



## **CPUK Finance Limited**

### **SUPPLEMENTAL BONDHOLDER REPORT**

7 September 2020

CPUK Finance Limited (the “**Issuer**”) has made available certain updated information on 7 September 2020. Through this supplemental bondholder report (the “**Supplemental Bondholder Report**”), the Issuer is providing this information publicly.

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## FORWARD-LOOKING STATEMENTS

This Supplemental Bondholder Report includes statements that are, or may be deemed to be, “**forward-looking statements**” within the meaning of Section 27A of the Securities Act and Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “anticipates”, “expects”, “intends”, “plans”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Supplemental Bondholder Report and include statements regarding the intentions, beliefs or current expectations of the Center Parcs Group concerning, among other things, the results of operations, financial condition, liquidity, prospects, growth, strategies of the Center Parcs Group and the industry in which the Center Parcs Group operates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The Center Parcs Group believes that these risks and uncertainties include, but are not limited to, those described in the “*Risk Factors*” section of this Supplemental Bondholder Report. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements in this Supplemental Bondholder Report.

The forward-looking statements are not guarantees of future performance and the Center Parcs Group’s actual results of operations, financial condition and liquidity, and the development of the industry in which the Center Parcs Group operate, may differ materially from statements on future performance made in or suggested by the forward-looking statements set out in this Supplemental Bondholder Report. In addition, even if the actual results of operations, financial condition and liquidity of the Center Parcs Group, and the development of the industry in which the Center Parcs Group operates, are consistent with the forward-looking statements set out in this Supplemental Bondholder Report, those results or developments may not be indicative of results or developments in subsequent periods. Many factors could cause the Center Parcs Group’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements including, but not limited to:

- the development, impact and aftermath of the COVID-19 pandemic;
- failure to manage villages effectively or any significant business interruption;
- increased or changed government regulation;
- adverse impacts on the Center Parcs brand;
- changes in the UK holiday market as well as in general economic and business conditions;
- political and economic uncertainty and risk resulting from the UK’s departure from the European Union;
- failure, inadequacy, interruption or breach of security of information technology;
- competition with other holiday centres, recreation parks and other holiday alternatives;
- weather conditions;
- seasonal fluctuations;
- instances of illness, epidemics or pandemics, including COVID-19, and the negative publicity relating thereto;
- inadequate insurance coverage;
- substantial leverage and debt service obligations;
- failure to make requisite maintenance capital expenditure or investment capital expenditure in a timely manner;
- failure to attract and/or retain qualified personnel;
- failure of one or more third party suppliers and contractors to deliver or provide the requisite services;
- changes in laws and regulations and regulatory compliance;

- employee problems;
- failure to realise the anticipated benefits of any new village developed or acquired; and
- any other risk factors listed in this Supplemental Bondholder Report.

The above list is not exhaustive and should be considered together with the risks described under “*Risk Factors*”.

Any forward-looking statements which are made in this Supplemental Bondholder Report speak only as of the date thereof. There can be no assurance that Center Parcs’ actual results will not differ materially from the expectations set forth in such forward-looking statements. The Issuer and the Center Parcs Group expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or any new information or change in events, conditions or circumstances on which any of such statements are based.

## USE OF CERTAIN TERMS IN THIS SUPPLEMENTAL BONDHOLDER REPORT

Unless otherwise indicated or the context otherwise requires, references in this Supplemental Bondholder Report to:

- “**Bidco Parent**” refers to BSREP II Center Parcs Jersey Limited.
- “**Brookfield**” refers to Brookfield Asset Management, Inc. and its subsidiaries and affiliates, as applicable.
- “**Brookfield Funds**” refers to certain funds managed by affiliates of Brookfield Management Inc.
- “**Center Parcs**” or “**Center Parcs Group**” refers to the Restricted Group or to Center Parcs (Holdings 1) Limited and its subsidiaries or to Bidco Parent and its subsidiaries, in each case as the context may require.
- “**Center Parcs (Holdings 1) Limited**” refers to Center Parcs (Holdings 1) Limited, a private limited company, and an indirect subsidiary of Topco.
- “**Class A Notes**” refers to the Class A2 Notes, the Class A4 Notes and the Class A5 Notes, issued by the Issuer.
- “**Class A Noteholders**” refers to the holders of the Class A Notes.
- “**Class A2 Notes**” refers to the £440,000,000 7.239% Class A2 Fixed Rate Secured Notes due 2042 issued by the Issuer on the Closing Date.
- “**Class A4 Notes**” refers to the Initial Class A4 Notes, the Further Class A4 Notes and the Second Further Class A4 Notes.
- “**Class A5 Notes**” refers to the £379,500,000 3.690% Class A5 Fixed Rate Secured Notes due 2047 issued by the Issuer on the Fifth Closing Date.
- “**Class B Notes**” refers to the Class B3 Notes, the Class B4 Notes, and any Class B Notes issued pursuant to “*Terms and Conditions of the Class B Notes — Condition 19 (Class B Further Notes and Class B New Notes)*”.
- “**Class B3 Notes**” refers to the £480,000,000 aggregate principal amount of 4.250% Class B3 Fixed Rate Secured Notes due 2047 issued by the Issuer on 15 June 2017.
- “**Class B3 Facility**” refers to the secured facility in an aggregate principal amount of £480,000,000 made available by the Issuer to the Borrowers on the Fourth Closing Date.
- “**Class B3 Loan**” refers to the advance under the Class B3 Facility.
- “**Class B4 Notes**” refers to the £250,000,000 aggregate principal amount of 4.875% Class B4 Fixed Rate Secured Notes due 2047 issued by the Issuer on 15 June 2017.
- “**Class B4 Facility**” refers to the secured facility in an aggregate principal amount of £250,000,000 made available by the Issuer to the Borrowers on the Fourth Closing Date.
- “**Class B4 Loan**” refers to the advance under the Class B4 Facility.
- “**Class B Loans**” refers to the Class B3 Loan, the Class B4 Loan and any other loans advanced under a subordinated secured facility pursuant to the terms of the Class B Issuer/Borrower Loan Agreement.
- “**Closing Date**” refers to 28 February 2012, the date the Issuer issued the Original Class A Notes and Original Class B Notes and the Original Class A Loans and the Original Class B Loan were advanced under the Original Class A Issuer/Borrower Loan Agreement and the Original Class B Issuer/Borrower Loan Agreement, respectively.
- “**Fourth Closing Date**” refers to 15 June 2017, the date on which the Issuer issued the Further Class A4 Notes, the Class B3 Notes and the Class B4 Notes.

- “**Fifth Closing Date**” refers to 20 November 2018, the date on which the Issuer issued the Second Further Class A4 Notes and the Class A5 Notes.
- “**Further Class A4 Notes**” refers to the £100,000,000 of Class A4 Notes issued by the Issuer on the Fourth Closing Date and consolidated to and form a single series with the Initial Class A4 Notes.
- “**Initial Class A4 Notes**” refers to the £140,000,000 aggregate principal amount of 3.588% Class A4 Notes issued on the Second Closing Date.
- “**Issuer/Borrower Loan Agreements**” refers to the Class A Issuer/Borrower Loan Agreement and the Class B Issuer/Borrower Loan Agreement.
- “**Notes**” refers to the Class A Notes and the Class B Notes.
- “**Obligors**” refers to the Borrowers and certain subsidiaries of Topco that guarantee the Class B Loans.
- “**Original Class A Notes**” refers to the £300,000,000 in aggregate principal amount of Class A1 Notes and the £440,000,000 in aggregate principal amount of the Class A2 Notes, in each case issued on the Closing Date.
- “**Original Class B Notes**” refers to the £280,000,000 in aggregate principal amount of Class B Notes issued on the Closing Date.
- “**Original Villages**” refers to Sherwood Forest, Longleat Forest, Elveden Forest and Whinfell Forest.
- “**Second Closing Date**” refers to 11 June 2015, the date the Second Class A Loans were advanced under the Class A Issuer/Borrower Loan Agreement.
- “**Second Issue Date**” refers to 1 June 2015, the date on which the Issuer issued the Second Class A Notes.
- “**Second Further Class A4 Notes**” refers to the £100,000,000 3.588% Class A4 Fixed Rate Secured Notes due 2025 issued by the Issuer on or about the Fifth Closing Date, which are consolidated and form a single series with the Initial Class A4 Notes and Further Class A4 Notes;
- “**Third Closing Date**” refers to 3 August 2015, the date on which the Issuer issued the Class B2 Notes.
- “**we**”, “**us**”, “**our**” and other similar terms refer to Center Parcs (Holdings 1) Limited and its subsidiaries, unless the context otherwise requires.

## PRESENTATION OF FINANCIAL INFORMATION

### Historical Financial Information

The financial information presented and discussed in this Supplemental Bondholder Report, unless otherwise indicated, has been derived from the audited consolidated financial statements of Center Parcs (Holdings 1) Limited as at and for each of the 52-week periods ended 23 April 2020 and 25 April 2019 and the 53-week period ended 26 April 2018, in each case prepared in accordance with International Financial Reporting Standards as adopted by the European Union (“**IFRS**”). The financial information as at and for the period ended 26 April 2018 has been derived from the comparative period included in the audited consolidated financial statements as at and for the 52-week period ended 25 April 2019.

The audited consolidated financial statements of Center Parcs (Holdings 1) Limited as at and for the 52-week period ended 23 April 2020 (the “**2020 Audited Financial Statements**”) attached hereto, the 52-week period ended 25 April 2019 and the 53-week period ended 26 April 2018 have been audited by Deloitte LLP, independent auditor, as stated in their reports. The audit reports express an unqualified opinion for each of the respective periods and the audit report in relation to the 2020 Audited Financial Statements includes a material uncertainty paragraph related to going concern as set forth in Note 1 to such financial statements.

Center Parcs (Holdings 1) Limited adopted IFRS 16, Leases (“**IFRS 16**”) in the 52-week period ended 25 April 2019 and recognised £2.2 million as a reduction in retained earnings as a result of the adoption. Center Parcs (Holdings 1) Limited early adopted IFRS 16 by applying the modified retrospective approach, which requires the cumulative effect of the initial application of IFRS 16 to be recognised as an adjustment to the opening balance of retained earnings on 27 April 2018, the date of initial application, without restating prior periods. On adoption of IFRS 16, right of use assets and lease liabilities were brought onto the balance sheet for £30.9 million and £33.1 million, respectively, and related depreciation charges and finance expense are recognised in the income statement, instead of operating lease rentals expenses.

Center Parcs (Holdings 1) Limited also adopted IFRS 15, Revenue from Contracts with Customers (“**IFRS 15**”) in the 52-week period ended 25 April 2019 using the retrospective method and restating the comparative periods. The effect of adoption of IFRS 15 as at 20 April 2017 was the deferral of £0.8 million of revenue in respect of certain promotional activities that was recognised as a liability at the transition date with a corresponding reduction to retained earnings.

Center Parcs (Holdings 1) Limited also adopted IFRS 9, Financial Instruments (“**IFRS 9**”) in the 52 weeks period ended 25 April 2019 and in accordance with the standard, the comparative periods were not restated. The adoption of IFRS 9 on 27 April 2018 did not have a material impact in the consolidated financial statements of Center Parcs (Holdings 1) Limited.

As a result of the adoption of the above accounting standards, the audited consolidated financial statements as at and for each of the 52-week periods ended 23 April 2020 and 25 April 2019 are not directly comparable with the audited consolidated financial statements as at and for the 53-week period ended 26 April 2018. The audited consolidated financial statements as at and for the 53-week period ended 26 April 2018 were prepared in accordance with International Accounting Standard (“**IAS**”) 18, Revenue, IAS 17, Leases and IAS 39, Financial Instruments: Recognition and Measurement, which were the standards applicable at that time.

### Reporting Terms

The financial year of Center Parcs is divided into 13 four-week periods (in a 53-week financial year, 12 four-week periods and one five-week period) to enable more meaningful conclusions to be drawn when periods are compared as all accounting periods contain the same number of days and an equal number of weekend and mid-week breaks. For existing quarterly reporting purposes, Center Parcs reports at the end of periods three, six, nine and thirteen. This reporting corresponds to three periods of 12 weeks and one period of 16 weeks in each financial year (17 weeks in a 53-week financial year). The 2019 and 2020 financial years were 52-week periods; however the 2018 financial year was a 53-week period. Consequently, unless otherwise indicated, the financial information for the 2018 financial year includes an additional week, which affects the comparability of results of operations between periods.

References in this Supplemental Bondholder Report to:

- “**Financial year 2020**” or the “**2020 financial year**” are to the 52-week period ended 23 April 2020;
- “**Financial year 2019**” or the “**2019 financial year**” are to the 52-week period ended 25 April 2019; and

- “**Financial year 2018**” or the “**2018 financial year**” are to the 53-week period ended 26 April 2018.

During the 52-week period ended 23 April 2020, the Center Parcs villages were closed from 20 March 2020 to the end of the period due to the COVID-19 pandemic. In order to facilitate comparability to the 52-week period ended 25 April 2019 and the 53-week period ended 26 April 2018, certain financial and operational information is presented as of and for the 52-week period from 1 March 2019 to 27 February 2020, which represents the last 52-week period for which management accounts are available and during which all villages were open and operational. Figures for the 52 week period from 1 March 2019 to 27 February 2020 are calculated by adding together the results from the 52-week period ended 25 April 2019 to the results from 26 April 2019 to 27 February 2020 and deducting the results from 27 April 2018 to 28 February 2019. In addition, certain comparative figures are also presented as of and for the 52-week period from 2 March 2018 to 28 February 2019. These comparative figures are calculated by adding together the results from the 53-week period ended 26 April 2018 to the results from 27 April 2018 to 28 February 2019 and deducting the results from 21 April 2017 to 22 February 2018 and the 53-week Adjustment for the 2018 financial year. The 53-week adjustment for the financial year 2018 has been calculated by dividing the financial results for the four-week period from 23 February 2018 to 22 March 2018 by four (to represent financial results for a typical off-peak one-week period of financial results) (the “**53-week Adjustment**”) and subtracting the 53-week Adjustment from the results for the financial year ended 26 April 2018. The financial information for the 52-week periods ended 27 February 2020 and 28 February 2019 has been extracted from management accounts. The financial information for the 52-week periods ended 27 February 2020 and 28 February 2019 has not been prepared in accordance with IAS 34 Interim Financial Reporting and has not been audited or reviewed. Moreover, as certain year-end procedures were not performed in preparing the financial information for the 52-week periods ended 27 February 2020 and 28 February 2019, they may not represent the same financial information that would have resulted if Center Parcs had produced year-end financial statements for the 52-week periods ended 27 February 2020 and 28 February 2019, respectively.

The financial years ended 23 April 2020 and 25 April 2019 were 52-week periods; however, the financial year ended 26 April 2018 was a 53-week period. This may impact comparability to the 52-week periods ended 23 April 2020 and 25 April 2019.

### ***Non-IFRS Financial and Operating Measures***

#### *EBITDA and Adjusted EBITDA*

This Supplemental Bondholder Report contains certain non-IFRS financial measures and ratios, including EBITDA and Adjusted EBITDA before exceptional and non-underlying items (referred to as Adjusted EBITDA, as defined below, in this Supplemental Bondholder Report) and leverage and coverage ratios, that are not required by, or presented in accordance with, IFRS. These measures are not measures of Center Parcs (Holdings 1) Limited’s consolidated financial performance or liquidity under IFRS and should not be considered as an alternative to (a) operating profit or profit/(loss) for the period as a measure of operating performance, (b) cash flows from operating, investing and financing activities as a measure of Center Parcs’ ability to meet their cash needs or (c) any other measures of performance under IFRS.

Center Parcs defines EBITDA as profit for the period attributable to equity shareholders before interest, taxation, depreciation and amortisation. Center Parcs defines Adjusted EBITDA as EBITDA as defined above, further adjusted to remove the effects of certain exceptional and non-underlying items that Center Parcs believes are not indicative of its underlying operating performance. Center Parcs believes that EBITDA and Adjusted EBITDA are useful indicators of Center Parcs’ ability to incur and service its indebtedness and may assist investors, security analysts and other interested parties in evaluating Center Parcs’ financial performance. Management uses Adjusted EBITDA as the primary profit measure to assess the performance of the operating segments and discloses it within its consolidated financial statements. As all companies do not calculate EBITDA or Adjusted EBITDA on a consistent basis, Center Parcs’ presentation of EBITDA or Adjusted EBITDA may not be comparable to measures under the same or similar names used by other companies. Accordingly, undue reliance should not be placed on EBITDA or Adjusted EBITDA in this Supplemental Bondholder Report. EBITDA and Adjusted EBITDA have limitations as analytical tools and investors should not consider them in isolation. Some of these limitations are that:

- they do not reflect Center Parcs’ cash expenditures or future requirements for capital commitments;
- they do not reflect the changes in, or cash requirements for, Center Parcs’ working capital needs;
- they do not reflect the interest expense or cash requirements necessary to service interest or principal payments on Center Parcs’ debt;
- they do not reflect any cash income taxes that Center Parcs may be required to pay;



- they are not adjusted for all non-cash income or expense items that are reflected in Center Parcs' consolidated income statement;
- in the case of Adjusted EBITDA (but not EBITDA), it does not reflect the impact of earnings or charges resulting from certain matters Center Parcs consider not to be indicative of its underlying operations;
- assets are depreciated or amortised over differing estimated useful lives and often have to be replaced in the future, and these measures do not reflect any cash requirements for such replacements; and
- other companies in Center Parcs' industry may calculate these measures differently from the manner Center Parcs does, limiting their usefulness as comparative measures.

In this Supplemental Bondholder Report, except where otherwise indicated, Adjusted EBITDA is presented before exceptional and other non-underlying items. Exceptional and non-underlying items of £2.2 million for the financial year ended 23 April 2020 represented £2.0 million in costs to exit a contract and £0.2 million of legal and other associated costs relating to the equity contribution provided by funds managed by Brookfield. Exceptional and non-underlying items for the financial year ended 26 April 2018 represented £1.6 million of costs relating to legal health and safety claims at Woburn Forest and associated settlements, together with £0.7 million of one-off restructuring and reorganisation costs.

In addition, this Supplemental Bondholder Report includes the following key performance indicators that Center Parcs' Directors use to set targets and measure performance against those targets.

#### *Occupancy*

Occupancy is the average number of units of accommodation occupied as a percentage of the total number available. Units of accommodation are deemed to be occupied when utilised during the relevant period under review. When units of accommodation are out of service for refurbishment, they are still included in the occupancy calculations. Center Parcs is focused on driving occupancy levels to optimise the number of guests, which in turn increases accommodation revenue and optimises on-site expenditure.

#### *Average Daily Rate ("ADR")*

ADR is the average rent (excluding VAT) achieved based on total accommodation income for the period divided by the total number of accommodation nights sold. Center Parcs uses ADR to help measure and maximise its yield.

#### *Rent Per Available Lodge night ("RevPAL")*

RevPAL is the average daily rent (excluding VAT) achieved based on the total accommodation income divided by the total available number of accommodation nights. Center Parcs' management believes RevPAL to be the most meaningful key performance indicator because it takes into account both occupancy and ADR.

#### *Net on-site guest spend per lodge night*

Net on-site guest spend per lodge night is calculated as on-site spend at Center Parcs-operated units and the rent received from concession partners (i.e. on-site revenue) for a period, divided by the sum of the number of guest-occupied lodges during each night of such period.

#### *Forward bookings as a percentage of available capacity*

Forward bookings as a percentage of available capacity means the number of accommodation nights sold divided by total available accommodation nights for the period. This indicator provides management with forward visibility of future occupancy levels.

#### *Cash conversion*

Cash conversion is defined as Adjusted EBITDA for a period less maintenance capital expenditure made in such period plus working capital and non-cash movements (less difference between the pension charge and contribution) in such period, expressed as a percentage of Adjusted EBITDA. This indicator helps management measure the cash generated by Center Parcs' core operations.

Center Parcs defines maintenance capital expenditure as the capital expenditure required on the central buildings, infrastructure and facilities to maintain the ongoing standards of these areas.

## **General**

Certain numerical figures set out in this Supplemental Bondholder Report, including financial information presented in millions or thousands and percentages describing market shares, have been subject to rounding adjustments and, as a result, the totals of such numerical figures in this Supplemental Bondholder Report may vary slightly from the actual arithmetic totals of such information. Percentages and amounts reflecting changes over time periods relating to financial and other information set out in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” are calculated using the tabular presentation of other information (subject to rounding) set out in this Supplemental Bondholder Report, as applicable, and not using the numerical information in the narrative description thereof.

## INDUSTRY AND MARKET INFORMATION

This Supplemental Bondholder Report includes market share and industry data and forecasts that the Center Parcs Group has obtained from industry publications, valuation reports, surveys and internal company sources. The market data and industry information used in this Supplemental Bondholder Report is based on Center Parcs' own internal surveys, reports and studies, together with market research, industry publications, publicly available information and third party sources, including market research reports published by Mintel Group Limited (“**Mintel**”) — Holiday Review, UK (January 2020); Domestic Tourism, UK (October 2019) and VisitBritain — COVID-19 Consumer Weekly Tracker and PricewaterhouseCoopers LLP (“**PwC**”) — UK Hotels Forecast 2019 and 2020 (September 2019); UK Hotels Forecast 2017 and 2018 (March 2017); UK Hotels Forecast 2016 (September 2015); Growth beds in — UK hotels forecast 2015 (September 2014); The right kind of growth: UK hotels forecast 2014 (November 2013) and UK hotels forecast 2013 update — A challenging year ahead for hoteliers (February 2013). Mintel makes use of annual surveys by the Great Britain Tourism Survey and the Office of National Statistics. PwC makes use of data provided by STR, Inc. and information from the Office of National Statistics and the Organisation for Economic Co-operation and Development. Industry publications and surveys and forecasts generally state that the information set out therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. The market research reports were not produced for the purposes of inclusion within any prospectus for a transaction of the nature contemplated herein or for securing financing of any nature. Furthermore, information has been extracted from historic market research reports and whilst data that has been published remains valid, it may not necessarily reflect market conditions as of the date of this Supplemental Bondholder Report. Mintel and PwC do not accept any responsibility for the accuracy of the information made available in or based on their market research reports and do not accept responsibility for any part of this Supplemental Bondholder Report. The market research reports have been accurately reproduced and so far as the Issuer and the Obligors are aware and are able to ascertain from the market research reports, no facts have been omitted which would render the reproduced information inaccurate or misleading. The Center Parcs Group has not independently verified any of the data from third party sources nor has it ascertained the underlying economic assumptions relied upon therein. Statements or estimates as to the market position, which are not attributable to independent sources, are based on market data currently available to the Center Parcs Group and internal estimates. The Center Parcs Group cannot assure investors that any of these statements or estimates is accurate or correctly reflects the position of the Center Parcs Group in the industry, and none of its internal surveys or information has been verified by any independent sources. While the Center Parcs Group is not aware of any misstatements regarding its industry data presented herein, its estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under “*Forward-Looking Statements*” and “*Risk Factors*” in this Supplemental Bondholder Report.

