest group in which the results of the Company are consolidated is that headed by Brookfield Asset Management Inc. The consolidated financial statements of Brookfield Asset Management Inc. are available to the public and may be obtained from Brookfield Place, Suite 300, 181 Bay Street, Toronto, ON M5J 2T3.