## TRADEMARKS

Center Parcs (Operating Company) Limited (“**CP Opco**”) and Center Parcs Limited, together, owned 33 registered trademarks as of 28 August 2020. These include trademarks for the Center Parcs® name and logo; restaurants such as The Pancake House® and Hucks®; leisure venues such as The Venue®; activities such as Action Challenge® and Aqua Sana® spa; ParcMarket® on-site supermarket; and Jardin Des Sports® sports centre. Center Parcs also makes use of some non-registered trademarks, including Vitalé Café Bar™ spa restaurant and Dining In™ takeaway and delivery restaurants. All other trademarks appearing in this Supplemental Bondholder Report that are not identified as marks owned by Center Parcs are the property of their respective owners.

## CURRENCY PRESENTATION

In this Supplemental Bondholder Report, unless otherwise indicated, all references to “£,” “pound,” “pounds,” “pounds sterling,” “sterling,” and “GBP” are to the lawful currency of the United Kingdom, all references to “€,” “euro,” “euros,” and “EUR” are to the single currency of the Members States of the European Union participating in the European Monetary Union and all references to “\$,” “U.S. dollars” and “USD” are to the United States dollar, the lawful currency of the United States of America.

## RISK FACTORS

*The risks described below are not the only ones the Center Parcs Group faces. Additional risks not presently known to the Center Parcs Group or that it currently believes to be immaterial may also adversely affect its business. If any such risks or any other matters or unforeseen events actually occur, Center Parcs' business, financial condition and results of operations could be materially adversely affected. Further, to the extent that the COVID-19 pandemic adversely affects Center Parcs Group's business and its results of operations, it may also have the effect of heightening many of the other risks described in this section. This Supplemental Bondholder Report also contains forward-looking statements that involve risks and uncertainties. The Center Parcs Group's actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including the risks faced by the Center Parcs Group described below and elsewhere in this Supplemental Bondholder Report. See "Forward-Looking Statements."*

### RISKS RELATING TO CENTER PARCS' BUSINESS AND INDUSTRY

***The COVID-19 pandemic has negatively affected and may continue to negatively affect Center Parcs' business, financial condition and results of operations.***

The COVID-19 pandemic has significantly affected and is expected to continue to significantly affect the travel and hospitality industry in the United Kingdom for a significant but undetermined period of time. The current impact of the COVID-19 pandemic as well as its uncertain future impact, including its effect on the ability or desire of people to travel and to stay at holiday villages, may negatively affect Center Parcs' results, operations, outlook, plans, growth, cash flows and liquidity.

Center Parcs has been and expects to continue to be adversely impacted by governmental efforts to contain the COVID-19 pandemic, including stay-at-home measures and social distancing requirements. Due to COVID-19 concerns, all of Center Parcs' villages were closed from 20 March 2020 to 13 July 2020. As a result, Center Parcs recorded no revenue during this period. In addition, a majority of guests with bookings for this period requested refunds from Center Parcs instead of choosing to postpone their holidays. These refunds had a negative impact on Center Parcs' cash flows. Center Parcs expects additional health and safety regulations that the UK government has enacted or may enact in the future in response to the COVID-19 pandemic to continue to affect Center Parcs' holiday villages. Such regulations are expected to increase Center Parcs' operating costs and compliance burden. While Center Parcs believes it is in compliance with current regulations, future regulations and guidelines may be more onerous and there can be no assurance that such regulations and guidelines will not further restrict Center Parcs' ability to operate its villages.

Since reopening on 13 July 2020, Center Parcs has implemented significant operational changes in accordance with government health and safety regulations. Center Parcs' villages are operating at reduced capacity levels appropriate to ensure proper application of government requirements and Center Parcs has implemented enhanced health and safety measures such as hand sanitisation stations, deep cleaning of accommodation between departing and arriving guests and increased cleaning and disinfection of public areas. As of the date of this Supplemental Bondholder Report, a small number of Center Parcs' leisure activities remain unavailable to guests. Center Parcs continues to review and amend its operating procedures, prioritising guest and employee safety. These operational changes are likely to result in a decrease in revenue, due to the reduction in capacity, as well additional operating expenses.

A localised outbreak among guests or employees at any of Center Parcs' villages could lead to a further period of closure for the affected village and in other regulatory intervention. Such an outbreak could adversely affect Center Parcs' reputation or affect guests' willingness to book future holidays. An outbreak at any of its villages could also give rise to legal claims from employees and guests in connection with the adequacy of Center Parcs' response to COVID-19. In addition, any outbreak in the UK could increase cancellations and affect guest demand for holidays. Local governments in the UK may also exercise their power to contain the spread of COVID-19 by preventing travel into and out of localities and shutting down venues such as Center Parcs' villages.

In addition, as a result of existing social distancing requirements, as well as future regulations that may be promulgated to contain COVID-19, Center Parcs cannot be certain when it will be able to fully reopen all facilities and amenities at its holiday villages, and what public health and safety requirements it will be required to implement in the future. Such regulations could adversely impact Center Parcs' ability to operate at full capacity and to offer all of the services, facilities and amenities guests typically expect at Center Parcs' holiday villages. Current and any future restrictions on facilities and amenities may have a negative impact on customer experience and satisfaction. In addition, customers may either cancel their bookings or seek discounted pricing for Center Parcs' offerings as a result of the limitations on availability of certain facilities and amenities, which could adversely affect Center Parcs' revenues and

cash flow. As long as such facilities and amenities remain closed, there is a risk that Center Parcs may be required to refund guests that wish to cancel their bookings. As at the date of this Supplemental Bondholder Report, in accordance with its terms and conditions, Center Parcs offers guests the options of a free change of date or a full refund for guests who choose to cancel their breaks.

The unprecedented nature of the COVID-19 pandemic restricts Center Parcs' ability to make accurate financial and operational forecasts. Center Parcs has never previously closed all five villages and ceased all non-essential operating expenses. As a result, Center Parcs has limited ability to be predictive of the near-term and medium-term impact of COVID-19 on occupancy, RevPAL, guest expenditures and operating costs. There remains material uncertainty about the effects of the closure and any future effects of the COVID-19 pandemic. As a result of such uncertainties, Center Parcs' past performance should not be considered an indication of its future performance.

The closure of Center Parcs' villages and expected staged reopening process due to COVID-19 has adversely impacted Center Parcs' ability to generate sufficient cash flows and liquidity position. As a result, since April 2020, the Brookfield Funds have provided equity contributions of £69 million, comprising £41.5 million received in April 2020 and £27.5 million received in May 2020, and the Intercompany Account Advance of £70 million received on 14 July 2020 to support Center Parcs. If Center Parcs cannot generate sufficient cash flow in the future due to the effects of COVID-19, or for other reasons, then Center Parcs may be reliant on Brookfield to contribute additional capital to support the business and allow it to meet its operating expenses and debt payments. If Brookfield declines to or is unable to provide such additional capital contributions, Center Parcs may not be able to meet its required expenditures, including operating expenses, capital expenditures and debt payments.

In accordance with the UK government's CJRS, Center Parcs furloughed approximately 90% of its employees from 27 March 2020 until 3 July 2020. As at 4 September 2020, less than 1% of Center Parcs' employees remained on furlough following the re-opening of the villages. There is a risk that some of Center Parcs employees may not return following the end of the furlough period or the end of the CJRS. If future closure of Center Parcs' villages were to be required due to COVID-19, government regulations or otherwise, or if the CJRS were unavailable to Center Parcs, or if Center Parcs' business otherwise deteriorates, Center Parcs cannot assure that it would be able to retain all of its employees. Further, if schools remain or are closed in response to COVID-19 or otherwise, employee absentee rates may increase due to employees who are parents not being able to find suitable childcare options to allow them to continue or return to their previous employment activities. Higher absence rates could result in increased payroll costs for Center Parcs. In addition, higher employee absence rates and lower employee retention could impact adversely affect customer experience as well as employee satisfaction. See "*—Center Parcs' business could be harmed if it loses the services of its key management personnel or is unable to attract and retain qualified employees.*"

If the UK government agrees to provide further crisis relief assistance that Center Parcs' accepts in response to prolonged or additional COVID-19 outbreaks, it may impose certain requirements on the recipients of the aid, including restrictions on executive officer compensation, dividends, prepayment of debt, limitations on debt and other similar restrictions that would apply for a period of time after the aid is repaid or redeemed in full.

The revenue loss resulting from the closure of Center Parcs' villages due to the COVID-19 pandemic was not covered by Center Parcs' insurance. As a result, Center Parcs' will not be able to recoup lost revenue due to the closure of its villages during its closure from 20 March 2020 to 13 July 2020, and may not be covered for any future closures resulting from new government guidance or a new outbreak of COVID-19. See "*—Center Parcs' insurance coverage may not be adequate to cover all possible losses that it could suffer, and its insurance costs may increase.*"

Center Parcs' business is sensitive to economic downturns and the corresponding impact on discretionary consumer spending. The COVID-19 pandemic and governmental measures to contain it have adversely affected UK economic activity, including consumer spending and travel demand. UK gross domestic product decreased by 2.2% between January and March 2020 and decreased by a further 20.4% between April and June 2020, as the UK economy entered into a recession. There is a risk that the UK economy may take multiple years to recover from the COVID-19 pandemic. Any actual or perceived deterioration or weakness in economic conditions, consumer debt levels or consumer confidence, due to COVID-19 or otherwise, may lead to Center Parcs' customers having less discretionary income to spend on recreation activities and discretionary travel.

There is material uncertainty about the short-term and long-term effects of the COVID-19 crisis on travel demand. Actual or perceived risks of infection could cause travel demand, including demand for a holiday village experience, to remain weak for a significant length of time. Center Parcs cannot predict if or when UK travel demand will return to pre-outbreak levels. The COVID-19 pandemic may also alter customer expectations and preferences in other ways, including guest expectations related to health and safety measures at holiday villages. The form, extent and duration of such impacts remain largely uncertain. In addition, should a second wave or further outbreaks of COVID-19

materialise, the impact of such outbreaks may have a material effect on Center Parcs' business and results of operations including as a result of the closure of one or more of its villages.

Although Fitch affirmed the Issuer's credit rating on 18 June 2020 and S&P affirmed the BBB credit rating of the Issuer's Class A Notes on 16 July 2020, the credit rating of the Issuer's Class B Notes was downgraded to B- on 16 July 2020 by S&P. If the Issuer's credit ratings were to be further downgraded, or general market conditions were to ascribe higher risk to the Issuer's rating levels, the hospitality industry, or Center Parcs itself, the Issuer's (and therefore Center Parcs') access to capital and the cost of any debt financing would be further negatively impacted. See "*—Ratings Agency assessments, downgrades and changes to Rating Agencies' criteria may result in ratings volatility on the Offered Notes.*"

In addition, the terms of future debt agreements could include more restrictive covenants, which may further restrict Center Parcs' ability to operate its business or restrict access to additional financing due to its covenant restrictions then in effect. There is no guarantee that debt financings will be available in the future to fund Center Parcs' obligations, or that they will be available on terms consistent with Center Parcs' expectations. Additionally, the impact of COVID-19 on the financial markets, including the debt capital markets, could adversely impact Center Parcs' ability to raise funds through financings.

The effect of the global COVID-19 pandemic on Center Parcs' business and the wider hospitality industry will ultimately depend on a number of factors, including, but not limited to, the duration and severity of the outbreak and the length of time it takes for demand and pricing to return and for normal economic and operating conditions to resume. There are no comparable recent events that provide guidance as to the long-term effects of the COVID-19 pandemic, and, as a result, the ultimate impact of the outbreak is uncertain and subject to change. Even after the current outbreak of COVID-19 subsides, Center Parcs could still experience long-term impacts on operating costs as a result of attempts to counteract future outbreaks of COVID-19 or other epidemics, including for example enhanced health and safety requirements or other measures. If a future outbreak of COVID-19 were to occur, the impact to Center Parcs is uncertain and unpredictable. The effects of the COVID-19 pandemic may therefore have a material adverse effect on Center Parcs' financial condition, results of operations and business.

***As a result of the impact of the COVID-19 pandemic, there is material uncertainty about Center Parcs' ability to continue as a going concern.***

Center Parcs' 2020 Audited Financial Statements were prepared on a going concern basis. The going concern basis contemplates realisation of assets and the satisfaction of liabilities in the normal course of business, and does not include any adjustments that might result from the outcome of the uncertainty regarding Center Parcs' ability to continue as such. However, given that the COVID-19 situation continues to evolve, there exists a material uncertainty related to events or conditions that may cast significant doubt about Center Parcs' ability to continue as a going concern.

Despite the liquidity support provided by Brookfield thus far, uncertainty remains with regards forecasting both the pace of recovery and the eventual levels to which trading will return and accordingly it is possible that further funding will be required and Center Parcs may not be able to secure such additional funding. Depending on how quickly Center Parcs' trading recovers or if there are further government-imposed restrictions that result in the closure of one or more villages for a period of time, there is a risk that existing financial covenants under the Class A Issuer/Borrower Loan Agreement or the Class B Issuer/Borrower Loan Agreement will be breached. As at the date of this Supplemental Bondholder Report, there remains a requirement to ensure certain social distancing measures are in place and certain activities are not as yet able to operate. As a result, these measures may have a significant impact on the format of the breaks in the near term. While there are indications of strong demand for the Group's breaks with bookings for the fourth quarter (including bookings that have been moved with a financial incentive from the COVID-19 closure period) significantly ahead of the prior year, the ability to initially operate at the previous high levels of occupancy will be restricted. These make it challenging for Center Parcs to accurately forecast its cash flows.

If one or more of Center Parcs' assumptions in making its assessment to report as a going concern are found to be incorrect, Center Parcs may be unable to continue as a going concern. For additional detail, see Note 1 to the 2020 Audited Financial Statements and "*Summary—Recent Developments—Impact of COVID-19 Pandemic.*" If Center Parcs is unable to continue as a going concern, it would have to liquidate its assets and may receive less than the value at which those assets are carried on Center Parcs' audited financial statements, and it is likely that investors will lose a part or all of their investment in the Offered Notes.

***Center Parcs derives its revenue from operating its villages. Any failure to manage its villages effectively or any significant business interruption or other event affecting the operation of one or more of its villages may have a material adverse effect on Center Parcs' business, financial condition and results of operations.***

Center Parcs operates five holiday villages in England. Any significant business interruption at any of its villages, such as the closure of all five holiday villages from 20 March 2020 to 13 July 2020 as a result of the COVID-19 pandemic, may have a material adverse effect on Center Parcs' financial condition and results of operations. Although Center Parcs has risk management arrangements, including business continuity plans, in place, such risk management arrangements, or any insurance may not adequately protect Center Parcs from significant interruption of business at any one or more of the villages. In addition, Center Parcs may not be able to obtain planning permission or planning consent to rebuild properties if destroyed, regardless of the availability of insurance proceeds. A significant interruption or event could be created by any number of internal or external factors, including fire (as occurred at the Elveden village in 2002, resulting in a 15-month closure), extreme weather conditions, accidents, loss of utilities or other interruptions, such as the COVID-19 pandemic. See *"—The COVID-19 pandemic has negatively affected and may continue to negatively affect Center Parcs' business, financial condition and results of operations."* Due to the full service, self-contained nature of its villages, Center Parcs maintains significant infrastructure, including water supply, electricity and waste water treatment, and any failure to adequately develop and maintain these facilities could also result in a significant business interruption. Such interruptions and events may have a material adverse effect on Center Parcs' business, financial condition and results of operations.

In addition, Center Parcs' business, financial condition and results of operations may be materially adversely affected by a number of factors relating to the operation of any village or the guest perception or expectation of the operating activities in a particular village. Factors that relate specifically to a particular village could include, amongst others:

- the age, design, construction quality and maintenance of the village;
- perceptions regarding the attractiveness of the village;
- the proximity and attractiveness of competing UK holiday centres;
- the proximity of other developments and infrastructure projects, for example, power stations or road projects, which adversely impacts guest experiences;
- increases in operating expenses;
- inability to pass on to guests any significant unforeseen input costs, such as utility costs, that would erode Center Parcs' margins;
- an increase in the capital expenditure needed to maintain the village or make improvements, or to maintain the competitiveness of the villages;
- an outbreak of COVID-19 or a notifiable illness, food poisoning or drinking water contamination at any village;
- major village damage or disruption including natural or environmental disasters;
- bad or extreme weather conditions;
- an illness, disease or event that damages the forest, fauna and natural environment surrounding a village;
- guest health and safety issues, such as inadequate or untimely first aid responses, accidents, personal injuries or child abuse or abduction;
- burglaries or thefts of personal belongings from village accommodation or facilities;
- a fluctuation or decline, seasonal or otherwise, in demand for the facilities that the village offers;
- increases in development and construction costs or delays in completion schedules;
- disturbances to guests' experiences caused by new build, maintenance or refurbishment projects; and
- negative publicity or guest perceptions about any village due to the above-mentioned factors or otherwise.

Center Parcs' effective management and operation of the villages has a significant impact on the revenues, expenses and value of the villages. Any failure to manage Center Parcs' operations effectively, including any failure to anticipate and react to the above-mentioned factors may have a material adverse effect on Center Parcs' business, financial condition and results of operations.

***Governmental regulation may adversely affect Center Parcs' existing and future operations and results.***

Center Parcs is subject to various national and local regulations that have affected, and will continue to affect, its operations. Each of its holiday villages is subject to national and local licensing and regulation by health, sanitation, food and workplace safety, and other agencies. Center Parcs has been and expects to continue to be adversely impacted by governmental efforts to contain the COVID-19 pandemic, including stay-at-home measures and social distancing requirements. Further, there is a material risk that the UK government may in the future require the closure of Center Parcs' villages or impose further restrictions on travel and distancing in order to manage the spread of COVID-19. See "*—The COVID-19 pandemic has negatively affected and may continue to negatively affect Center Parcs' business, financial condition and results of operations.*" Its operations are also subject to regulations which govern such matters as the minimum wage, national living wage, overtime and other working conditions, along with parental leave and a variety of similar laws enacted to govern these and other employment law matters.

The UK government introduced a national living wage in the 2015 budget, which has applied to employees aged 25 and over since April 2016, and includes further phased increases in April of every year. Center Parcs extended a similar wage increase to employees under the age of 25 as well. This increase in wages resulted in higher personnel costs and is expected to result in further increase in personnel costs going forward. Changes to such laws and regulations, including further increases to the minimum wage or national living wage, could have a materially adverse impact on Center Parcs' existing and future operations and results.

Center Parcs is also subject to the Equality Act 2010, which gives civil rights protections to individuals with disabilities in the context of employment, public accommodation and other areas. Center Parcs may in the future have to modify its villages to provide service to or make reasonable accommodations for disabled persons. The expenses associated with these modifications could be material. Regulations and laws, or the way in which they are interpreted, may become more stringent over time, which could require new capital expenditures and result in an increase in its operating costs.

***Center Parcs' business depends on the public perception of its brand. Any event at any village negatively affecting guest perception or expectation will likely negatively affect guest perception of the other Center Parcs villages.***

The success of Center Parcs' business depends on the public perception of the Center Parcs brand. Any event or occurrence at any one village that negatively affects guest perceptions is likely to negatively affect guest perceptions of the other Center Parcs villages. Center Parcs villages feature activities such as water activities, paintballing, laser combat, horse riding, abseiling, zip wiring and quadbiking that pose a potential risk of accident and serious personal injury. If a serious personal injury were to occur at one of the holiday villages, attendance at the holiday villages and, consequently, revenues might be materially adversely affected. In addition, holidays at Center Parcs' villages involve guest services and guest interactions, including with respect to bookings, accommodation services, on-site activities and food and beverage provisions. A pattern of poor or unsatisfactory guest service, guest complaints or poor reviews on social media at any of the villages could result in reputational harm to the Center Parcs brand. The considerable expansion in the use of social media over recent years has compounded the potential scope and speed of the negative publicity that could be generated by such incidents or events. Any accident, interruption, serious disturbance or negative publicity at Center Parcs' holiday villages, or a perception that the facilities are unsafe or operate in an unsafe manner, may reduce attendance at or demand for its holiday villages, which would have a material adverse effect on its business, financial condition and results of operations.

Longford Forest in the Republic of Ireland opened in 2019. Although Longford Forest is outside of the Obligor Group, any incidents at Longford Forest, such as poor reviews, or any future incidents such as those described above, could have a negative impact on the perception of Center Parcs in general and therefore on its results of operations.

If any such accidents or injuries do occur, Center Parcs' insurance may not adequately cover the costs stemming from such accidents and injuries or other disturbances and incidents. Center Parcs could also face legal claims related to these events, as well as adverse publicity that could be generated by such incidents. Accidents or injuries could also require upgrades, modifications or demolition of affected facilities, which could result in significant costs to Center Parcs and disrupt operations, which could have a material adverse effect on Center Parcs' business, financial condition and results of operations.

In addition, Center Parcs sells food and beverages, toys and other retail products, the sale of which involves legal and other risks. As a reseller of food and retail merchandise, Center Parcs may be liable if the consumption or purchase of any of the products it sells causes illness or injury. Furthermore, any product recall could result in losses due to the cost of the recall, the destruction of product and lost sales due to the unavailability of product for a period of time. A significant food, toy, gift or other retail product recall could also result in adverse publicity, damage to Center Parcs'



reputation and loss of consumer confidence in its villages, which could have a material adverse effect on Center Parcs' business, financial condition and results of operations.

Center Parcs targets affluent family-focused guests with historically approximately 80% of Center Parcs' guests being families with children. In order to provide an environment that is attractive to this core group of guests, Center Parcs strives to maintain a balanced guest profile of, amongst others, families, adult groups and corporate events. If guests' behaviour is disruptive or otherwise affects the enjoyment of other guests, this could result in adverse publicity and damage to Center Parcs' reputation. A failure to attract Center Parcs' core demographic of affluent guests with families could have a material adverse effect on Center Parcs' business, financial conditions and results of operations.

*Center Parcs' business is currently located entirely in England. As a result, changes in the British holiday market, including as a result of Brexit, may have a more significant adverse effect on Center Parcs' business, financial condition and results of operations than on more geographically diverse holiday businesses.*

Center Parcs (Holdings 1) Limited and its subsidiaries currently operate entirely in England. Accordingly, Center Parcs' business, financial condition and results of operations may be significantly adversely affected by a number of factors, including the effects of the COVID-19 pandemic on the UK and the UK's exit from the European Union on 31 January 2020 ("**Brexit**"), that affect the UK holiday market, including:

- national, regional or local economic conditions;
- socioeconomic and demographic factors;
- consumer confidence and personal disposable income;
- exchange rate fluctuations or other factors which impact tourism or travel to or within the UK;
- significant increases in utility and fuel costs;
- local holiday market conditions from time to time (such as an over-supply or under-supply of holiday resort accommodation and facilities);
- consumer tastes and preferences;
- changes in governmental regulations, fiscal policy, planning/zoning or tax laws and building codes as well as other regulatory changes;
- changes in minimum wage legislation or other factors increasing operational costs;
- potential environmental legislation or liabilities or other legal liabilities;
- acts of terrorism, natural disasters and direct political action; or
- further instances of illness, epidemics or pandemics.

All Center Parcs' villages are currently located in England and, consequently, the level of revenue and profit generated by the villages could be substantially influenced by general economic conditions in the United Kingdom. While Center Parcs' revenues increased in each of financial years 2018 and 2019, Center Parcs' revenues were lower in financial year 2020 due to closure of all five villages in response to the COVID-19 pandemic. Center Parcs expects revenues may further decline in financial year 2021 due to the closure of the villages until 13 July 2020 and the more limited capacity offered upon reopening. Center Parcs cannot guarantee that revenue will return to growth in future periods or that any such growth will be sustained. The villages have certain fixed operating costs, and as a result decreases in revenue may result in a significant decline in net cash flow, as seen during the period from 20 March 2020 to 13 July 2020 when the villages were closed as a result of COVID-19. In addition, a significant or sustained decline in economic conditions or high rates of inflation, including as a result of the COVID-19 pandemic or Brexit or uncertainty in the period leading up to the end of the UK's Brexit transition period on 31 December 2020 (the "**Brexit Transition Period**"), could adversely affect Center Parcs' ability to obtain goods and services from suppliers or credit from financing sources and could impact the ability of third parties, including insurance carriers and credit providers, to meet their obligations to Center Parcs. Weak economic conditions generally in the United Kingdom, or in any regional market from which a particular village attracts guests, may adversely affect holiday centre occupancy, guest spending patterns and Center Parcs' general business and financial condition. Conversely, if general economic conditions in the United Kingdom were to improve significantly, there may be greater consumer preference for holidays abroad.

The disposable income of Center Parcs' guests and/or their holiday preferences may be affected by changes in the general economic environment. Any decrease in disposable income of Center Parcs' guests, such as that due to the economic downturn resulting from the COVID-19 pandemic, may result in a decline in the number of guests and/or a decrease in on-site spending. Even if economic conditions are stable or improving, a negative economic outlook, including the fear of another recession, concerns about another wave of the COVID-19 pandemic and/or concerns regarding falling living standards, may adversely affect consumer spending and, as a result, have a material adverse effect on Center Parcs' business, financial condition and results of operations.

***Political and economic uncertainty surrounding Brexit may be a source of instability in international markets, create significant currency fluctuations, and adversely impact current trading and supply arrangements, which could have a material adverse effect on Center Parcs' business, results of operations and financial condition.***

The United Kingdom held a referendum on 23 June 2016, to determine whether the United Kingdom should leave the European Union or remain as a member state, and the outcome of that referendum was in favour of Brexit. On 31 January 2020, the United Kingdom formally left the European Union and entered the Brexit Transition Period. Until the end of the Brexit Transition Period, European Union laws and regulations will continue to apply in the United Kingdom, and changes to the application of these laws and regulations are unlikely to occur during negotiations. However, due to the size and importance of the UK economy, and the uncertainty and unpredictability concerning the United Kingdom's legal, political and economic relationship with Europe after the end of the Brexit Transition Period, there may continue to be instability in the market, significant currency fluctuations, and/or otherwise adverse effects on trading agreements or similar cross-border cooperation arrangements (whether economic, tax, fiscal, legal, regulatory or otherwise) for the foreseeable future, including beyond the date that the United Kingdom ceases to be a Member State of the European Union.

These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and could significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. In addition, Brexit may lead to or exacerbate a down-turn in the United Kingdom or other European economies and could lead to lower levels of consumer spending if consumer confidence declines or if individuals have less disposable income. Any reduction in customers' willingness or ability to spend due to Brexit-related changes in the economic environment of the United Kingdom and Europe could materially affect Center Parcs' revenue. A further slow-down in the UK economy due to Brexit may also negatively impact Center Parcs' growth strategies as well as its operating results, financial condition and prospects.

Uncertainty surrounding Brexit has also led to a decrease in the exchange rate of the pound sterling against the euro following the 2016 referendum and continued or sustained adverse effects on the exchange rate of the pound sterling as compared to foreign currencies and the effective price inflation of certain goods and services sourced from outside of the United Kingdom resulting from Brexit could result in increased costs for Center Parcs.

While Center Parcs does not currently employ a large number of EU nationals in its UK villages, the outcome of Brexit negotiations surrounding free movement of EU and UK nationals and any subsequent visa requirements may have an adverse effect on EU nationals' ability to work in the United Kingdom. Depending on prevailing visa arrangements EU nationals may find it more difficult to work in the UK, which in turn could lead to a tightening of the labour markets and a subsequent increase in salaries and wages in order to stay competitive. Any such increase in salaries and wages or in benefits offered to employees could result in increased costs.

Lack of clarity about future UK laws and regulations as the United Kingdom determines which European Union laws to replace or replicate following the expiration of the Brexit Transition Period, including financial laws and regulations, data privacy and collection laws and regulations and customs and free trade agreements, may increase costs associated with operating in the United Kingdom. Additionally, any substantial change in the regulations applicable to Center Parcs' business could jeopardise its ability to continue to operate in a manner consistent with its past practice.

Any of these factors or other events or consequences from Brexit described above may have a material adverse effect on Center Parcs' business, results of operations and financial condition.

***Center Parcs relies on information technology in its operations and any material failure, inadequacy, interruption or breach of security of that technology could harm its ability to effectively operate its business and subject it to data loss, litigation, liability and reputational harm.***

Center Parcs relies on its information systems across its operations, such as in the processing of payment details, and on those of its third parties service providers, including the online booking systems provided by ATCORE and Elite. Its ability to effectively manage its business depends significantly on the reliability and capacity of these systems. A new website which provides information and booking services for Center Parcs' spas and a new Center Parcs website, which

was rolled out in 2017, utilise the Adobe platform. Extended or widespread outages of the online accommodation or activities booking system (including the self-service booking points on-site) could adversely affect Center Parcs' ability to take guest bookings (as online bookings can be made exclusively through its website).

The provision of convenient, trusted, fast and effective payment processing services to Center Parcs' guests is critical to its business. If there is any deterioration in the quality of the payment processing services provided to Center Parcs' guests or any interruption to those services, or if such services are only available at an increased cost to Center Parcs or its guests or are terminated and no timely and comparable replacement services are found, Center Parcs' guests may be deterred from booking Center Parcs breaks.

Center Parcs, and third-party service providers on its behalf, collect, process and retain large volumes of guest data, which, together with employee data and other confidential information, is entered into, processed, summarised and reported by various information systems. Center Parcs also uses video surveillance in certain public areas for security purposes. The footage from such surveillance is also subject to data protection and privacy laws.

Notwithstanding the efforts and technology of Center Parcs and its third-party service providers to secure their computer networks, the security of those networks could be compromised. Third parties may have the technology or know-how to breach the security of Center Parcs' guest, employee and other confidential information, and Center Parcs' security measures (or those of its third-party service providers) may not effectively prohibit others from obtaining improper access to this information, destroying or stealing valuable information or disrupting Center Parcs' operations. In addition, Center Parcs or any of its third-party service providers may lose data, including guest data and payment details, or may fail to transmit such data online in a secure manner. In each case, if any theft or loss of personal guest data were to occur, Center Parcs could face liability (including fines) under data protection or privacy laws and lose the goodwill of its guests, incurring significant reputational harm. Such security breaches could have a material adverse effect on Center Parcs' business, financial condition and results of operations.

If the guest, employee or other data held by Center Parcs is not accurate or complete, there is a risk that Center Parcs could make incorrect decisions regarding marketing, pricing, cost management or other factors that impact its financial performance.

Any computer virus, security breach, loss, or theft of company, guest or employee data could expose Center Parcs to adverse publicity, loss of sales and profits, regulatory action, or cause Center Parcs to incur significant costs to reimburse third parties for damages, which could impact its results of operations.

***Center Parcs competes for discretionary spending with other holiday offerings and holiday or leisure alternatives.***

The UK domestic holiday market is diverse. Center Parcs' main competitors are high-end, self-catering cottage accommodation and leisure hotels and resorts, primarily in the UK, and to a lesser extent abroad. Center Parcs' holiday villages compete for guests' discretionary spending with other holiday offerings, including other holiday villages (both UK traditional holiday villages and holiday parks and UK and international destination parks). In addition, other holiday providers could open forest villages in the UK in the future. A village's ability to attract guests depends, among other things, on the quality of the accommodation, competitiveness of prices, amenities and facilities offered and the convenience and location of the village. If competing UK holiday centres provide a better offering to guests, this may have a material adverse effect on Center Parcs' business, financial condition and results of operations, which may in turn affect the ability of the Obligors to meet their obligations under the Loans and the Issuer's ability to meet its obligations under the Notes.

Since the majority of Center Parcs' guests live within a two-hour drive of the village they choose to visit, the effects of competition would be more pronounced if a new holiday centre or other guest attraction opened within close proximity to one of Center Parcs' holiday villages or if an existing holiday centre expanded into its market or began conducting activities aimed at capturing Center Parcs' market share.

In addition, Center Parcs may face increased competition from holiday offerings outside the UK as a result of an increase in the convenience or reduction in the cost of air travel, particularly due to the decline in global oil prices, any appreciation of the pound relative to other currencies, particularly the euro, or inclement weather in the UK. In addition, if macroeconomic conditions are strong and/or inflation in the UK declines, there may be greater consumer preference for holidays abroad. Further, Longford Forest in the Republic of Ireland may attract guests away from Center Parcs' existing villages. Reduced occupancy at Center Parcs' existing villages for any of the above reasons may have a material adverse effect on the financial condition and results of operations of Center Parcs.

Center Parcs also competes more broadly with other types of leisure activities and forms of entertainment, such as sports and other recreational activities, restaurants, bars, retail outlets and spa facilities.

One or more of Center Parcs' competitors for holiday or leisure activities may be more successful in attracting and retaining guests. If Center Parcs does not compete successfully for discretionary spending with other holiday villages and other leisure alternatives, its business, financial condition and results of operations could be materially adversely affected.

***Center Parcs could be adversely affected by changes in consumer tastes and expectations or its failure to maintain and improve its villages and amenities to appeal to changing guest tastes and expectations.***

The success of Center Parcs' holiday villages depends substantially on consumer tastes and preferences that can change in unpredictable ways, and on Center Parcs' ability to ensure that its holiday villages meet the changing preferences of its target guests. Evolving standards of accommodation and amenities and changing guest expectations, such as with regards to social distancing and personal protective equipment, may also affect the revenues and popularity of Center Parcs' villages, which require continued investment to ensure that the accommodation and amenities in the villages are attractive and appeal to Center Parcs' guests. Center Parcs carries out significant research and analysis before constructing new holiday villages or opening new facilities at its villages and often invests substantial amounts in investigating how these new holiday villages and new facilities may be perceived by guests. If Center Parcs' facilities or new entertainment and leisure activity offerings do not achieve targeted guest volumes, revenues may decline. Any failure to invest, innovate or continue to improve Center Parcs' offering in a timely manner to meet changing consumer preferences or to retain long-term guest loyalty or provide satisfactory guest service may have a material adverse effect on Center Parcs' business, financial condition and result of operations.

***Bad or extreme weather conditions, road, rail or other transportation disruptions or closures and other conditions out of Center Parcs' control could negatively affect occupancy at Center Parcs' villages.***

Center Parcs' holiday villages provide both indoor and outdoor activities, with the natural setting of the villages and the outdoor activities a major draw for guests. However, due to social distancing requirements and other regulations by the UK government in light of the COVID-19 pandemic, many of Center Parcs' activities currently remain closed. Bad weather or forecasts of bad or mixed weather conditions can reduce the number of people who come to the holiday villages or who book stays, which may require Center Parcs to lower prices thus reducing ADR even if occupancy remains stable. In addition, due to the often unexpected nature of bad or extreme weather conditions, Center Parcs may fail to predict or undertake the appropriate advanced planning to maintain business operations in the event of a disruption due to bad or extreme weather conditions. Any such condition could also adversely affect guests' experiences during their stay at Center Parcs and thereby affect their willingness to return to Center Parcs as repeat guests. Bad or extreme weather conditions (for example, floods, storms or high winds) or other occurrences outside of Center Parcs' control (such as fires) could also lead to the loss of use of one or more of Center Parcs' villages, or damage the natural environment in which the villages are situated, and disrupt its ability to attract guests to certain of Center Parcs' villages or facilities. Due to such conditions or for other weather-related or environmental reasons, Center Parcs' facilities and activities may close from time to time.

The occurrence of extreme winter weather conditions could cause significant damage to Center Parcs' holiday villages, which could materially and adversely affect its overall business. Similarly, unseasonably high temperatures and high winds could exacerbate forest fires. In addition, prolonged drought conditions may cause water shortages, which could adversely impact the operation of Center Parcs' water amenities. Center Parcs' insurance may not be sufficient to cover the costs of repairing or replacing damaged property or equipment, and Center Parcs may suffer a significant decline in revenues if any of its holiday villages is closed or unable to operate all of its facilities for an extended period of time.

The heavy snowfall and unusually low temperatures in England in March 2018 caused the temporary closure of Longleat Forest and restricted guest arrivals and activities at all other villages. In February 2019, Longleat Forest was closed again for a three-night period due to heavy snowfall. Guests impacted by the snow were issued refunds of both their accommodation and on-site spend. Center Parcs believes that it experienced lost revenue from the closures in the 53-week period ended 26 April 2018 and in the 52-week period ended 25 April 2019, respectively.

Road closures or detours as a result of bad weather conditions may also prevent or delay Center Parcs' guests, who primarily drive to the villages, from reaching the villages. Road closures and detours have the potential of extending the effects of bad weather beyond the particular storm or weather condition as damaged roads and highways may take significant time to repair. Additionally, road closures and detours as a result of non-weather factors, such as government repair works, may also reduce the number of guests.

If transport links to Center Parcs' holiday villages and related infrastructure are damaged or become inadequate, guests may face difficulty in traveling to the villages, or may face significant delays and increased travel times, which could have a material adverse effect on Center Parcs' business, financial condition and results of operations.

***Center Parcs' revenues are highest during school holidays and public holidays, which could magnify the impact of adverse conditions or events that occur during peak demand periods.***

Center Parcs' revenues are subject to seasonal factors and guest demand for breaks increases during school holidays, public holidays and periods of expected favourable weather conditions, among other things, during which Center Parcs is generally able to charge higher prices. As a result, if extreme weather, accidents or other adverse conditions or events occur, particularly during peak holiday periods, Center Parcs' business, financial condition and results of operations may be materially adversely affected. For example, the period from 20 March 2020 to 13 July 2020 when the villages were closed as a result of COVID-19 included periods that have historically been very profitable, including Easter holidays and May half-term. Additionally, changes in school holiday schedules or a switch to a uniform year-round schedule could adversely affect Center Parcs' guest bookings, and consequently its attendance levels or target pricing levels during the peak holiday periods, which may adversely affect Center Parcs' business, financial condition and results of operations. In addition, any such adverse effect or condition may make it difficult for Center Parcs to predict its operating results, which may materially and adversely affect Center Parcs' ability to implement planned capital expenditures.

In the United Kingdom, there has been an increasing trend of the government seeking to ban or deter term-time holidays for school children. In 2017, the Supreme Court of the United Kingdom upheld fines, and local authorities continue to use fines, penalising parents taking their children out of school during term-time in the absence of exceptional circumstances. In financial year 2020, approximately 48% of Center Parcs' customers were families with at least one school-age child. However, this number is likely to decline if the trend of increasingly strict regulations and enforcement surrounding term-time holidays continues. This may result in lower demand for Center Parcs' villages during off-peak periods and cause Center Parcs to further reduce off-peak prices, thereby decreasing margins.

***Instances of injuries, illness, epidemics or pandemics, as well as negative publicity relating thereto, could result in reduced guest attendance and materially and adversely impact Center Parcs' business.***

As seen with the current COVID-19 pandemic, the outbreak of any prolonged pandemic or epidemic disease, whether a further outbreak of COVID-19 or any other disease, or the occurrence of any other public health concern could negatively impact the public's willingness to gather in public spaces or travel or result in health or other government authorities imposing restrictions on travel, which individually or together could reduce guest volumes or revenues at Center Parcs' holiday villages. In addition, any such public health concerns may severely restrict the level of economic activity in affected areas. Any of these events, particularly if they occur during the peak holiday periods, or the booking periods thereof, could have a material adverse effect on Center Parcs' business, financial condition and results of operations.

Instances of illness or injury in general or claims of illness relating to food or drinking water quality or handling at restaurants, food preparation centres or holiday centres, whether or not affecting Center Parcs' villages, or in relation to water quality within pools and spas could reduce guest attendance materially, either through cancellations of existing bookings or by reducing consumer willingness to visit Center Parcs. In addition, any negative publicity relating to these and other health-related matters might affect consumers' perceptions of Center Parcs' holiday villages and reduce guest visits to its holiday villages.

***Center Parcs' insurance coverage may not be adequate to cover all possible losses that it could suffer, and its insurance costs may increase.***

Companies engaged in the holiday centre business may be sued for substantial damages in the event of an actual or alleged accident. A catastrophic loss or accident occurring at Center Parcs' holiday villages or at competing holiday villages may increase insurance premiums, and negatively impact Center Parcs' operating results. Although Center Parcs carries annual liability insurance to cover this risk, its coverage may not be adequate to cover liabilities, and it may not be able to obtain adequate coverage should a catastrophic incident occur.

In particular, the lost revenue and increased operating costs resulting from closure of Center Parcs' villages due to the COVID-19 pandemic and ensuing health and safety regulations were not covered by Center Parcs' insurance policies. Any future losses resulting from additional closures or reductions in Center Parcs' operations pursuant to government regulations or further outbreaks of the COVID-19 pandemic are not expected to be covered by Center Parcs' insurance policies. Further, Center Parcs cannot predict how its insurance policies will change as a result of the macroeconomic environment and other challenges presented by the COVID-19 pandemic. It is possible that Center Parcs' insurance premiums may increase and that the scope of coverage of Center Parcs' insurance policies may decrease.

Center Parcs utilises a combination of self-insurance (through the use of large excesses payable by Center Parcs) and insurance coverage programmes for property, business interruption, employer's liability, public/products liability and

health care insurance. Pursuant to such programmes, Center Parcs is responsible for a specified amount of claims and insures for claims above such limits.

Potential liabilities that Center Parcs self-insures or buys commercial insurance for could increase in the future. In addition, insurance may not be available to Center Parcs on commercially acceptable terms or at all, or Center Parcs could experience increases in the cost of such insurance. Any increase in the number of claims or amount per claim or increase in the cost of insurance could materially and adversely affect Center Parcs' results of operations.

The Obligors are required by the terms of the Issuer/Borrower Loan Agreements to insure the villages against the risk of material damage or destruction and resulting business interruption, acts of terrorism, public and product liabilities and such other risks as a prudent owner and operator of similar properties would insure against.

The Obligors have granted security to the Borrower Security Trustee under the terms of the Borrower Deed of Charge and the Woburn Deed of Charge for amounts which are or may become payable under all of its insurance policies relating to material damage or destruction and resulting business interruption taken out by the relevant Obligor in respect of the relevant village.

A failure by any of the Obligors to renew the relevant insurance policies in respect of a village may, upon damage to the village or loss of revenue in respect to the village (which would otherwise have been recoverable under such insurance policy), result in a corresponding loss in the value of such village or payment recovery under the loan made to the relevant Borrower. Similarly, even where the relevant insurance policy is current, there could be an administrative delay in the receipt of payment by the Obligors from the insurers which could affect the ability of the Obligors to meet their respective payment obligations during that period of delay.

Certain types of risks and losses (such as losses resulting from epidemics and pandemics, including COVID-19, war, terrorism, nuclear radiation, radioactive contamination and heaving or settling of structures) may be or become either uninsurable or uneconomical to insure or may not be covered by the relevant insurance policies. Center Parcs' insurance policies do not compensate Center Parcs for revenue lost as a result of the COVID-19 pandemic. Other risks might become uninsurable (or uneconomical to insure) in the future. The occurrence of significant uninsured or uninsurable losses could materially and adversely affect the Group's business, financial condition and results of operations, which could result in the Obligors not having sufficient funds to repay in full amounts owing under or in respect of the Issuer/Borrower Loan Agreements.

***Any adverse impact on guest perceptions of Center Parcs Holding B.V. or Center Parcs Europe N.V., with whom Center Parcs shares its brand, could adversely affect Center Parcs' business, financial condition and results of operations.***

The successor to the founder of the Center Parcs brand is Center Parcs Holding B.V., a subsidiary of French listed company Pierre & Vacances, which operates a holiday business in France, the Netherlands, Belgium and Germany. Under the terms of a brand sharing agreement relating to trademarks and marketing services with, among others, CP Opco, Center Parcs Holding B.V. and Center Parcs Europe N.V. ("**CP Continental Europe**"), the parties agreed that CP Opco is exclusively entitled to use the trademark registrations for the Center Parcs brand that it owns in its territory (UK, the Channel Islands and the Republic of Ireland) and CP Continental Europe is exclusively entitled to use the trademark registrations for the Center Parcs brand that it owns in its territory (Albania, Austria, the Benelux, Belarus, Bosnia-Herzegovina, Bulgaria, Croatia, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Israel, Italy, Latvia, Liechtenstein, Lithuania, Macedonia, Monaco, Norway, Poland, Portugal, Romania, Serbia, Slovak Republic, Slovenia, Spain, Sweden, Switzerland and Ukraine). Under the brand sharing agreement, each party has exclusive rights to operate holiday centres in its respective territory using its registered marks.

Any event or circumstance that has an adverse impact on guest perceptions of the Center Parcs brand and holiday business outside the UK could have a material adverse effect on the reputation of the Center Parcs brand in the UK.

***Center Parcs' future performance depends on continued maintenance capital expenditure and investment capital expenditure, which may be significant. Any failure to make the requisite maintenance capital expenditure or investment capital expenditure in a timely manner could have a material adverse effect on Center Parcs' business, financial condition and results of operations.***

Center Parcs' future performance depends on making continued maintenance capital expenditure and investment capital expenditure, which may be significant. A principal competitive factor for a holiday village is the uniqueness and perceived quality of its accommodation, amenities and facilities. Accordingly, the regular addition of new or improved accommodation, amenities and facilities and the repair or maintenance of those in existence are key to the continued competitiveness of Center Parcs' holiday villages.

Maintenance capital expenditures include refurbishments to existing facilities, including ensuring health and safety standards are met. Although the Obligors are required under the terms of the Class A Issuer/Borrower Loan Agreement to spend a minimum of £18.5 million per year on maintenance capital expenditure, there can be no assurance that this amount will be sufficient for Center Parcs' requirements. Center Parcs' maintenance capital expenditure for the 52-week period ended 25 April 2019 and the 52-week period ended 23 April 2020 was approximately £27.1 million and £27.5 million, respectively.

Investment capital expenditures include building new accommodation, upgrading existing accommodation and adding, upgrading or expanding cafes, restaurants and other facilities. Center Parcs' investment capital expenditure for the 52-week period ended 25 April 2019 and the 52-week period ended 23 April 2020, was approximately £39.1 million and £25.3 million, respectively. During the period of closure of its villages due to COVID-19, Center Parcs curtailed non-essential investment capital expenditures. Center Parcs also expects its investment capital expenditure to be materially lower during the 2021 financial year compared to the 2019 and 2020 financial years. While Center Parcs expects to continue its investment capital expenditures over the next several years, the development and construction of such projects not currently under construction is subject to additional risks due to COVID-19 or otherwise, including construction delays as a result of business activity restrictions and supply chain interruptions. As a result, Center Parcs' current development plans may not be completed as planned, which may impact future growth.

Center Parcs is continuing its refurbishment cycle, and 1,943 lodges have already been upgraded in the current refurbishment cycle. Center Parcs upgraded 436 lodges in financial year 2019, 404 lodges in financial year 2020 and 92 lodges in financial year 2021 as at the date of this Supplemental Bondholder Report.

Construction of three treehouses at Woburn Forest was completed in summer 2018, and 33 lodges at Whinell Forest were completed in spring 2019. Additionally, Center Parcs completed the construction of two new lodges at Woburn Forest and four new treehouses at Whinell Forest in summer 2020.

Historical and future investment capital expenditure may not yield the anticipated revenue or ADR growth or improve the attractiveness of Center Parcs' holiday villages. Even if revenues do increase, the additional revenues may not be sufficient to recover the amounts invested by Center Parcs and to provide a return on such investments. In addition, if Center Parcs does not have sufficient liquidity to finance these upgrades or if insufficient amounts are spent on capital expenditure on the villages, Center Parcs' villages may not remain competitive.

There could be a material adverse effect on Center Parcs' business, financial condition and results of operations if it fails to maintain the planned approach to its maintenance and investment cycle and/or if any investment that does not result in revenue growth does not otherwise recover the amount invested or does not maintain the long-term attractiveness or good and safe condition of the relevant holiday village. Moreover, delays in the addition of new or improved accommodation, amenities and facilities or the closure of any of its amenities and facilities for repairs could adversely affect occupancy levels and Center Parcs' ability to realise revenue growth, which could have a material adverse effect on its business, financial condition and results of operations.

***Failure to keep pace with developments in technology or any problems with maintaining or implementing upgrades to Center Parcs' IT systems could impair Center Parcs' operations or competitive position.***

The holiday centre industry continues to demand the use of sophisticated technology and systems, including those systems and technologies used for Center Parcs' bookings, revenue management and property management platforms. These technologies and systems must be refined, updated and/or replaced with more advanced systems on a regular basis. If Center Parcs is unable to do so as quickly as its competitors, within budget cost and time frames or at all, its business could suffer. Center Parcs is in the process of making updates to existing systems and introducing new IT systems and technologies aimed at improving pricing for bookings, targeting new and repeat customers, strengthening and integrating customer relationship management processes. Any problems with transitioning to or integrating its new systems could adversely affect Center Parcs' business. In particular, the implementation of the new IT systems could take longer than expected, disrupt Center Parcs' current systems and/or result in cost overruns. Center Parcs also may not achieve the benefits that it anticipates from these systems or any other new technology or system in the future. If any of these risks were to be realised, this could have a material adverse effect on Center Parcs' business, financial conditions and results of operations.

***Center Parcs may not be able to successfully develop new villages and it may not realise desired returns from new villages or other villages it may acquire.***

From time to time, Center Parcs evaluates suitable locations for new villages to develop or acquire and is currently negotiating an option agreement for a potential sixth site in the UK. Center Parcs may not be able to successfully identify and secure such locations or may not be able to successfully execute opening such villages.

New villages may fail to become operational on a timely basis or at all due to setbacks including but not limited to delays or failure to receive planning permissions or other consents, inability to meet development requests from local authorities, infrastructure issues, construction delays, inadequate or delayed financing, the delay or inability to recruit or manage appropriately skilled employees or the inability to identify or secure agreements with key suppliers or development partners. Furthermore, once opened, new villages may not attract anticipated volumes of guests, either in the short or long term, as a result of social distancing guidelines, reduced customer demand, differing customer expectations and preferences in these new locations or due to other factors.

The integration of a new village is a complex and time-consuming process. Center Parcs may not be able to integrate effectively any village it develops or acquires or successfully implement appropriate operational, financial and management systems and controls to achieve the benefits expected to result from such developments or acquisitions. Center Parcs may also be subject to unexpected claims and liabilities arising from such developments or acquisitions. These claims and liabilities could be costly to defend, could be material to its financial position and might exceed either the limitations of any applicable indemnification provisions or the financial resources of the indemnifying parties. The diversion of management's attention and any delays or difficulties encountered in connection with the integration of the businesses Center Parcs develops or acquires could negatively impact its business and results of operations. Further, the benefits that it anticipates from these new developments or acquisitions may not be realised.

Any expansion into a new country would result in Center Parcs being subject to the laws and regulations of that country, including taxation. As a result, Center Parcs' risk exposure to political and regulatory changes will increase as a result of opening a village in another country. The impact of, and costs associated with, complying with changes in interpretation of existing, or the adoption of new, legislation, regulations or other laws or licensing and authorisation regimes in the jurisdictions in which Center Parcs has plans to operate can be difficult to anticipate or estimate and could have a material adverse effect on Center Parcs' business, financial condition and results of operations. Expansion into a new country could also subject Center Parcs to risks related to adverse fluctuations in currency exchange rates. Further, the Class A Issuer/Borrower Loan Agreement permits management to only devote up to 25% of its time towards any additional villages located outside the United Kingdom, including Longford Forest in the Republic of Ireland, and does not require any additional Center Parcs villages that may be developed outside the United Kingdom to accede to the Obligor Group (as is the case for any additional villages in the United Kingdom).

Additionally, if Center Parcs wishes to use the Center Parcs brand for a village located outside of the United Kingdom, the Channel Islands and the Republic of Ireland, it must invite CP Continental Europe to participate in all aspects of the development, funding, ownership and future management of such village. If CP Continental Europe accepts the invitation, Center Parcs and CP Continental Europe would have to participate in the development and management of the village on terms identical to each other. As a result, Center Parcs may not be able to effectively integrate such village into its existing business structure, which may have a material adverse effect on Center Parcs' business, financial condition and results of operations.

The occurrence of any of these factors could negatively impact the ability of Center Parcs to generate the desired returns from its strategy of international expansion, which could have a material adverse effect on its business, financial condition and results of operations.

***Noteholders will not have recourse to any additional village outside the United Kingdom, its assets, revenues or cash flow. Development of any such village may divert management's time from villages in the United Kingdom.***

The Class A Issuer/Borrower Loan Agreement permits management to devote up to 25% of its time towards any additional villages located outside the United Kingdom, including Longford Forest in the Republic of Ireland, and does not permit any additional Center Parcs villages that may be developed outside the United Kingdom to accede to the Obligor Group (as is the case for any additional villages in the United Kingdom).

Longford Forest, which opened in 2019, is Center Parcs' first village outside of the United Kingdom. Subject to the terms of the Class A Issuer/Borrower Loan Agreement, Center Parcs' management is permitted to provide a number of services to help develop and operate Longford Forest. These services include the provision of development services such as running tender processes for contractors and using reasonable endeavours to obtain required licenses and consents as well as operating services such as recruitment services, employee training, incorporating Longford Forest in to the sales and marketing activity undertaken by the Center Parcs Group, the provision of customer services such as handling general guest queries via call centre and e-mail, the provision of a reservations system and the taking of bookings, pricing and budget setting, health & safety advice, compliance and legal support, financial reporting and IT support together with a range of other corporate support services. Although the Longford Management Services Agreement provides that Center Parcs will be compensated for management's time spent on Longford Forest, these



arrangements may not sufficiently compensate Center Parcs for the cost of providing such services and may divert management's time from the management of villages in the United Kingdom, subject to the 25% limit described above.

Under the Class A Issuer/Borrower Loan Agreement, none of the Obligors will own assets relating to, or derive revenues from, Longford Forest or any other additional villages outside the United Kingdom. Noteholders will not have recourse to any such village outside the United Kingdom, its assets, revenues or cash flow. In addition, the development of additional villages outside the United Kingdom could divert management's time from the five existing villages or from any additional villages in the United Kingdom and may impose additional burdens on Center Parcs' limited management resources. This could have a material adverse effect on Center Parcs' financial condition, results of operations and business.

***Center Parcs' business could be harmed if it loses the services of its key management personnel or is unable to attract and retain qualified employees.***

Center Parcs' business depends upon the efforts and dedication of its senior management team and its staff, both in the villages and at its head office. Competition for highly-qualified personnel is intense, and the loss of the services of any of these key personnel without adequate replacement or the inability to attract new qualified personnel could have a material adverse effect on Center Parcs' business, financial condition and results of operations. In addition, its success depends on its ability to attract, motivate and retain qualified employees to keep pace with its needs. If Center Parcs is unable to do so, its results of operations may be adversely affected.

From 27 March 2020 to 3 July 2020, Center Parcs furloughed approximately 90% of its employees pursuant to the UK government's CJRS. Following the reopening of Center Parcs' villages on 24 July 2020, approximately 18% of Center Parcs' employees remained furloughed pursuant to the CJRS, which decreased to less than 1% as of 4 September 2020. There can be no assurance that all employees will return following the end of their furlough period or the expiry of the CJRS or that employees who do return will remain at Center Parcs in the short-to-medium term if Center Parcs' villages are required to close or if Center Parcs' business otherwise deteriorates. To the extent that any employees do not return or employees face unanticipated challenges when they do return, there may be an adverse impact on employee morale and Center Parcs' ability to operate effectively and attract and retain qualified employees.

In addition, Center Parcs' future business success depends in part on its ability to continue to recruit, train, motivate and retain employees and on its ability to continue to employ creative employees and consultants. The loss of service of any key personnel, or an inability to attract and retain qualified employees and consultants, could have a material adverse impact on its business, financial condition and results of operations.

***Center Parcs depends on third party suppliers and contractors.***

Center Parcs has key contractual relationships with a number of third parties, including suppliers, insurers, partners, banks and payment processors. In particular, Center Parcs relies on key suppliers to carry on its operations. These include the Big Table Group Limited (formerly known as the Casual Dining Group) ("**The Big Table**"), whose offering includes Café Rouge, Las Iguanas and Bella Italia, and the Nuance Group, Center Parcs' retail partner. The Center Parcs business model incorporates a range of service relationships, with some food and beverage and retail offerings operated on a concession basis, others, such as Starbucks, being licensed to Center Parcs and some "back-of-house" services provided by third parties, including laundry services and food and beverage supplies. Center Parcs also relies on third party service providers and IT systems such as payment processing services, ATCORE (formerly Anite), a non-affiliated third-party company, which provides TourRes, the booking system used by Center Parcs, ESP, which provides the booking system Elite for on-parc activities and restaurants and Adobe which provides the platform for certain of Center Parcs' websites.

The failure of one or more of the third-party suppliers and contractors to deliver or provide the services when needed by Center Parcs or at the desired quality may have an adverse impact on Center Parcs' operations and business. In particular, certain of Center Parcs' suppliers, including The Big Table and Nuance Group, have been severely impacted by the COVID-19 crisis. Center Parcs is closely monitoring its suppliers' ongoing operations but cannot assure that its suppliers will be able to fulfil their obligations in the future. The failure of one or more of these third parties to fulfil its obligations to Center Parcs for any other reason, or the termination of such agreements by any of the third-party suppliers or contractors, may also cause significant disruption and have a material adverse effect on its result of operations, financial performance and prospects. From time to time, Center Parcs may terminate (by agreement or otherwise) the concessionaire agreements in relation to all or some of the units operated by its concessionaire partners. Where such agreements are terminated, Center Parcs will seek to re-utilise this space for the provision of alternative goods and

services to be provided either by Center Parcs or other third parties. There can be no certainty that any alternative use can be found or that any alternative will generate commercial returns as favourable as those previously enjoyed.

Furthermore, third party suppliers may seek to increase prices for their services. If Center Parcs is unable to negotiate limits to any price increases or find alternative third-party suppliers providing services at lower prices, such increases may negatively impact Center Parcs' business. In addition, material disputes may arise between Center Parcs and third-party service providers and suppliers, which could adversely affect the relationship between Center Parcs and such third parties. Any or all such developments could have a material adverse effect on Center Parcs' business, results of operations and financial condition.

***The operation and development of Center Parcs' holiday villages are subject to planning and other consents, laws and regulations, which may constrain future development or new facilities and amenities. In addition, changes in use or planning consents relating to property neighbouring the villages may have a material detrimental effect on guests' enjoyment of the villages.***

Center Parcs' villages are required to be constructed in accordance with the relevant planning permission to ensure that the current use of the holiday villages is lawful. If the construction or use of a holiday village is not in accordance with the relevant planning permission, the relevant council may, in certain circumstances, require that use to cease. Further, a council can require compliance with the conditions of any planning permission or planning agreement, or, in certain circumstances, the alteration or reinstatement of any construction carried out without planning permission.

All of Center Parcs' villages are in rural locations. Center Parcs may experience material difficulties or failures in maintaining or renewing the necessary licences or approvals for its holiday villages, which could result in holiday village or attraction closures or fines. Stringent and varied requirements of local regulators with respect to zoning, land use and environmental factors could also delay or prevent development of new holiday villages in particular locations. In the future, obtaining planning permission for future developments or new facilities and amenities may be difficult. In addition, if any such planning permissions cannot be obtained, there are limited alternative uses for rural sites of the size of the villages where base land values are low and alternative planning permissions are unlikely.

The operation, development and redevelopment of recreational facilities and other structures at Center Parcs' holiday villages and the development of new or additional villages may require consent from the relevant local planning authorities as well as from third parties, such as landlords, development partners, finance providers and regulatory bodies. Center Parcs may not be able to obtain the requisite planning or other consents as and when required in respect of developments or redevelopments or the roll-out of new or additional holiday villages, and planning or other consents may be withdrawn in relation to existing offerings at any of its holiday villages. In addition, Center Parcs' properties may be subject to certain restrictive covenants in favour of third parties.

Center Parcs constructed 90 new units of accommodation in financial year 2019, 12 new units of accommodation in financial year 2020 and six new units of accommodation in financial year 2021 as at the date of this Supplemental Bondholder Report. Center Parcs has planning permission for all of these new builds. From time to time, Center Parcs plans to build additional new units of accommodation, subject to planning permission and other factors. If Center Parcs is unable to obtain the requisite planning permissions for these additional lodges at the existing villages, it would be unable to construct these additional lodges, which would have an adverse effect on Center Parcs' expansion plans for these sites.

Center Parcs works with and engages its local planning authorities with regard to issues of shared concern that impact the development and redevelopment of its properties and the roll-out of new holiday villages, including sensitivities to site noise, listed structures, road congestion and other traffic issues, and health and safety issues. If it were to fail to cooperate with local planning authorities or if Center Parcs' work relationship with such authorities were to be adversely affected for any reason, this could negatively impact its ability to obtain the planning and other consents necessary for the development and redevelopment of current villages or expanding into new villages, or it could result in the withdrawal of existing consents. Additionally, possible changes to planning rules (such as the categorisation of flood zones), or by-law distances which prohibit development within a certain distance of flood defence structures) would, if made, adversely affect Center Parcs' ability to develop a holiday village. Additional constraints on future development could have an adverse effect on guest numbers, which could have a material adverse effect on its business.

Any refusal to grant, or delay in granting Center Parcs' requested planning or other consents, or the application of any special conditions to such consents (or breach by Center Parcs of such conditions), could have a material adverse effect on its business, financial condition and results of operations. Furthermore, future planning

consents are likely to impose further conditions and/or require Center Parcs to enter into new planning agreements. In addition, proposed regeneration schemes may adversely impact guest access to, or the operation of, individual facilities. The constraints placed on Center Parcs' operations by future planning consents or regeneration schemes may be more onerous than those that currently apply, and could have a material adverse effect on its business, financial condition and results of operations.

Changes in use or planning consents relating to property neighbouring the villages may have a material detrimental effect on guests' enjoyment of the villages. For example, changes in use or planning consents could permit owners or occupiers of property adjoining or close to Center Parcs' villages to use their property in a way that disturbs or diminishes guests' enjoyment of the villages or the natural setting in which the villages are located. These uses would include the installation or use of plant and equipment (e.g. electricity pylons) or activities that emit noise or smell, or that are inconsistent with guests' enjoyment of a holiday in a natural environment. Any such detrimental change, or negative publicity regarding such a change, may have a material adverse effect on Center Parcs' business, financial condition and results of operations.

***Center Parcs may be subject to liabilities and costs associated with its intellectual property.***

Center Parcs relies on trademarks to protect its brand. Many of these trademarks have been a key part of establishing its business in the UK holiday market, including Center Parcs and Aqua Sana. Center Parcs believes these trademarks have significant value and are important to the marketing of its villages. The steps Center Parcs has taken or will take to protect its proprietary trademark rights may not provide adequate protection, and Center Parcs may not have adequate resources to enforce its trademarks if third parties infringe its trademarks. In addition, although Center Parcs owns its trademarks, these trademarks may infringe the proprietary rights of others and may not be upheld if challenged. If its trademarks infringe the rights of others, Center Parcs may be prevented from using its trademarks, any of which occurrences could harm its business. In any such event, Center Parcs could be forced to rebrand its products and services, which could result in loss of brand recognition and may require Center Parcs to devote significant resources to advertising and marketing new brands. Further, any claims of trademark infringement may require Center Parcs to enter into a royalty or licensing agreement to obtain the right to use a third party's intellectual property, which may not be available on terms acceptable to Center Parcs.

From time to time, Center Parcs enters into agreements with third parties that permit it to use the intellectual property of such third parties at its holiday villages. The third parties owning such intellectual property may not renew such agreements with Center Parcs or may increase the cost for it to use such intellectual property to levels that make it cost prohibitive or economically unfavourable for it to continue such arrangements.

***Potential liabilities and costs from litigation could adversely affect Center Parcs' business.***

From time to time, Center Parcs may become involved in litigation and regulatory actions as part of its ordinary course of business. There is no guarantee that it will be successful in defending against civil suits or regulatory actions, such as matters related to public and employee safety, food safety, employment and environmental laws and regulations.

As a result of the COVID-19 pandemic, there is a risk of an increase in legal claims from employees and guests related to potential or alleged COVID-19 exposure at Center Parcs' villages, including as a result of a localised outbreak at any of the villages. There is limited precedent for such claims in the context of a major pandemic and Center Parcs cannot predict how such claims would be resolved by the courts. Further, such claims could be time-consuming and divert management time and resources away from operation of the Center Parcs' villages.

Even if a civil litigation claim or regulatory investigation or claim is meritless, does not prevail or is not pursued, any negative publicity surrounding assertions against Center Parcs' holiday villages could adversely affect its reputation. Regardless of their outcome, litigation and regulatory actions may result in substantial costs and expenses and divert the attention of Center Parcs' management. In addition to pending matters, future litigation, government proceedings, labour disputes or environmental matters could lead to increased costs or interruption of Center Parcs' normal business operations, which may have a material adverse effect on Center Parcs' business, financial condition and results of operations. See "*Business – Legal Proceedings*".

***Center Parcs is subject to privacy and data protection laws and any data breach or change in legislation could adversely affect Center Parcs' ability to market its products effectively.***

In the ordinary course of business, Center Parcs collects, transmits and stores guest and employee data, including highly sensitive personally identifiable information, in information systems that it maintains. Center Parcs has a large guest database made up of prospective, current and former guests. This data could be a target for cyber-attack. While the protection of such guest and employee data is critical to Center Parcs and Center Parcs takes steps to protect such data, any such attack could have a material adverse effect on its business, financial condition and results of operations.

Furthermore, Center Parcs' use of this information is subject to numerous laws, regulations and standards designed to protect sensitive or confidential client and employee data. The new EU-wide General Data Protection Regulation (the "GDPR") became applicable on 25 May 2018, and has been substantively implemented into UK law by the Data Protection Act 2018, which replaces the UK Data Protection Act 1998. The Data Protection Act 2018 implements more stringent operational requirements for controllers and processors of personal data, including, for example, expanded disclosures about how personal information is to be used. Regulators now have the ability to impose larger fines of up to the greater of £17 million (€20 million) or up to 4% of the total worldwide annual turnover of the preceding financial year.

Center Parcs seeks to ensure that procedures are in place to ensure compliance with the relevant data protection regulations by its employees and any third-party service providers. Notwithstanding such efforts, Center Parcs is exposed to the risk that employee or guest data could be wrongfully appropriated, lost, disclosed, stolen or processed in breach of data protection regulations. For example, Center Parcs recently experienced a breach of employee personal data. The breach was detected promptly and notified to the regulator, which did not undertake enforcement action, and related legal claims by employees were covered by insurance. If Center Parcs, or any of the third-party service providers on which it relies, fail to store or transmit guest or employee information and online payment details in a secure manner, or if any loss of personal customer data were otherwise to occur, Center Parcs could face liability under data protection laws and be subject to legal claims by affected individuals.

Center Parcs' holiday villages rely on its guest database and a variety of direct marketing techniques, including email marketing. Any expansion of existing, and/or implementation of new, laws and regulations regarding marketing, solicitation, privacy or data protection could adversely affect Center Parcs' ability to utilise its guest database for email and other marketing techniques and could result in changes to its marketing strategy. If this occurs, Center Parcs may not be able to develop adequate alternative marketing strategies, which could materially adversely impact its guest numbers and revenues.

***Center Parcs may be adversely affected by environmental requirements and liabilities.***

Center Parcs is subject to extensive and frequently changing national and local environmental laws and regulations, including laws and regulations governing air and noise emissions; water use and wastewater and stormwater discharges; the maintenance of above-ground and underground storage tanks; the use, release, storage, disposal, handling and transportation of, and exposure to, oil, chemicals and hazardous substances; energy usage and emissions; the management and disposal of waste; and otherwise relating to health and safety and the protection of the environment, natural resources and the remediation of contaminated soil and groundwater. The development and operation of Center Parcs' facilities require various permits and licences pursuant to environmental laws and regulations, which can result in challenges in the applications process, constraints in on-site operations, and costs in compliance.

Violations of environmental laws and regulations can lead to significant fines and penalties and requirements for rectification, which could require expenditure, changes in site operations or temporary closures of all or part of the relevant holiday centre. Such laws and regulations can impose clean-up responsibility and liability without regard to whether the owner knew of or caused the presence of contaminants. Historical land uses on parts of the village sites, such as quarrying, timber treatment, an electrical substation, sewage discharge/treatment, and a small part of the Whinell Forest site that is a registered landfill (which is now closed, but is relatively close to an off-site potable water abstraction point), may have introduced pollution or contamination into the soil and/or groundwater in parts of the Center Parcs village sites or may have migrated beyond the boundaries of these sites. Sanctions for alleged or actual non-compliance with environmental regulations could have a material adverse effect on Center Parcs' business, financial condition and results of operations. Center Parcs is also subject to certain contractual requirements relating to the environment and may incur liabilities arising from historical, existing and future environmental contamination at properties it owns or operates now or in the future or has owned or operated in the past. The presence of hazardous substances on a property or the failure to meet environmental regulatory requirements may cause Center Parcs to incur substantial remediation or compliance costs or temporarily close the relevant holiday centre. In addition, if hazardous substances are located on or released from any of its properties, Center Parcs could incur substantial liabilities through a private party personal injury

claim, a claim by an adjacent property owner for property damage or a claim by a governmental entity for other damages, such as natural resource damages. Center Parcs is also required to purchase carbon allowances annually commensurate with energy consumption (with allowance prices increasing each year), and to audit energy use, both of which are subject to financial penalties for non-compliance.

Center Parcs may incur additional expenditure and other commercial and financial impacts to comply with existing as well as new or revised environmental legislation and regulations, new interpretations of existing laws and regulations or more rigorous enforcement of such laws and regulations, as well as in connection with fulfilling contractual obligations, which could have a material adverse impact on Center Parcs' business, financial condition and results of operations. A conviction for an environmental offence could also negatively affect Center Parcs' ability to contract with certain third parties in the future.

If an environmental liability arises in relation to any of the holiday villages and it is not remedied, or is not capable of being remedied, this may adversely affect Center Parcs' business or financial condition. This may be either because of cost or value implications for Center Parcs and its properties or because of disruption to services provided at the relevant holiday village.

***Center Parcs' existing leases are subject to early termination risks and Center Parcs may be unable to renew headleases or obtain new leases on acceptable terms.***

The headleases for Elveden Forest and Sherwood Forest expire in 2999, the headleases for Longleat Forest expire in 2073, the headleases for Whinfell Forest expire in 2120 and the headlease for Woburn Forest expires in 2109. There is a risk that the landlord of the relevant property may terminate the headlease (and in the case of Longleat Forest, the superior landlord may forfeit the superior leases causing the two headleases to terminate) before the expiry of the contractual term for failure to pay rent or other breach of tenant obligation.

The rent payable under each of the headleases for Whinfell Forest, Elveden Forest and Sherwood Forest is a nominal sum. The yearly rent payable under the headleases for Longleat Forest is currently £936,637 in aggregate subject to upwards-only review every five years by reference to the historic increase in revenue at Longleat Forest. The most recent rent review for Longleat Forest was settled in January 2020 and the next review is scheduled for 2025. The rent payable under the Woburn Forest lease is currently £641,412 per annum payable since March 2018 and subject to upwards only review every five years by reference to the greater of an increase in rent in line with the retail price index, a fixed percentage increase in the passing rent or the historic increase in revenue at Woburn Forest. Other tenant obligations in the headleases include, but are not limited to, an obligation to keep the properties in good and substantial repair. A failure to pay rent, including as a result of any rent increases, or other breach of tenant obligation may result in an early termination of the relevant lease. Any early termination, delay in or inability to renew Center Parcs' existing leases may negatively impact its ability to operate its villages. Each Obligor has undertaken in the Issuer/Borrower Loan Agreements to pay, when due, all sums payable by it under each headlease, to perform and observe all of its material covenants under each headlease and not to commit a material breach of any headlease.

The headleases for Whinfell Forest and Longleat Forest do not contain mortgagee protection provisions in the event of forfeiture. The Woburn Forest headlease does contain mortgagee protection provisions and therefore, before the landlord can forfeit the headlease, it is obliged to notify the mortgagee of its intention to do so, giving the mortgagee, within a period of three months, the opportunity to i) enter into a deed of covenant with the landlord to comply with the tenant obligations in the lease or ii) procure an assignment of the lease to a third party in accordance with the terms of the headlease. If a landlord were to seek to forfeit a headlease, the Obligor owning the property and the Borrower Security Trustee would have a right to apply to the English courts to seek relief from forfeiture. The headleases for Elveden Forest and Sherwood Forest contain a proviso in the forfeiture clause that in the event of the landlord serving notice on the tenant alleging breach of any material covenant by the tenant, the landlord must contemporaneously serve a copy of the notice on any mortgagee of which the landlord has notice and the landlord must give not less than ten days' prior notice to any mortgagee to exercise any right of re-entry.

***Any property on which the villages are located may be subject to compulsory purchase.***

Any property in the United Kingdom may at any time be compulsorily acquired by a public authority possessing compulsory purchase powers (for instance, local authorities and statutory undertakers (including electricity, gas, water and railway undertakers) in respect of their statutory functions) if it can demonstrate that the acquisition is required. Where any land is acquired through compulsory purchase, compensation would be payable to Center Parcs as a result. However, any such compensation may not reflect the value to Center Parcs of the affected land.

Any promoter of a compulsory purchase order would need to demonstrate that compulsory purchase was necessary or desirable for the promoter's statutory functions and for, or in, the public interest. As a general rule, in the event of an order being made in respect of all or any part of any holiday village, compensation would normally be payable on the basis that it be broadly equivalent to the open market value of all owners' and tenants' proprietary interests in the portion of the village subject to compulsory purchase at the time of the related purchase, so far as those interests are included in the order. Compensation would normally be payable in respect of the land acquired and the diminution in value of any retained land, reduction in rent and other adverse impacts of the compulsory purchase scheme.

There is often a delay between the compulsory purchase of a property and the payment of compensation, although advance payment of compensation is available representing 90% of the amount of compensation which the acquiring authority considers is due (where the acquiring authority takes possession before compensation has been agreed).

Compulsory purchase of all or any significant portion of property relating to the villages, or the payment of compensation that does not reflect the value to Center Parcs of affected land, may have a material adverse effect on Center Parcs' financial condition and results of operations.

***Work stoppages, increased staff costs, and other employee problems could negatively impact Center Parcs' future profits.***

A lengthy strike or other work stoppage at one of the holiday villages could have an adverse effect on Center Parcs' business and results of operations. Center Parcs' employees are not unionised, but some of Center Parcs' employees are, or may in the future be, represented by works councils. Center Parcs may experience union activity in the future which could negatively impact Center Parcs' business, financial condition and results of operations.

In addition, staff costs are a primary cost component in operating Center Parcs. Increased staff costs, due to competition for available workers, increased minimum wage or employee benefit costs, changes in labour laws or otherwise, could adversely impact Center Parcs' operating expenses. For example, costs of medical benefits may increase significantly due to regulations, macroeconomic conditions and other factors beyond Center Parcs' control.

***Acts of terrorism may negatively impact Center Parcs' business.***

Terrorist attacks have created many economic and political uncertainties. Center Parcs cannot predict the extent to which terrorism or security alerts may directly or indirectly impact demand for its holiday parks, or otherwise impact its business and operating results. The occurrence of any such terrorist event near or at a village could have a material adverse effect on Center Parcs' business, financial condition and results of operations.

## **RISKS RELATING TO TAXATION**

***The Corporate Interest Restriction Rules or Anti-Hybrid Rules could affect the Borrowers' ability to obtain tax deductions for all their finance expenses which could have an adverse effect on their financial position and their ability to meet their payment obligations under the Class B Issuer/Borrower Loan Agreement.***

The Finance (Number 2) Act 2017 inserted a new Part 10 into the Taxation (International and Other Provisions) Act (*TIOPA*) with effect from 1 April 2017. Part 10 *TIOPA* contains the "corporate interest restriction" (*CIR*) rules, which, where applicable, provide for the disallowance for corporation tax purposes of some or all of the financing expenses, including interest expenses, of UK resident companies. Under the *CIR* rules, financing expenses of UK group companies can be non-deductible for corporation tax purposes by reference to the net-tax interest expense of the "worldwide group" of which they are a member. The composition of the worldwide group is largely determined by accounting consolidation.

The application of the *CIR* rules to the Borrowers, and therefore whether any "allocated disallowance" will arise to them, depends in part on the composition of the "worldwide group" of which they are members. The composition of the "worldwide group" depends on the accounting group of which the Borrowers form part. Currently, the Group takes the view that it is not part of the wider Brookfield group for *CIR* purposes and forms its own worldwide group. On that basis, the Group expects to use the "group ratio" rather than the "fixed ratio" method for the purposes of calculating the financing expenses allowance on the basis that the fixed ratio would result in a greater disallowance for corporation tax purposes of some or all of the financing expenses of UK group companies within the Group. There can be no assurance that, should the Borrowers' accounting group change (for example, because of a divestment of the Center Parcs Group by

Brookfield), or other facts or circumstances arise which affect the application of the “group ratio” or the “fixed ratio” to the Group, allocated disallowances would not arise to the Borrowers that would require them to leave out of account tax-interest expense amounts, which broadly means that some or all of their financing expenses, including interest, may not be deductible for corporation tax purposes. Similarly, UK tax law and practice can be subject to differing interpretations and the Borrowers’ interpretation of the CIR rules may be challenged by HMRC.

Part 6A TIOPA contains rules (the Anti-Hybrid Rules) which can disallow financing expenses of UK resident companies in certain circumstances, in particular where as a result of the application of non-UK tax rules there is a deductible payment made by a hybrid entity which is also treated as deductible in calculating the net income of another person. Members of the Group have made elections for US tax purposes which mean that they are treated as transparent for US tax purposes, and are therefore “hybrid entities” for these purposes. The application of the Anti-Hybrid Rules to the Group is therefore dependent on the presence of US investors in the Group and the US tax treatment of income of members of the Group. Based on current facts the Group does not consider that any disallowance under the Anti-Hybrid Rules is required. However, there can be no assurance that, should the investors in the Group or the investment structure change, some of the Group’s financing expenses, including interest, would not be disallowed for corporation tax purposes.

Any of the above scenarios could result in any profits of the Borrowers from their activities in the UK being assessed to additional tax by reason of the CIR rules or Anti-Hybrid Rules which may adversely affect the Borrowers’ post tax cash flows. In the event of a material deterioration in Center Parcs’ financial condition and result of operations, it is possible that such impact on post tax cash flows may contribute to an adverse impact on the ability of the Borrowers to repay amounts of principal and interest under the Issuer/Borrower Loan Agreements.

## **RISKS RELATING TO SECURITY, ENFORCEMENT AND INSOLVENCY**

*The United Kingdom’s withdrawal from the European Union took effect on 31 January 2020 (exit day). The UK is no longer an EU Member State. However, in accordance with the Agreement on the withdrawal of the United Kingdom of Great Britain and Northern Ireland from the European Union and the European Atomic Energy Community (the “Withdrawal Agreement”), which was implemented by the European Union (Withdrawal Agreement) Act 2020, the UK has entered an implementation period, during which it continues to be subject to EU law. The implementation period will cease on 31 December 2020 at 11pm (implementation period completion day). Following implementation period completion day, most of the Regulation (EU) 2015/848 of the European Parliament and of the Council is repealed and will no longer apply to the UK. Article 67(3) of the Withdrawal Agreement, provides that Regulation (EU) 2015/848 will continue to apply provided that the main proceedings were opened before the implementation period completion day.*

***Topco and CP Cayman Limited are companies incorporated in the Cayman Islands and the Topco Share Security Agreement is governed by Cayman Islands law. Therefore, Cayman Islands law is applicable to the enforcement of the Topco Security.***

If insolvency proceedings with respect to Topco and CP Cayman Limited proceed under, and are governed by, Cayman Islands insolvency law, the interests of Class B Noteholders may not be as favourable under Cayman Islands law as the laws of other jurisdictions with which Class B Noteholders are familiar. The application of these laws could adversely affect the ability of the Borrower Security Trustee to enforce its rights under the security interests granted by a Cayman Obligor and limit any amounts that may be received by the Class B Noteholders upon such enforcement.

An official liquidator, a voluntary liquidator and a creditor have the power to apply to the Cayman Islands court (the “**Court**”) for an order that any security be set aside on the basis that such security was granted in favour of a creditor at a time when the debtor company was unable to pay its debts pursuant to section 145 of the Companies Law (as amended) of the Cayman Islands (the “**Companies Law**”). Any security granted by the debtor company within six months prior to the commencement of the winding-up may be challenged if the liquidator can prove that the debtor company granted the security with a view to giving a lender a preference over other creditors. A charge granted in favour of a related party within six months of the debtor company’s winding up will be deemed to have been made with a view to giving such creditor a preference - this is not rebuttable. A creditor shall be treated as a ‘related party’ if it has the ability to control the debtor company or exercise significant influence over the company in making financial and operating decisions. If any business of a company has been carried on with intent to defraud creditors of the company or creditors of any other person or for any fraudulent purpose, the Court may declare that any persons who were knowingly parties to the carrying on of such business are liable to make such contributions to the company’s assets as the Court thinks proper.

If the directors of Topco or CP Cayman Limited have breached their fiduciary duties to act in the best interests of Topco or CP Cayman Limited (as the case may be) in approving the grant of the relevant security by Topco or CP Cayman Limited, the security by Topco or CP Cayman Limited may be ineffective as against a liquidator or creditor of

Topco or CP Cayman Limited (as the case may be) and, if the recipient of any assets under such security receives the same with actual or constructive knowledge of such breach by the directors of Topco or CP Cayman Limited, such recipient may be held to be a constructive trustee of such payment or assets and liable to return the same.

A Cayman Islands court may treat a purported fixed charge over assets as a floating charge if the company has sufficient authority to deal with its assets in the course of its business and/or if the holder of security does not exercise sufficient control over the relevant assets. Any charge in the nature of a floating charge will rank behind any subsequent fixed mortgage or charge or lien which is created prior to the crystallisation of the floating charge. However, advice has been taken from Cayman Islands counsel that subject to standard reservations and assumptions, the Topco Share Security Agreement will create a valid security interest over the property intended to be secured by such agreement in favour of the Borrower Security Trustee and the courts in the Cayman Islands will recognise such security interests.

In the case of a winding up of a Cayman Islands company in a jurisdiction other than the Cayman Islands, the priority of any security granted by or over the assets of that Cayman Islands company may be affected by any provision of the laws of that jurisdiction as to the priority of claims in a winding-up. To the extent that the security is held in the Cayman Islands, failure to comply with any restrictions or provisions applicable to the granting of security over any such security or the transfer thereof, whether arising under Cayman Islands law generally or pursuant to specific documentation relating to such security, may, among other things, invalidate any purported security interest.

***The fiduciary responsibilities of Topco or CP Cayman Limited's directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions***

Each of Topco and CP Cayman Limited is an exempted company incorporated with limited liability under the laws of the Cayman Islands. The corporate affairs of each of Topco and CP Cayman Limited will be governed by its memorandum and articles of association and the Companies Law of the Cayman Islands and other laws of the Cayman Islands. The rights of the Borrower Security Trustee to take action against the directors of Topco or CP Cayman Limited and the fiduciary responsibilities of the directors of Topco and CP Cayman Limited to Topco and CP Cayman Limited respectively under Cayman Islands law are, to a large extent, governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from judicial precedent in the Cayman Islands as well as from English common law, the decisions of English courts being of persuasive authority, but not binding on a court in the Cayman Islands. The fiduciary responsibilities of the directors of Topco and CP Cayman Limited under Cayman Islands law may not be as clearly established as they would be under statutes or judicial precedent in some jurisdictions such as the United States. In particular, the Cayman Islands has a less developed body of securities laws thus providing significantly less protection to investors as compared to other jurisdictions such as the United States, which has more fully developed and judicially interpreted bodies of securities law.

***Certain Obligor and the Issuer are incorporated in jurisdictions other than England and Wales and therefore may be subject to overseas insolvency law on the security enforcement process.***

While Center Parcs (Jersey) 1 Limited (the “**Jersey Obligor**”) and the Issuer are incorporated in Jersey, they will each be a tax resident in the United Kingdom (from where they will be controlled and all management functions will be operated).

Pursuant to the Regulation (EU) 2015/848 of the European Parliament and of the Council dated 20 May 2015 (the “**Recast EUIR**”), which replaced the Council Regulation (EC) No 1346/2000 of 29 May 2000 (“**EUIR**”) on insolvency proceedings, “main” insolvency proceedings in respect of a debtor should be opened in the member state in which its centre of main interests (“**COMI**”) is located. Under the Recast EUIR, there is a rebuttable presumption that a company’s COMI is in the place where its registered office is located. This rebuttable presumption only applies if the registered office has not been moved to another member state within the three-month period prior to the request for the opening of main insolvency proceedings

The forms of insolvency proceedings which can comprise main proceedings are listed in Annex A to the Recast EUIR and include, in respect of the UK, administration, compulsory liquidation and creditors’ voluntary liquidation with confirmation by the court. There is a rebuttable presumption that a company’s COMI is in the place where its registered office is located. The EUIR remains applicable to insolvency proceedings opened before the Recast EUIR came into effect.

It is possible to rebut the presumption that a company’s COMI is in the place of its registered office if factors which are both objective and ascertainable by third parties (meaning that they are already in the public domain and what a typical third party would learn as a result of dealing with the company, without making specific enquiries) indicate that the company’s COMI is elsewhere (*Re Eurofood IFSC Ltd* ECJ C-341/2004). Factors which may be taken into account



include the location of any regulatory authorities and the places where the company's business is managed and operated, board meetings held and the accounts prepared and audited.

The Recast EUIR specifically states in the Recitals (Recital 30) that the presumption of the COMI being at the place of the registered office should be rebuttable if the company's central administration is located in a member state other than the one where it has its registered office, and where a comprehensive assessment of all the relevant factors establishes, in a manner that is ascertainable by third parties, that the company's actual centre of management and supervision and of the management of its interests is located in that other member state. In this regard, special consideration should be given to creditors and their perception as to where a company conducts the administration of its interests. In the event of a shift in the COMI, this may require informing the creditors of the new location from which the company is carrying out its activities in due course (e.g. by drawing attention to the change of address in commercial correspondence or otherwise making the new location public through other appropriate means).

Where the bodies responsible for the management and supervision of a company are in the same place as its registered office, and where the management decisions of the company are taken from there, the presumption cannot be rebutted (*Interedil Srl (in liquidation) v Fallimento Interedil Srl and another C-396/09*). The point at which a company's COMI falls to be determined is at the time that the relevant insolvency proceedings are opened – although note that under the Recast EUIR there is the three month look back period as regards the presumption of the company's COMI.

Insolvency proceedings opened in one Member State under the Recast EUIR are to be recognised in other Member States, although secondary proceedings may additionally be opened in any Member State where the company has an "establishment". An establishment is a place of operations where the company carries out or has carried out in the 3-month period prior to the request to open main insolvency proceedings a non-transitory economic activity with human means and goods. This means a fixed place of business and dealings with third parties (as opposed to purely internal administration). The effect of secondary proceedings is limited to the assets located in that Member State. The forms of insolvency proceedings which can comprise secondary proceedings are listed in Annex B to the Recast EUIR.

The Recast EUIR contains provisions dealing with the co-ordination of main and secondary proceedings. The Recast EUIR further contains provisions dealing with insolvency proceedings of members of a group of companies.

Given the fact that the Issuer and the Jersey Obligor are managed and operated from England, and that this is ascertainable to a third party creditor (such that the creditor would assume their COMI was in England), it is likely that the Issuer's and the Jersey Obligor's COMI is in England as opposed to Jersey. If this is the case, the Issuer and the Jersey Obligor may be subject to English administration, company voluntary arrangement, and certain liquidation proceedings. Alternatively, English insolvency law may also be applicable to the Issuer and the Jersey Obligor if a request for assistance is made by the Jersey court to the English court under section 426 of the Insolvency Act 1986.

Even if the Issuer's or the Jersey Obligor's COMI were in England, or section 426 of the Insolvency Act 1986 applied, it is unlikely that it will be possible to appoint an administrative receiver in respect of the Issuer or the Jersey Obligor in England (so as to prevent the appointment of an English administrator) using the capital market exemption described in more detail below. This is because notwithstanding the fact that their COMI may be in England, neither the Issuer nor the Jersey Obligor is likely to be considered to be a "company" for the purposes of section 29 of the Insolvency Act 1986 since it is not formed under one of the UK Companies Acts.

In respect of any insolvency proceedings in relation to Topco and CP Cayman Limited, the UNCITRAL Implementing Regulations (as defined below) may apply. This may inhibit the ability of the relevant trustee to appoint a receiver in respect of Topco and/or CP Cayman Limited or may impose a mandatory stay on insolvency proceedings in the English courts which ultimately could lead to a delay in the realisation of security and/or a reduction in the amounts received from such realisation.

The UNCITRAL Model Law on Cross-Border Insolvency was implemented, subject to certain modifications, in Great Britain and Northern Ireland on 4 April 2006 by The Cross-Border Insolvency Regulations 2006, SI 2006/1030 (the "**UNCITRAL Implementing Regulations**"). The UNCITRAL Implementing Regulations apply where: (i) assistance is sought in Great Britain by a foreign court or a foreign representative in connection with a foreign proceeding, or (ii) assistance is sought in a foreign state in connection with a proceeding under British insolvency law, or (iii) a foreign proceeding and a proceeding under British insolvency law in respect of the same company are taking place concurrently or (iv) creditors or other interested parties in a foreign state have an interest in requesting the commencement of, or participating in, a proceeding under British insolvency law.

Under the UNCITRAL Implementing Regulations, if foreign insolvency proceedings (defined to be collective judicial or administrative proceedings in a foreign state, including an interim proceeding pursuant to a law relating to insolvency in which proceeding the assets and affairs of the company are subject to control or supervision by a foreign

court, for the purpose of reorganisation or liquidation) are commenced in respect of a company, then, upon application by the foreign insolvency officeholder and provided that certain requirements are met, the English courts are required to recognise such proceedings. Any such recognition may in effect impact upon the availability of certain types of creditor action in England and Wales and/or, provided certain further requirements are met, result in the application of English avoidance (including claw-back) provisions.

In addition, if the relevant foreign insolvency proceedings are recognised as “foreign main proceedings” (and there is no conflict with the Recast EU IR), then an automatic mandatory stay on certain types of creditor action (including the commencement or continuation of certain legal proceedings) will apply in England and Wales and the right of the company to transfer, encumber or otherwise dispose by the company of its assets will be suspended. In general, this stay will not restrict rights relating to the enforcement of security or set-off (so long as these rights could be exercised in an English winding-up). However, the foreign officeholder may also make an application to an English court to exercise its discretion to provide further relief, including the imposition of a wider stay (which may extend to restrictions on the rights referred to above), particularly if the foreign proceedings in question are reorganisation proceedings which, under the foreign insolvency law, give rise to a stay on security enforcement.

***Fixed security interests may be recharacterised as floating security interests due to the degree of control exercised over certain underlying assets, including over bank accounts.***

There is a possibility that a court could find that the fixed security interests expressed to be created by the security documents governed by English law could take effect as floating charges as the description given to them as fixed charges is not determinative.

Whether the fixed security interests will be upheld as fixed security interests rather than floating security interests will depend, among other things, on whether the Borrower Security Trustee or, as the case may be, the Issuer Security Trustee has the requisite degree of control over the relevant assets and exercises that control in practice.

Each Borrower has established a number of bank accounts into which, among other things, rental income and disposal proceeds in respect of the relevant villages must be paid. Each Borrower has, pursuant to the terms of the Borrower Deed of Charge and the Woburn Deed of Charge, granted security over all of its interests in its relevant accounts, which is, other than in the case of certain operating accounts, expressed to be a first fixed charge. Furthermore, under the Issuer Deed of Charge, the Issuer has granted security over all of its bank accounts, which security is also expressed to be fixed security.

Although the various bank accounts are stated to be subject to various degrees of control, there is a risk that, if the Issuer Security Trustee or the Borrower Security Trustee (as applicable) does not exercise the requisite degree of control over the relevant accounts in practice, a court could determine that the security interests granted in respect of those accounts take effect as floating security interests only and that the security interests granted over the assets from which the monies paid into the accounts are derived also take effect as floating security interests only, notwithstanding that the security interests are expressed to be fixed. In such circumstances, monies paid into accounts or derived from those assets could be diverted to pay preferential creditors, the costs of the insolvency process, and certain other liabilities were a receiver, liquidator or administrator to be appointed in respect of the relevant company in whose name the account is held. Where the charging company is free to deal with the secured assets or their proceeds in the course of its business without the consent of the charge holder, a court is likely to hold that the security interest in question constitutes a floating charge, whatever its other characteristics, notwithstanding that in the security document the security interest may be expressed in words that indicate an intention to create a fixed security interest.

If the fixed security interests are recharacterised as floating security interests, the claims of (i) the unsecured creditors of the relevant Obligor incorporated in England and Wales (or otherwise subject to insolvency proceedings in England and Wales) or, as the case may be, the Issuer in respect of that part of the relevant Obligor’s net property which is ring-fenced as a result of the Enterprise Act 2002 (ii) certain statutorily defined preferential creditors of the relevant Obligor, and (iii) in circumstances where a restructuring moratorium has been entered into by the relevant Obligor under Part A1 of the Insolvency Act 1986 and administration or liquidation commences within 12 weeks of the end of that moratorium, moratorium debts and priority pre-moratorium debts, may have priority over the rights of the Borrower Security Trustee or the Issuer Security Trustee, as the case may be, to the proceeds of enforcement of such security in accordance with s176A and 174A of the Insolvency Act 1986. To the extent that the assets of the Issuer or any Obligor are subject only to a floating charge (including any fixed charge recharacterised by the courts as a floating charge), in certain circumstances under the provisions of sections 174A, 176ZA and 176A of the Insolvency Act 1986, certain floating charge realisations which would otherwise be available to satisfy the claims of secured creditors under the Issuer Deed of Charge or the Borrower Deed of Charge or the Woburn Deed of Charge may be first used to satisfy any expenses of the insolvency proceeding, claims of unsecured creditors (up to an amount equal to £800,000 in respect of

each relevant Obligor) or creditors who otherwise take priority over floating charge recoveries. As a result, the full amount of the proceeds of enforcement of the security may not be available to repay the Notes.

Further, the costs and expenses of a liquidation or administration (including corporation tax on capital gains) will be payable out of floating charge assets in priority to the claims of the floating charge-holder. As a result of the changes described above, upon the enforcement of the floating charge security granted by an Obligor subject to an English liquidation or administration, floating charge realisations which would otherwise be available to satisfy the claims of secured creditors under the Issuer Deed of Charge and/or the Borrower Deed of Charge and/or the Woburn Deed of Charge will be reduced by at least a significant proportion of any liquidation or administration expenses.

***Floating charges given by the English Obligors may be deemed invalid for lack of consideration which would hinder the appointment of an administrative receiver.***

Section 245 of the Insolvency Act 1986 provides that, in certain circumstances, a floating charge granted by a company may be invalid in whole or in part. If a floating charge is held to be wholly invalid then it will not be possible to appoint an administrator or administrative receiver of such company and, therefore, it will not be possible to prevent the appointment of an administrator of such company by another party. The risk is, if a liquidator or administrator is appointed to the Issuer or the relevant Obligor within a period of one year (or two years if the transaction is with a connected person) (the “relevant time”) commencing upon the date on which the Issuer or that Obligor, as the case may be, grants a floating charge, the floating charge granted by the Issuer or that Obligor, as the case may be, will be invalid pursuant to section 245 of the Insolvency Act 1986 except to the extent of the consideration received by the relevant chargor at the time of or after the creation of the floating charge. The Issuer received consideration (namely, the Issuer issued the Original Class A Notes and the Original Class B Notes on the Closing Date, the Second Class A Notes on the Second Issue Date, the Class B2 Notes on the Third Closing Date and the Further Class A4 Notes, the Class B3 Notes and the Class B4 Notes on the Fourth Closing Date and has received the subscription monies therefor) and each of the Obligors will have received such consideration (namely, the Borrowers made drawings under the Issuer/Borrower Loan Agreements on the Closing Date, under the Class A Issuer/Borrower Loan Agreement on the Second Closing Date, under the Class B Issuer/Borrower Loan Agreement on the Third Closing Date and under the Issuer/Borrower Loan Agreements on the Fourth Closing Date). As such, during the relevant time the floating charge granted by the Issuer will be valid to the extent of the amount of Notes issued by the Issuer, the floating charges granted by the Borrowers will be valid to the extent of the amount drawn by the Borrowers under the Issuer/Borrower Loan Agreements and the floating charge granted by each of the other Obligors will be valid to the extent of the fee paid to the other Obligors but not valid for the full amount of the property charged. However, such limitation on the validity of the floating charges will not necessarily affect the ability of the Borrower Security Trustee to appoint an administrative receiver provided that the floating charge still extends and is valid in relation to substantially all of the respective Obligor’s property in respect of the English Obligors — however, this will be a factual question to be determined at the time of a potential appointment and the availability of this remedy is discussed in further detail below. After the relevant time it will not be possible for the floating charges granted by each of the Issuer, the Borrowers or the English Obligors to be invalidated under section 245 of the Insolvency Act 1986.

It should be noted that, since the Jersey Obligor and the Issuer are incorporated in jurisdictions other than England and Wales, it will not be possible to appoint an administrative receiver in respect of these entities in England (so as to prevent the appointment of an English administrator) using the capital markets provisions referred to below. Accordingly, if the Issuer’s and the Jersey Obligor’s COMI were found to be in England, they could be placed into administration. However, it should be noted that the Issuer is structured to be “bankruptcy remote” so therefore it should not be subject to any insolvency proceedings. The main asset-owning Obligors (namely CP Opco, CP Woburn Opco and the Propcos) and their immediate parent companies are all English companies so therefore administrative receivership is possible for these companies.

***The ability of certain members of the Obligor Group to seek a moratorium which could restrict creditors’ ability to enforce security.***

Pursuant to the Corporate Insolvency and Governance Act 2020, which received Royal Assent on 25 June 2020 and came into effect on 26 June 2020, a free-standing moratorium is available to protect certain companies, both UK and overseas if there is a sufficient connection with England, from creditor action for a specified period, granting a ‘payment holiday’ for ‘pre-moratorium debts’. Pre-moratorium debts are debts due prior to the moratorium coming into force or debts which become due during the moratorium if they relate to obligations incurred before the moratorium comes into force. The moratorium is similar in scope to that which applies in administration, preventing security enforcement and legal proceedings amongst other things. In order to be eligible for the moratorium a member of the Obligor Group must be or likely to be unable to pay its debts and the moratorium must be likely to result in the rescue of the company as a going concern. However, there are broad exclusions including for companies which are party to a capital markets arrangement. As a result, the moratorium is not available to members of the Obligor Group.

## SELECTED CONSOLIDATED FINANCIAL INFORMATION

The selected historical financial information set forth below, for the periods indicated, is based on the audited consolidated financial statements and notes thereto of Center Parcs (Holdings 1) Limited as at and for each of the 52-week periods ended 23 April 2020 and 25 April 2019 and the 53-week period ended 26 April 2018. The audit reports express an unqualified opinion for each of the respective periods and the audit report in relation to the financial statements as at and for the 52-week period ended 23 April 2020 includes a material uncertainty paragraph related to going concern as set forth in Note 1 to such financial statements. The financial information as at 26 April 2018 has been derived from the comparative period included in the audited consolidated financial statements as at and for the 52-week period ended 25 April 2019. The selected historical financial information set forth below should be read in conjunction with Center Parcs (Holdings 1) Limited's consolidated financial statements and notes thereto and the sections entitled "Presentation of Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations". The information below is not necessarily indicative of the results of future operations.

Center Parcs (Holdings 1) Limited early adopted IFRS 16 in the 52-week period ended 25 April 2019 and recognised £2.2 million as a reduction in retained earnings as a result of the adoption. Center Parcs (Holdings 1) Limited early adopted IFRS 16 by applying the modified retrospective approach, which requires the cumulative effect of the initial application of IFRS 16 to be recognised as an adjustment to the opening balance of retained earnings on 27 April 2018, the date of initial application, without restating prior periods. On adoption, right of use assets and lease liabilities were brought onto the balance sheet for £30.9 million and £33.1 million, respectively, and related depreciation charges and finance expense are recognised in the income statement, instead of operating lease rentals expenses.

Center Parcs (Holdings 1) Limited also adopted IFRS 15 in the 52-week period ended 25 April 2019 using the retrospective method and restating the comparative periods. The effect of adoption of IFRS 15 as at 20 April 2017 was the deferral of £0.8 million of revenue in respect of certain promotional activities that was recognised as a liability at the transition date with a corresponding reduction to retained earnings.

Center Parcs (Holdings 1) Limited also adopted IFRS 9 in the 52 weeks period ended 25 April 2019 and in accordance with the standard, the comparative periods were not restated. The adoption of IFRS 9 on 27 April 2018 did not have a material impact in the consolidated financial statements of Center Parcs (Holdings 1) Limited.

As a result of the adoption of the above accounting standards, the audited consolidated financial statements as at and for each of the 52-week periods ended 23 April 2020 and 25 April 2019 are not directly comparable with the audited consolidated financial statements as at and for the 53-week period ended 26 April 2018. The audited consolidated financial statements as at and for the 53-week period ended 26 April 2018 were prepared in accordance with IAS 18, Revenue, IAS 17, Leases and IAS 39, Financial Instruments: Recognition and Measurement, which were the standards applicable at that time.

### Selected Financial Information

#### Income Statement Data

	53 weeks ended 26 April 2018	52 weeks ended 25 April 2019	52 weeks ended 23 April 2020
	£m		
<b>Revenue</b> .....	<b>469.0</b>	<b>480.2</b>	<b>443.7</b>
Cost of sales .....	(123.7)	(129.1)	(127.2)
<b>Gross profit</b> .....	<b>345.3</b>	<b>351.1</b>	<b>316.5</b>
Administrative expenses before exceptional and non-underlying items .....	(116.9)	(118.5)	(116.5)
<b>EBITDA before exceptional and non-underlying items<sup>(1)</sup></b> .....	<b>228.4</b>	<b>232.6</b>	<b>200.0</b>
Exceptional and non-underlying items <sup>(2)</sup> .....	(2.3)	—	(2.2)
Depreciation and amortisation .....	(52.7)	(57.7)	(60.8)
<b>Operating profit</b> .....	<b>173.4</b>	<b>174.9</b>	<b>137.0</b>
Finance income .....	0.3	0.2	0.3
Finance expense before exceptional and non-underlying items ...	(88.5)	(90.9)	(94.3)
Exceptional and non-underlying finance expense <sup>(3)</sup> .....	(26.9)	(7.7)	—

	53 weeks ended 26 April 2018	52 weeks ended 25 April 2019	52 weeks ended 23 April 2020
	£m		
<b>Profit before taxation</b> .....	<b>58.3</b>	<b>76.5</b>	<b>43.0</b>
Taxation before exceptional and non-underlying items .....	(14.0)	(15.2)	(9.7)
Exceptional and non-underlying tax income/(expense) <sup>(4)</sup> .....	7.2	1.5	(10.3)
<b>Profit for the period attributable to equity shareholders</b> .....	<b>51.5</b>	<b>62.8</b>	<b>23.0</b>

- (1) EBITDA before exceptional and non-underlying items is referred to herein as Adjusted EBITDA. See “*Presentation of Financial Information—non-IFRS Financial and Operating Measures—EBITDA and Adjusted EBITDA.*”
- (2) Exceptional and non-underlying items represented exceptional and non-underlying administrative expenses of £2.2 million for the financial year ended 23 April 2020 represented £2.0 million in costs to exit a contract and £0.2 million of legal and other associated costs relating to the equity contribution provided by the Brookfield Funds. Exceptional and non-underlying items for the financial year ended 26 April 2018 represented exceptional and non-underlying administrative expenses of £1.6 million of costs relating to legal health and safety claims at Woburn Forest and associated settlements, together with £0.7 million of one-off restructuring and reorganisation costs.
- (3) Exceptional and non-underlying finance expenses for the financial year ended 25 April 2019 represented the £6.1 million premium paid on the settlement of Center Parcs’ Class A3 Notes and £1.6 million in accelerated amortization of deferred issue costs in connection with the redemption of Center Parcs’ Class A3 Notes. Exceptional and non-underlying finance expenses for the financial year ended 26 April 2018 represented the £26.9 million premium paid on the settlement of Center Parcs’ Class B2 Notes.
- (4) Exceptional and non-underlying taxation expense for the financial year ended 23 April 2020 represented the impact of the change in the applicable deferred tax rate from 17% to 19%, which was partially offset by a taxation credit related to exceptional and non-underlying administrative expenses. Exceptional and non-underlying taxation income for the financial year ended 25 April 2019 represented a £1.5 million tax credit related to break costs and the accelerated write-off of deferred fees in connection with the redemption of Center Parcs’ Class A3 Notes. Exceptional and non-underlying taxation income for the financial year ended 26 April 2018 represented a £5.3 million tax credit in connection with the redemption of Center Parcs’ Class B3 Notes and a £1.9 million tax credit in respect of a one-off adjustment to group relief relating to restricted interest deductions and subsequent increased capital allowances claims.

## Balance Sheet Data

	As at 26 April 2018	As at 25 April 2019	As at 23 April 2020
	£m		
<b>Assets</b>			
<b>Non-current assets</b>			
Goodwill .....	157.5	157.5	157.5
Other intangible assets .....	148.7	148.5	145.6
Property, plant and equipment .....	1,470.8	1,480.0	1,475.2
Right of use assets <sup>(1)</sup> .....	—	30.5	32.6
Deferred tax asset .....	0.8	0.2	0.4
	<b>1,777.8</b>	<b>1,816.7</b>	<b>1,811.3</b>
<b>Current assets</b>			
Inventories .....	3.8	3.9	1.8
Trade and other receivables .....	9.8	9.9	10.9
Current tax asset .....	3.7	—	8.6
Cash and cash equivalents .....	46.1	60.2	36.4
	<b>63.4</b>	<b>74.0</b>	<b>57.7</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Borrowings .....	(0.3)	(0.3)	(0.1)
Current tax liability .....	—	(0.1)	—
Trade and other payables .....	(188.0)	(190.3)	(147.4)
	<b>(188.3)</b>	<b>(190.7)</b>	<b>(147.5)</b>
<b>Net current liabilities</b> .....	<b>(124.9)</b>	<b>(116.7)</b>	<b>(89.8)</b>
<b>Non-current liabilities</b>			
Borrowings .....	(1,748.1)	(1,879.3)	(1,881.2)
Lease liabilities <sup>(1)</sup> .....	—	(33.6)	(36.5)
Retirement benefit obligations .....	(1.2)	(1.3)	(1.6)
Deferred tax liability .....	(92.0)	(97.3)	(111.1)
	<b>(1,841.3)</b>	<b>(2,011.5)</b>	<b>(2,030.4)</b>
<b>Net liabilities</b> .....	<b>(188.4)</b>	<b>(311.5)</b>	<b>(308.9)</b>
<b>Equity</b>			
Equity share capital .....	1.0	1.0	1.0
Share premium .....	—	—	41.5
Other reserve .....	(154.0)	(154.0)	(154.0)
Retained earnings .....	(35.4)	(158.5)	(197.4)
<b>Total equity</b> .....	<b>(188.4)</b>	<b>(311.5)</b>	<b>(308.9)</b>

- (1) Center Parcs adopted IFRS 16 'Leases' starting on 27 April 2018 using the modified retrospective approach. Center Parcs recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, Center Parcs recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

## Cash Flow Statement Data

	53 weeks ended 26 April 2018	52 weeks ended 25 April 2019	52 weeks ended 23 April 2020
	£m		
<b>Cash flows from operating activities</b>			
<b>Operating profit</b> .....	<b>173.4</b>	<b>174.9</b>	<b>137.0</b>
Depreciation and amortisation .....	52.7	57.7	60.8
Working capital and non-cash movements .....	12.5	7.1	(32.5)
Difference between the pension charge and contributions.....	(0.3)	(0.5)	(0.6)
Corporation tax paid and payments for group relief .....	(1.0)	(14.0)	(13.5)
<b>Net cash from operating activities</b> .....	<b>237.3</b>	<b>225.2</b>	<b>151.2</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment.....	(74.7)	(59.5)	(53.5)
Purchase of intangible assets .....	(11.3)	(6.8)	(4.3)
Sale of property, plant and equipment .....	0.2	0.1	0.1
Interest received.....	0.3	0.2	0.3
<b>Net cash used in investing activities</b> .....	<b>(85.5)</b>	<b>(66.0)</b>	<b>(57.4)</b>
<b>Cash flows from financing activities</b>			
Repayment of external borrowings .....	(560.3)	(350.2)	(0.3)
Proceeds from external borrowings .....	839.5	482.7	—
Issue costs on secured debt .....	(9.3)	(4.8)	(0.4)
Break costs on secured debt.....	(26.9)	(6.1)	—
Interest paid .....	(84.5)	(83.7)	(96.9)
Repayment of lease liabilities .....	—	—	(0.3)
Dividends paid.....	(298.2)	(183.0)	(61.2)
Equity contribution .....	—	—	41.5
<b>Net cash used in financing activities</b> .....	<b>(139.7)</b>	<b>(145.1)</b>	<b>(117.6)</b>
Net increase/(decrease) in cash and cash equivalents .....	12.1	14.1	(23.8)
Cash and cash equivalents at the beginning of the period.....	34.0	46.1	60.2
<b>Cash and cash equivalents at the end of the period</b> .....	<b>46.1</b>	<b>60.2</b>	<b>36.4</b>
<b>Reconciliation of net cash flow to movement in net debt</b>			
<b>Increase/(decrease) in cash and cash equivalents</b> .....	<b>12.1</b>	<b>14.1</b>	<b>(23.8)</b>
Cash (in)/outflow from movement in debt.....	(279.2)	(132.5)	0.3
<b>Change in net debt resulting from cash flows</b> .....	<b>(267.1)</b>	<b>(118.4)</b>	<b>(23.5)</b>
Non-cash movements and deferred issue costs .....	5.8	1.3	(2.0)
<b>Movement in net debt in the period</b> .....	<b>(261.3)</b>	<b>(117.1)</b>	<b>(25.5)</b>
Net debt at beginning of the period.....	(1,441.0)	(1,702.3)	(1,819.4)
<b>Net debt at end of the period</b> .....	<b>(1,702.3)</b>	<b>(1,819.4)</b>	<b>(1,844.9)</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*This discussion of financial condition and results of operations is based on, and should be read in conjunction with, the audited consolidated financial statements and notes thereto of Center Parcs (Holdings 1) Limited as at and for each of the 52-week periods ended 23 April 2020 and 25 April 2019, and the 53-week period ended 26 April 2018. The audit reports express an unqualified opinion for each of the respective periods and the audit report in relation to the financial statements as at and for the 52-week period ended 23 April 2020 includes a material uncertainty paragraph related to going concern as set forth in Note 1 to such financial statements. The financial information as at 26 April 2018 has been derived from the comparative period included in the audited consolidated financial statements as at and for the 52-week periods ended 25 April 2019. See also "Selected Consolidated Financial Information" and "Presentation of Financial Information".*

*Center Parcs (Holdings 1) Limited early adopted IFRS 16 in the 52-week period ended 25 April 2019 and recognised £2.2 million as a reduction in retained earnings as a result of the adoption. Center Parcs (Holdings 1) Limited early adopted IFRS 16 by applying the modified retrospective approach, which requires the cumulative effect of the initial application of IFRS 16 to be recognised as an adjustment to the opening balance of retained earnings on 27 April 2018, the date of initial application, without restating prior periods. On adoption, right of use assets and lease liabilities were brought onto the balance sheet for £30.9 million and £33.1 million, respectively, and related depreciation charges and finance expense are recognised in the income statement, instead of operating lease rentals expenses.*

*Center Parcs (Holdings 1) Limited also adopted IFRS 15 in the 52-week period ended 25 April 2019 using the retrospective method and restating the comparative periods. The effect of adoption of IFRS 15 as at 20 April 2017 was the deferral of £0.8 million of revenue in respect of certain promotional activities that was recognised as a liability at the transition date with a corresponding reduction to retained earnings.*

*Center Parcs (Holdings 1) Limited also adopted IFRS 9 in the 52 weeks period ended 25 April 2019 and in accordance with the standard, the comparative periods were not restated. The adoption of IFRS 9 on 27 April 2018 did not have a material impact in the consolidated financial statements of Center Parcs (Holdings 1) Limited.*

*As a result of the adoption of the above accounting standards and the additional week included in the 53-week period ended 26 April 2018, the audited consolidated financial statements as at and for each of the 52-week periods ended 23 April 2020 and 25 April 2019 are not directly comparable with the audited consolidated financial statements as at and for the 53-week period ended 26 April 2018. The audited consolidated financial statements as at and for the 53-week period ended 26 April 2018 were prepared in accordance with IAS 18, Revenue, IAS 17, Leases and IAS 39, Financial Instruments: Recognition and Measurement, which were the standards applicable at that time.*

*During the 52-week period ended 23 April 2020, the Center Parcs villages were closed from 20 March 2020 to the end of the period due to the COVID-19 pandemic. In order to facilitate comparability to the 52-week period ended 25 April 2019 and the 53-week period ended 26 April 2018, certain financial and operational information is presented as of and for the 52-week period from 1 March 2019 to 27 February 2020, which represents the last 52-week period for which management accounts are available and during which all villages were open and operational. Figures for the 52 week period from 1 March 2019 to 27 February 2020 are calculated by adding together the results from the 52-week period ended 25 April 2019 to the results from 26 April 2019 to 27 February 2020 and deducting the results from 27 April 2018 to 28 February 2019. In addition, certain comparative figures are also presented as of and for the 52-week period from 2 March 2018 to 28 February 2019. These comparative figures are calculated by adding together the results from the 53-week period ended 26 April 2018 to the results from 27 April 2018 to 28 February 2019 and deducting the results from 21 April 2017 to 22 February 2018 and the 53-week Adjustment. The financial information for the 52-week periods ended 27 February 2020 and 28 February 2019 has been extracted from management accounts. The financial information for the 52-week periods ended 27 February 2020 and 28 February 2019 has not been prepared in accordance with IAS 34 Interim Financial Reporting and has not been audited or reviewed. Moreover, as certain year-end procedures were not performed in preparing the financial information for the 52-week periods ended 27 February 2020 and 28 February 2019, they may not represent the same financial information that would have resulted if Center Parcs had produced year-end financial statements for the 52-week periods ended 27 February 2020 and 28 February 2019, respectively. See "Presentation of Financial Information."*

*The following discussion includes forward-looking statements, which, although based on assumptions that Center Parcs considers reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied herein. For a discussion of some of those risks and uncertainties, see the sections entitled "Forward-Looking Statements" and "Risk Factors".*



## OVERVIEW

Center Parcs is a leading UK short-break holiday business, attracting over 2.1 million guests in the 52-week period ended 27 February 2020. Center Parcs operates five specially constructed holiday villages in the United Kingdom: Sherwood Forest in Nottinghamshire, Longleat Forest in Wiltshire, Elveden Forest in Suffolk, Whinell Forest in Cumbria (the “**Original Villages**”) and Woburn Forest in Bedfordshire. Each village is set in a forest environment amongst approximately 400 acres of forest around a lake and is open 365 days per year.

Woodland, water and a natural environment make up the essential environment of a Center Parcs break. Within this comfortable, quiet, car-free and family-friendly setting, each of the Center Parcs villages provides guests with high quality accommodation and more than 150 leisure and spa activities. In total, as of 28 August 2020, there were 4,335 units of accommodation across its five villages, which could accommodate approximately 22,958 guests per day at 100% occupancy. The focal point and key attraction of each village is an all-weather indoor sub-tropical swimming paradise, featuring a selection of water activities including a wave pool, river slides and rides, children’s pools and Jacuzzis. Center Parcs’ on-site experiences also include outdoor activities such as cycling, boating and zip wires; indoor activities such as ten-pin bowling, badminton and pottery; and amenities such as spas, food and beverage and retail. A significant proportion of Center Parcs’ revenue is generated from guests’ on-site spending, including for leisure and spa activities, food and beverage and retail, representing 39.2% of total revenue in financial year 2020.

Center Parcs has a well-established brand in the UK, renowned for providing high quality experiences and facilities, targeting a primary guest base of affluent families. Center Parcs benefits from strong guest loyalty with approximately 34% of guests returning within 14 months and approximately 54% returning over a five-year period. In addition, Center Parcs believes that its business model is difficult to replicate due to the lack of suitable locations for the development of holiday parks and high development costs while Center Parcs is well positioned to continue to grow its business.

Center Parcs’ villages typically draw on a regional population of guests who are attracted to the convenience of being within a relatively short driving distance from home. Over 90% of the UK population lives within a 2.5 hour drive of at least one of Center Parcs’ villages, and the majority of Center Parcs’ guests live within a two hour drive of the village they choose to visit. Center Parcs believes that the proximity of the majority of guests to its villages combined with the easy accessibility of the villages by car make Center Parcs a popular and convenient short break holiday option. Occupancy levels at Center Parcs’ villages have been consistently high: 97.6% in financial year 2018, 97.1% in financial year 2019, and 97.3% in the 52-week period ended 27 February 2020. Occupancy levels have averaged approximately 96% in the last 15 years to 27 February 2020, and approximately 97% in the last eight years to 27 February 2020, despite the expansion of existing accommodation offerings at Center Parcs’ Original Villages and the opening of Woburn Forest in 2014.

For the 52-week period ended 27 February 2020, Center Parcs had revenue of £496.3 million and Adjusted EBITDA of £239.4 million, representing an Adjusted EBITDA margin of 48.2%.

## KEY FACTORS AFFECTING RESULTS OF OPERATIONS

### The COVID-19 pandemic

The COVID-19 pandemic and government efforts to contain it have severely impacted the travel and hospitality industry in the United Kingdom, including Center Parcs. As a result of the COVID-19 pandemic, Center Parcs closed all of its villages to guests from 20 March 2020 to 13 July 2020. The closure of the villages resulted in no revenue being recorded from holidays that would have taken place during that period, which included periods such as Easter holidays and May half-term which have historically been very profitable. In addition, Center Parcs offered guests who had booked holidays for the closure period the option of a refund for their holiday or postponing their break to later dates, with a £100 financial incentive offered to guests choosing to postpone. A majority of guests sought refunds for their break, amounting to approximately £62 million in refunds to affected guests as of 15 July 2020, which resulted in an adverse impact to Center Parcs’ liquidity and cash flow.

Brookfield has, throughout this period, demonstrated its ongoing support and commitment to Center Parcs’ business. Brookfield (through its subsidiary, BSREP II Center Parcs Jersey Ltd.) supported the Center Parcs Group, which is one of the largest investments in the BSREP II fund, with equity contributions of £41.5 million in April 2020 and £27.5 million in May 2020. On 14 July 2020, the Brookfield Funds provided the Intercompany Account Advance of £70 million to CP Opco to continue to support Center Parcs during the COVID-19 pandemic.

During the closure of Center Parcs' villages, Center Parcs implemented strict cash management procedures to conserve liquidity, including the re-phasing of capital investment projects and cessation of non-essential operating activities. Center Parcs reduced capital expenditure by ceasing activity on approximately 90% of active capital investment projects during the closure. In addition, Center Parcs also participated in a number of UK government support measures for businesses to reduce the impact of the closures on its liquidity. In particular, Center Parcs deferred VAT payments and furloughed approximately 90% of its employees in accordance with the UK government's CJRS from 27 March 2020 to 3 July 2020. As at 4 September 2020, less than 1% of Center Parcs' employees remained on furlough following the re-opening of the villages. Center Parcs also utilised the 12-month business rates holiday available to retail, hospitality and leisure businesses.

Together, these actions reduced operating expenses by approximately £14 million on average per four-week period, or approximately 70%, to approximately £6 million on average per four-week period from 24 April 2020 to 18 June 2020, compared to approximately £20 million on average per four-week period from 26 April 2019 to 27 February 2020. Center Parcs incurred cost of sales of £4.8 million and administrative expenses of £6.2 million in the period from 20 March 2020 to 23 April 2020.

Since reopening on 13 July 2020, Center Parcs has implemented significant operational changes in accordance with government health and safety regulations. Center Parcs' villages are operating at reduced capacity levels appropriate to ensure proper application of government requirements and Center Parcs has implemented an enhanced cleaning regime throughout the villages. As at the date of this Supplemental Bondholder Report, a small number of Center Parcs' leisure activities remain unavailable to guests. Center Parcs continues to review and amend its operating procedures, prioritising guest and employee safety. These operational changes may result in additional operating expenses. In addition, some guests may choose to cancel their holidays if features and amenities remain closed, which would result in an adverse impact on revenues and cash flow. Due to the closure of certain features and amenities, Center Parcs currently offers guests the options of a free change of dates or a full refund for guests who choose to cancel their breaks.

While consumer sentiment on leisure travel in light of the COVID-19 pandemic cannot be predicted, Center Parcs believes it may be relatively well-positioned to benefit from pent-up demand. Most guests travel in their own cars to and from the villages, the lodges provide for self-catering, the spacing between lodges and large open footprint of the villages lends itself well to social distancing and many of the activities are outdoors, benefiting from the forest environment. In addition, restrictions on international travel may further increase demand for Center Parcs' villages. As at 21 August 2020, forward bookings for the third quarter and fourth quarter of financial year 2021 (including bookings that have been moved with a financial incentive from the COVID-19 closure period) were approximately 1% and 9% higher, respectively, than forward bookings at the same point during financial year 2020. Moreover, customer demand is already exceeding expected operating capacity for some breaks. Further, approximately 35% of guests who had booked breaks during the period of closure due to COVID-19 postponed rather than canceled their breaks. However, despite expected resilience in short-term demand, Center Parcs expects occupancy and RevPAL to decline in financial year 2021 as compared to financial year 2020 due to the closure period and reduced capacity after reopening.

The long-term impact of the COVID-19 pandemic on Center Parcs' business is dependent on several factors, including the extent and duration of the COVID-19 pandemic, the UK's economic recovery, domestic travel demand, and evolving customer expectations. A second outbreak of COVID-19, continuing depressed economic conditions or travel demand, or new health and safety regulations could also result in an adverse impact on Center Parcs' results may be affected. In addition, a localised outbreak of COVID-19 at any of Center Parcs' villages or elsewhere in the UK could result in further closures, litigation, restrictions on guests' ability to travel and affect guest and employee confidence. Center Parcs may not be able to efficiently manage its operating expenses and liquidity in case of a second COVID-19 outbreak or a localized outbreak, including due to a lack of availability of government support programmes and an inability to furlough employees for shorter durations of closure.

### **Economic conditions in the United Kingdom**

While Center Parcs has performed resiliently during both downturns and recoveries, which has resulted in Center Parcs' occupancy levels averaging approximately 96% in the last 15 years to 27 February 2020 and approximately 97% in the last eight years to 27 February 2020, demand for its products and services is sensitive to disposable income levels and holiday length and destination preferences of its guests, which are linked to general economic conditions in the United Kingdom. The UK economy entered into a recession in the first half of 2020, with gross domestic product decreasing by 2.2% from January to March 2020 and decreasing by a further 20.4% between April and June 2020. Weak economic conditions, whether as a result of COVID-19, Brexit or otherwise, may result in a decline in the number of guests and a decrease in on-site spending. However, such economic conditions in the United Kingdom or a weaker exchange rate of the pound sterling against currencies such as the euro and US dollar may result in more British families

opting to take domestic holidays in the United Kingdom, instead of traveling overseas, which could result in Center Parcs' villages being more attractive to such families.

## **Seasonality**

Center Parcs' operations are subject to seasonal factors, as pricing varies significantly depending on the time of year. Center Parcs' prices are highest during peak demand periods, which include the main holiday periods at Easter, the summer holidays and the Christmas/New Year period, along with school half terms. Center Parcs' revenues and operating costs are therefore also typically highest during such peak demand periods. Occupancy rates, however, remain relatively unchanged throughout the year, as Center Parcs' online dynamic pricing encourages demand outside of the peak periods. Ahead of the peak demand periods, the peak booking season occurs in late December to late February, and Center Parcs plans a significant concentration of its marketing campaigns around this time.

## **Revenue and other key performance indicators**

### ***Revenue***

Center Parcs' revenue is principally comprised of accommodation revenue generated from holidays at Center Parcs' accommodation, and on-site revenue, comprised of amounts received predominantly from the sale of food and beverages, retail items, leisure activities and spa-related activities. The combined total of accommodation and on-site revenue is a key indicator of the overall performance of the business. Accommodation revenue is recognised on a straight-line basis over the period of the holiday, and on-site revenue is recognised at the point the guest undertakes the relevant activity or receives the relevant service.

Revenue for financial years 2018, 2019 and 2020 was £469.0 million, £480.2 million and £443.7 million, respectively. Revenue for the 52-week period ended 27 February 2020 was £496.3 million as compared to £475.3 million for the 52-week period ended 28 February 2019. The proportional contribution of each of the villages to revenue in the 52-week periods ended 27 February 2020 and 28 February 2019 was broadly consistent with their contribution to revenue in financial years 2018, 2019 and 2020.

Advance payments for accommodation and pre-booked activities are recorded as payments on account within trade and other payables until the holiday commences. Revenues are primarily driven by occupancy levels and pricing.

### ***Occupancy***

Center Parcs measures occupancy as the average number of units of accommodation occupied as a percentage of the total number of units of accommodation available, including those units that are off-line for refurbishment.

Occupancy is a key driver of both accommodation and on-site revenue. Higher levels of occupancy generally result in greater volumes of on-site purchases, reflecting the increased number of guests. Center Parcs' business is generally characterised by high occupancy rates, and achieved occupancy rates of 97.6%, 97.1% and 88.0% in the financial years 2018, 2019 and 2020, respectively, and 97.2% and 97.3% for the 52-week periods ended 28 February 2019 and 27 February 2020, respectively. The high occupancy rates in financial years 2018 and 2019 and the 52-week periods ended 28 February 2019 and 27 February 2020 were achieved despite approximately 1.5%, 1.3%, 1.2% and 1.5% of Center Parcs' accommodation being offline due to upgrades and refurbishments in the respective periods. The lower occupancy level for financial year 2020 reflects the impact of the closure of the villages due to COVID-19 from 20 March 2020 to the end of the financial year.

### ***Average Daily Rate***

One of the key performance indicators Center Parcs uses to help measure and maximise its yield is ADR which is calculated as the average rent (excluding VAT) achieved based on total accommodation income for the period divided by the total number of accommodation nights sold. Due to yield management adjustments, ADR can vary substantially between low and peak periods. See "*— Seasonality*".

ADR for the financial year 2020 was £194.91, compared with £191.74 and £184.95 for financial years 2019 and 2018, respectively. ADR for the 52-week period ended 27 February 2020 was £197.76, compared with £189.72 for the 52-week period ended 28 February 2019.

Improvements in ADR have primarily reflected inflationary price increases, improved mix of accommodation following refurbishment upgrades and new build projects (resulting in an increased amount of higher quality accommodation) as well as yield management improvements. From financial year 2012 through financial year 2020,

ADR grew at a CAGR of 4.3%, in part due to refurbishments and a slightly higher proportion of premium executive accommodation, as well as the opening of Woburn Forest in 2014.

### ***RevPAL***

RevPAL is the average daily rent (excluding VAT) achieved based on the total accommodation income divided by the total available number of accommodation nights. RevPAL can also be calculated as ADR multiplied by occupancy.

RevPAL for the financial year 2020 was £171.54, compared with £186.08 and £180.46 for financial years 2019 and 2018, respectively. RevPAL for the 52-week period ended 27 February 2020 was £192.43, compared with £184.35 for the 52-week period ended 28 February 2019.

The scale of the increases in RevPAL over the years primarily reflects those factors discussed for ADR above. Center Parcs' management believes RevPAL to be a meaningful indicator of performance as RevPAL takes into account both occupancy and ADR. The lower RevPAL for financial year 2020 reflects the impact of the COVID-19 closures on occupancy.

### ***Adjusted EBITDA***

As presented herein, this measure reflects an adjustment to EBITDA by removing the effect of certain exceptional and non-underlying items which management believes are not indicative of Center Parcs' underlying operating performance. See "*Presentation of Financial Information*". Adjusted EBITDA for financial years 2018, 2019 and 2020 was £228.4 million, £232.6 million and £200.0 million, respectively. Adjusted EBITDA for the 52-week period ended 27 February 2020 was £239.4 million as compared to £230.8 million for the 52-week period ended 28 February 2019. The proportional contribution of each of the villages to Adjusted EBITDA in the 52-week periods ended 27 February 2020 and 28 February 2019 was broadly consistent with their contribution to Adjusted EBITDA in financial years 2018, 2019 and 2020

### ***Yield Management and Pricing***

Center Parcs applies "yield management" strategies to maximise revenue levels throughout the year. It actively adjusts its pricing throughout the 104 available three and four day "breaks" in each year to reflect the seasonal and other fluctuations in demand. Center Parcs uses ADR and RevPAL to measure its yield management. It has a dedicated pricing team that monitors advance bookings and adjusts prices for accommodation during the year according to expected guest demand. The yield management strategies have achieved high occupancy rates as in the last 15 years to 27 February 2020, Center Parcs' occupancy rates have averaged approximately 96.2%.

Unlike accommodation prices, on-site prices generally fluctuate less throughout the year and are less seasonal as these prices have not been subject to similar levels of pricing and yield management as accommodation prices. On-site prices are also reviewed and increased to reflect inflation.

### ***Advance bookings***

Center Parcs places a strong emphasis on advance bookings, with an average of 19 weeks' booking-to-arrival time in financial years 2018 to 2020 (excluding the closure period due to COVID-19), which results in significant revenue and cash flow visibility. Advance bookings measures the percentage of accommodation available during a financial year that have been booked at the beginning of that financial year.

Center Parcs holidays are available for booking starting from either 15 months or 18 months in advance of the scheduled stay date, depending on when in the year the booking is made. Center Parcs collects 30% of the accommodation cost at the time of booking if the booking is made more than ten weeks in advance of the holiday, with the balance of the cost collected ten weeks prior to the start of the break that has been booked. If a guest books less than ten weeks prior to the arrival date, the accommodation cost is payable in full on booking and cannot be refunded upon cancellation. Certain short-term changes to the payment terms have been made during the period of closure and the period immediately following reopening due to COVID-19 to reflect current circumstances. Center Parcs expects to revert to the previous terms in the near future. Leisure activities available at the villages can be pre-booked and pre-paid prior to arrival. Guests can only pre-book leisure activities if they pre-pay and in such cases a cancellation policy applies. Leisure activities cancelled up to 72 hours before the activity start time will receive a full refund. If the cancellation is made less than 72 hours before the activity start time, a 50% cancellation charge will apply. If the cancellation is made less than 10 hours before the activity start time, a 100% cancellation charge will apply and no refunds will be made.

For each of the financial years 2018, 2019 and 2020, an average of approximately 43% of the available accommodation nights had been booked by the beginning of that financial year. For the financial years 2018, 2019 and 2020, over 60% of leisure and spa activities were pre-booked and pre-paid prior to arrival.

### **Cost of sales and overheads**

Center Parcs' principal operating costs are cost of sales, village overheads and central overheads. In addition, Center Parcs benefits from having a flexible cost base, as demonstrated by its ability to manage its operating expenses during the COVID-19 closure period. For the purposes of its audited consolidated financial statements, village overheads and central overheads are treated as 'administrative expenses before exceptional and non-underlying items'. The following table sets forth total cost of sales and overheads before exceptional and non-underlying items for the periods indicated:

	53 weeks ended 26 April 2018	52 weeks ended 25 April 2019	52 weeks ended 23 April 2020
	£m		
Costs of sales .....	(123.7)	(129.1)	(127.2)
Village overheads .....	(92.1)	(92.6)	(92.3)
Central overheads .....	(24.8)	(25.9)	(24.2)
<b>Total cost of sales and overheads before exceptional items.....</b>	<b>(240.6)</b>	<b>(247.6)</b>	<b>(243.7)<sup>(1)</sup></b>

(1) Staff costs, included in cost of sales and overheads before exceptional and non-underlying items, are stated net of £5.7 million in respect of the CJRS.

### **Cost of Sales**

Cost of sales represents variable direct expenses incurred from revenue-generating activities, primarily expenses of food and beverages and retail merchandise and associated payroll costs. These costs generally vary with changes in revenue, as well as inflation and commodity prices. Center Parcs continually evaluates and renegotiates supply agreements centrally and aims to apply best practices, such as improving the supplier tender process, taking advantage of promotional offers and re-negotiating key costs in a timely manner, throughout the group.

Center Parcs utilises visibility of forward bookings to optimise the efficiency of personnel across the village by matching staffing levels to expected demand in various areas of its business.

### **Village Overheads**

The primary components of village overheads are set forth in the table below:

	53 weeks ended 26 April 2018	52 weeks ended 25 April 2019	52 weeks ended 23 April 2020
	£m		
<b>Village overheads</b>			
Personnel costs.....	30.9	32.0	28.6
Maintenance costs.....	10.6	10.8	10.5
Energy costs.....	12.6	13.0	13.8
Insurance/rent/rates.....	26.3	25.5	25.3
Other costs .....	11.7	11.3	14.1
<b>Total .....</b>	<b>92.1</b>	<b>92.6</b>	<b>92.3</b>

The largest cost within village overheads is in respect of personnel costs, which are subject to annual pay increases as well as to increases arising from legislative and regulatory changes, which include the introduction of the National Living Wage in April 2016 and subsequent increases to the National Living Wage.

Center Parcs seeks to manage other village overheads through actively managing costs by benchmarking each of its villages against each other in order to strive to achieve "best in class".

### **Central Overheads**

The primary components of central overheads are set forth in the table below:

	53 weeks ended 26 April 2018	52 weeks ended 25 April 2019	52 weeks ended 23 April 2020
	£m		
<b>Central overheads</b>			
Personnel costs.....	12.4	13.0	12.5
Marketing costs.....	10.2	12.0	9.7
Other costs .....	2.2	0.9	2.0
<b>Total .....</b>	<b>24.8</b>	<b>25.9</b>	<b>24.2</b>

Marketing costs are primarily incurred in connection with marketing and advertising campaigns through all media channels. Center Parcs seeks to manage the cost of its marketing campaigns through the use of cost-efficient marketing channels such as internet advertising and targeted emails to contacts in its guest database. Marketing campaigns are planned annually with a significant concentration around the peak booking season of late December to late February. During the closure of Center Parcs' villages due to the COVID-19 pandemic, Center Parcs significantly reduced its marketing expenditure.

Other costs relates to all other central costs and includes, among other things, credit card charges and IT costs, less rebates received by Center Parcs from its suppliers.

### Depreciation and Amortisation

Depreciation and amortisation is comprised of depreciation of leasehold improvements, installations, fixtures and fittings and motor vehicles and hardware, and amortisation of software and other intangible assets. Depreciation for financial year 2020 was £53.6 million, compared with £50.7 million and £47.6 million for financial years 2019 and 2018, respectively. Amortisation of intangible assets for financial year 2020 was £7.2 million, compared with £7.0 million and £5.1 million for financial years 2019 and 2018, respectively.

### Debt and financing costs

Finance costs comprise interest paid on outstanding debt and loans, primarily in respect of the Class A Loans, the Class B Loans and the head office mortgage, together with the amortisation over the life of the secured bonds of deferred costs incurred in the raising of finance.

### Adoption of IFRS 16

Under IFRS 16, Center Parcs was required to change the way it accounted for leases previously classified as operating leases under IAS 17 'Leases', which were off-balance-sheet. Center Parcs adopted IFRS 16 on 27 April 2018, using the modified retrospective approach and therefore has not restated figures previously reported under IAS 17 'Leases.'

Adoption of IFRS 16 has resulted in certain figures presented in this Supplemental Bondholder Report in the financial years 2020 and 2019, respectively, not being directly comparable with figures reported in similar line items as at prior reporting dates or for prior reporting periods and the addition of certain new line items. See notes 1, 2 and 16 from Center Parcs' audited financial statements for the 52-week period ended 25 April 2019 and Notes 11 and 16 from Center Parcs' audited financial statements for the 52-week period ended 23 April 2020.

### Impact of IFRS 16 on Retained Earnings

The impact of the adoption of IFRS 16 on retained earnings was as follows:

	£m
Recognition of right-of-use assets .....	30.9
Recognition of lease liabilities.....	(33.1)
Elimination of rent prepayments.....	(0.4)
Recognition of associated deferred tax .....	0.4
<b>Reduction in retained earnings as at 26 April 2018.....</b>	<b>(2.2)</b>

### Impact of IFRS 16 on Adjusted EBITDA

Under IFRS 16, leased assets and the associated lease liabilities are held on the balance sheet. Depreciation is recognised on the right-of-use assets and interest expense is recognised on the lease liabilities. IFRS 16 therefore resulted in removing higher depreciation and interest expense charges from the profit for the period attributable to equity

shareholders, to arrive to Adjusted EBITDA in the 52-week period ended 25 April 2019, when compared to the 53-week period ended 26 April 2018. In the financial statements for the 53-week period ended 26 April 2018, lease payments on the Longleat and Woburn village sites were treated as an administrative expense of £1.4 million and included within Adjusted EBITDA.

## RESULTS OF OPERATIONS

The following table sets out the results of operations for the financial years 2018, 2019 and 2020 derived from Center Parcs' audited financial statements and related notes:

	53 weeks ended 26 April 2018	52 weeks ended 25 April 2019	52 weeks ended 23 April 2020
<b>Revenue</b> .....	<b>469.0</b>	<b>480.2</b>	<b>443.7</b>
Cost of sales .....	(123.7)	(129.1)	(127.2)
<b>Gross profit</b> .....	<b>345.3</b>	<b>351.1</b>	<b>316.5</b>
Administrative expenses before exceptional and non-underlying items .....	(116.9)	(118.5)	(116.5)
<b>EBITDA before exceptional and non-underlying items</b> .....	<b>228.4</b>	<b>232.6</b>	<b>200.0</b>
Exceptional and non-underlying administrative expenses <sup>(1)</sup> .....	(2.3)	—	(2.2)
Depreciation and amortisation.....	(52.7)	(57.7)	(60.8)
<b>Operating profit</b> .....	<b>173.4</b>	<b>174.9</b>	<b>137.0</b>
Finance income .....	0.3	0.2	0.3
Finance expense before exceptional and non-underlying items .....	(88.5)	(90.9)	(94.3)
Exceptional and non-underlying finance expense <sup>(2)</sup> .....	(26.9)	(7.7)	—
<b>Profit before taxation</b> .....	<b>58.3</b>	<b>76.5</b>	<b>43.0</b>
Taxation before exceptional and non-underlying items .....	(14.0)	(15.2)	(9.7)
Exceptional and non-underlying tax income/(expense) <sup>(3)</sup> .....	7.2	1.5	(10.3)
<b>Profit for the period attributable to equity shareholders</b> .....	<b>51.5</b>	<b>62.8</b>	<b>23.0</b>

(1) Exceptional and non-underlying items represented exceptional and non-underlying administrative expenses of £2.2 million for the financial year ended 23 April 2020 represented £2.0 million in costs to exit a contract and £0.2 million of legal and other associated costs relating to the equity contribution provided by the Brookfield Funds. Exceptional and non-underlying items for the financial year ended 26 April 2018 represented exceptional and non-underlying administrative expenses £1.6 million of costs relating to legal health and safety claims at Woburn Forest and associated settlements, together with £0.7 million of one-off restructuring and reorganisation costs.

(2) Exceptional and non-underlying finance expenses for the financial year ended 25 April 2019 represented the £6.1 million premium paid on the settlement of Center Parcs' Class A3 Notes and £1.6 million in accelerated amortisation of deferred issue costs in connection with the redemption of Center Parcs' Class A3 Notes. Exceptional and non-underlying finance expenses for the financial year ended 26 April 2018 represented the £26.9 million premium paid on the settlement of Center Parcs' Class B2 Notes.

(3) Exceptional and non-underlying taxation expense for the financial year ended 23 April 2020 represented the impact of the change in the applicable deferred tax rate from 17% to 19%, which was partially offset by a taxation credit related to exceptional and non-underlying administrative expenses. Exceptional and non-underlying taxation income for the financial year ended 25 April 2019 represented a £1.5 million tax credit related to break costs and the accelerated write-off of deferred fees in connection with the redemption of Center Parcs' Class A3 Notes. Exceptional and non-underlying taxation income for the financial year ended 26 April 2018 represented a £5.3 million tax credit in connection with the redemption of Center Parcs' Class B3 Notes and a £1.9 million tax credit in respect of a one-off adjustment to group relief relating to restricted interest deductions and subsequent increased capital allowances claims.

## Segmental Reporting

Center Parcs' operating segments are its villages. The following table shows the revenue, Adjusted EBITDA and occupancy for Center Parcs' operating segments for the periods indicated:

	Sherwood Forest	Elveden Forest	Longleat Forest	Whinfell Forest	Woburn Forest	Central Overheads	Group
£ million, except percentages							
<b>52 weeks ended 23 April 2020<sup>(1)</sup></b>							
Revenue .....	93.8	92.2	85.9	85.2	86.6	—	443.7
Adjusted EBITDA .....	50.3	46.8	43.6	41.3	42.2	(24.2)	200.0
Occupancy (%) .....	88.1	88.6	88.8	87.4	87.3	—	88.0
<b>52 weeks ended 25 April 2019</b>							
Revenue .....	100.8	100.9	92.2	91.1	95.2	—	480.2
Adjusted EBITDA .....	56.7	54.2	50.3	47.1	50.2	(25.9)	232.6
Occupancy (%) .....	96.9	97.0	96.4	97.9	97.1	—	97.1
<b>53 weeks ended 26 April 2018</b>							
Revenue .....	98.5	96.7	91.8	88.6	93.4	—	469.0
Adjusted EBITDA .....	55.5	52.5	49.5	46.3	49.4	(24.8)	228.4
Occupancy (%) .....	97.9	97.7	97.3	97.6	97.3	—	97.6

(1) From 20 March 2020 to 23 April 2020, all five of Center Parcs' villages were closed to guests as a result of the COVID-19 pandemic and Center Parcs recorded no revenue during this period.

## Financial Year 2020 compared with Financial Year 2019

### Revenue

Revenue decreased by £36.5 million, or 7.6%, during the financial year ended 23 April 2020 to £443.7 million, compared to £480.2 million in the financial year ended 25 April 2019. This decrease was primarily a result of the closure of Center Parcs' villages from 20 March 2020 to 23 April 2020 due to COVID-19 as £0 of revenue was recognised during this closure period.

The number of units of accommodation as at 23 April 2020 was 4,323 compared to 4,317 as at 25 April 2019. The increase in number of units reflects the construction of six new lodges at Woburn.

Occupancy decreased from 97.1% in the financial year ended 25 April 2019 to 88.0% during the financial year ended 23 April 2020 due to the impact of the closure of Center Parcs' villages from 20 March 2020 to 23 April 2020 due to COVID-19.

ADR growth continued at all five villages and overall ADR increased by 1.7% to £194.91 in the financial year ended 23 April 2020 compared to the financial year ended 25 April 2019, primarily due to refurbishments of existing lodges and yield management but adversely affected by the closure of the villages in the financial year ended 23 April 2020 during the historically higher ADR Easter holiday period. This increase in ADR was offset by the lower occupancy resulting in RevPAL of £171.54 (2019: £186.08) in the financial year ended 23 April 2020.

### Cost of Sales

Cost of sales decreased to £127.2 million in the financial year ended 23 April 2020 from £129.1 million in the financial year ended 25 April 2019, primarily due to limited cost of sales incurred from 20 March 2020 to 23 April 2020 when Center Parcs' villages were closed due to COVID-19, which was partially offset by increases in the National Living Wage. As a percentage of revenue, cost of sales increased to 28.7% in the financial year ended 23 April 2020 from 26.9% in the financial year ended 25 April 2019 as Center Parcs continued to incur certain costs necessary to maintain the sites in a safe-and-secure condition, including payroll costs (net of the payroll costs reimbursable under the UK CJRS).

### Administrative expenses before exceptional and non-underlying items

Administrative expenses before exceptional and non-underlying items decreased to £116.5 million in the financial year ended 23 April 2020 from £118.5 million in the financial year ended 25 April 2019, primarily due to the closure of Center Parcs' villages due to COVID-19 from 20 March 2020 to 23 April 2020. During the closure period,



Center Parcs continued to incur energy and maintenance costs as well as certain payroll costs, resulting in a more limited impact on administrative expenses before exceptional and non-underlying items than on revenue.

### ***Adjusted EBITDA***

As a result of the factors described above, Adjusted EBITDA decreased by £32.6 million, or 14.0%, in the financial year ended 23 April 2020 as compared to the financial year ended 25 April 2019.

### ***Exceptional and non-underlying administrative expenses***

Exceptional and non-underlying administrative expenses were £2.2 million for the financial year ended 23 April 2020 and related to the exit of a supplier contract and legal and other associated costs in respect of the equity contribution from the Brookfield Funds. No exceptional and non-underlying administrative expenses were recognised in the financial year ended 25 April 2019.

### ***Depreciation and amortisation***

Depreciation and amortisation for the financial year ended 23 April 2020 was £60.8 million, an increase of £3.1 million compared to the financial year ended 25 April 2019. This increase was primarily due to the Group's ongoing capital investment resulting in a larger asset base. The increase in depreciation and amortisation primarily related to an increase in depreciation of property, plant and equipment – owned assets from £50.1 million in the financial year ended 25 April 2019 to £53.0 million in the financial year ended 23 April 2020.

### ***Finance costs and income***

For financial year 2020, the annual interest payable on Center Parcs' secured debt was £90.6 million with all tranches of secured debt having a fixed rate of interest.

Finance costs in the financial year ended 23 April 2020 represent primarily interest payable on secured debt and the amortisation of associated deferred issue costs. Finance costs in the financial year ended 25 April 2019 also included £7.7 million in exceptional and non-underlying costs related to the refinancing of Center Parcs' Class A3 Notes, including (i) £6.1 million in connection with the premium paid on settlement of the Class A3 Notes and (ii) £1.6 million in connection with accelerated amortisation of deferred issue costs.

Finance income represents bank interest receivable and amounted to £0.3 million for the financial year ended 23 April 2020 as compared to £0.2 million for the financial year ended 25 April 2019.

### ***Taxation***

Taxation before exceptional and non-underlying items changed from a tax expense of £15.2 million in the financial year ended 25 April 2019 to a tax expense of £9.7 million in the financial year ended 23 April 2020. Exceptional and non-underlying tax expenses of £10.3 million were recognised in the financial year ended 23 April 2020, primarily in relation to the change in the applicable deferred tax rate from 17% to 19%, as compared to exceptional and non-underlying tax income of £1.5 million in the financial year ended 25 April 2019. Corporation tax of £13.1 million was paid during the financial year ended 23 April 2020 compared with £3.1 million in the financial year ended 25 April 2019 and made payments for taxation group relief of £0.4 million in the financial year ended 23 April 2020 compared with £10.9 million in the financial year ended 25 April 2019.

### ***Profit for the period attributable to equity shareholders***

As a result of the factors described above, profit for the period attributable to equity shareholders decreased by £39.8 million, or 63.4%, in the financial year ended 23 April 2020 as compared to the financial year ended 25 April 2019.

## **Financial Year 2019 compared with Financial Year 2018**

### ***Revenue***

Center Parcs revenue for the financial year ended 25 April 2019 increased by £11.2 million, or 2.4%, to £480.2 million reflecting growth in accommodation revenue of 3.8% and on-site revenue of 0.3% compared to the financial year ended 26 April 2018, offset by the fact that the financial year ended 25 April 2019 had 52 weeks whereas the financial year ended 26 April 2018 had 53 weeks. Center Parcs experienced broadly consistent underlying revenue growth at all five villages.

Center Parcs' occupancy remained strong at 97.1% in the financial year ended 25 April 2019, a slight decrease of 0.5% from 97.6% in the financial year ended 26 April 2018. The number of units of accommodation increased to 4,317 as at 25 April 2019 compared to 4,227 as at 26 April 2018, reflecting the construction of 90 new units of accommodation during the financial year ended 25 April 2019, including 51 one-bedroom apartments at Elveden Forest. ADR increased to £191.74 in the financial year ended 25 April 2019, an increase of 3.7% from £184.95 in the financial year ended 26 April 2018. The ADR growth and high occupancy levels drove an increase in RevPAL to £186.08 in financial year 2019, an increase of 3.1%, from £180.46 in the financial year ended 26 April 2018.

### ***Cost of sales***

Cost of sales increased to £129.1 million in the financial year ended 25 April 2019 from £123.7 million in the financial year ended 26 April 2018, in line with the growth in on-site revenue and the impact of the increases in national living wage effective from 1 April 2018 (from £7.50 to £7.83) and 1 April 2019 (from £7.83 to £8.21).

### ***Administrative expenses before exceptional and non-underlying items***

Administrative expenses before exceptional and non-underlying items increased to £118.5 million in the financial year ended 25 April 2019 from £116.9 million in the financial year ended 26 April 2018.

Exceptional and non-underlying administrative expenses of £2.3 million in the financial year ended 26 April 2018 represented £1.6 million of costs relating to legal claims and associated settlements, together with £0.7 million of one-off restructuring and reorganisation costs.

### ***Adjusted EBITDA***

As a result of the factors described above, Adjusted EBITDA for the financial year ended 25 April 2019 increased by £4.2 million or 1.8% in comparison to the prior year.

### ***Depreciation and amortisation***

Depreciation and amortisation for the financial year ended 25 April 2019 was £57.7 million, an increase of £5.0 million, or 9.5%, compared to depreciation and amortisation for the financial year ended 26 April 2018. This increase reflected Center Parcs' capital investment programme which resulted in a larger asset base, including depreciation resulting from capital expenditures during the financial year ended 26 April 2018.

### ***Finance costs and income***

With effect from 20 November 2018, when Center Parcs issued £100.0 million of additional Class A4 Notes and £379.5 million of new Class A5 Notes, annual interest payable on the Group's secured debt was £90.6 million. All tranches of secured debt attract a fixed rate of interest.

Finance costs in the period under review principally represent interest on secured debt and interest on related party loans. Interest on related party loans is not cash-settled.

On 20 November 2018, when Center Parcs issued £100.0 million of additional Class A4 Notes and £379.5 million of new Class A5 Notes. Part of the proceeds was used to settle £350.0 million of Class A3 Notes that had an expected maturity date of 28 February 2020. Make-whole costs of £6.1 million in respect of the settlement of the Class A3 Notes were recognised as an exceptional and non-underlying finance expense, as discussed above, together with £1.6 million of accelerated amortisation of deferred issue costs in respect of the Class A3 Notes.

Exceptional and non-underlying finance expenses in the financial year ended 25 April 2019 included £7.7 million in exceptional and non-underlying finance expenses, of which £6.1 million represented the premium paid on the settlement of Center Parcs' Class A3 Notes and £1.6 million represented accelerated amortization of deferred issue costs in connection with the redemption of Center Parcs' Class A3 Notes.

Exceptional and non-underlying finance expenses in the financial year ended 26 April 2018 included £26.9 million in exceptional and non-underlying finance expenses, representing the premium paid on the settlement of Center Parcs' Class B2 Notes.

### ***Taxation***

Corporation tax paid and payments for group relief totaled £14.0 million during the financial year ended 25 April 2019 compared with £1.0 million in the financial year ended 26 April 2018.

### ***Profit for the period attributable to equity shareholders***

As a result of the factors described above, profit for the period attributable to equity shareholders increased by £11.3 million, or 21.9%, in the financial year ended 25 April 2019 as compared to the financial year ended 26 April 2018.

## LIQUIDITY AND CAPITAL RESOURCES

Center Parcs' principal uses of cash are operating expenses, capital expenditure and debt service. Center Parcs has historically funded operations and capital expenditure with cash flow from operations. As at 23 April 2020, Center Parcs had cash and cash equivalents of £36.4 million (£119.2 million as at 20 August 2020), and negative working capital of £112.4 million. Working capital is defined as the net value of Center Parcs' inventories, trade and other receivables and current trade and other payables (excluding taxation creditors and capital and interest accruals).

In response to the COVID-19 pandemic, Center Parcs closed its villages from 20 March 2020 to 13 July 2020. Center Parcs implemented strict cash management procedures to conserve liquidity, including the re-phasing of capital investment projects and cessation of non-essential operating activities. During this period, Center Parcs ceased approximately 90% of active capital expenditure projects. Center Parcs also deferred corporation tax payments and VAT payments and furloughed approximately 90% of its employees in accordance with the UK government's CJRS from 27 March 2020 to 3 July 2020. Together, these actions reduced operating expenses by approximately £14 million on average per four-week period, or approximately 70%, to approximately £6 million on average per four-week period from 24 April 2020 to 18 June 2020, compared to approximately £20 million on average per four-week period from 26 April 2019 to 27 February 2020.

Center Parcs further strengthened its liquidity position by equity contributions from the Brookfield Funds of £69 million, comprising £41.5 million received in April 2020 and £27.5 million received in May 2020, and the Intercompany Account Advance of £70 million received on 14 July 2020 from the Brookfield Funds. Center Parcs also has access to a £90 million undrawn committed liquidity facility, which is available to pay certain senior expenses and interest on Class A Notes. As at 23 April 2020, Center Parcs had £36.4 million in cash and cash equivalents.

Following the reopening of the villages on 13 July 2020, Center Parcs' villages initially operated at approximately 65% capacity, which was increased to 75% capacity on 7 September 2020. Capacity levels will be reviewed in due course pursuant to government guidelines and health and safety considerations.

The unprecedented nature of the COVID-19 pandemic creates material uncertainty in Center Parcs' ability to predict future liquidity requirements. See *"Risk Factors—Risks Relating to Center Parcs' Business and Industry—As a result of the impact of the COVID-19 pandemic, there is material uncertainty about Center Parcs' ability to continue as a going concern"* and Note 1 to the 2020 Audited Financial Statements. Should a subsequent wave of COVID-19 require a future closure of Center Parcs villages, Center Parcs anticipates that it will be able to meet its working capital requirements for approximately four months without sourcing additional funding.

Center Parcs may, from time to time, seek other sources of funding, which may include debt or equity financings depending on its financing needs and market conditions.

The maturity profile of Center Parcs' existing borrowings as at 23 April 2020 was as follows:

	Less than one year	One to five years	Greater than five years	Deferred issue costs	Total
	£m				
Mortgage.....	0.1	-	-	-	0.1
Secured debt .....	-	920.0	969.5	(8.3)	1,881.2
<b>Total .....</b>	<b>0.1</b>	<b>920.0</b>	<b>969.5</b>	<b>(8.3)</b>	<b>1,881.3</b>

### Cash flows

The following table provides certain cash flow information for the periods indicated:

	53 weeks ended 26 April 2018	52 weeks ended 25 April 2019	52 weeks ended 23 April 2020
		£m	
Net cash from operating activities .....	237.3	225.2	151.2
Net cash used in investing activities .....	(85.5)	(66.0)	(57.4)
Net cash used in financing activities .....	(139.7)	(145.1)	(117.6)
<b>Net increase/(decrease) in cash and cash equivalents .....</b>	<b>12.1</b>	<b>14.1</b>	<b>(23.8)</b>
Cash and cash equivalents at the beginning of the period .....	34.0	46.1	60.2
<b>Cash and cash equivalents at the end of the period .....</b>	<b>46.1</b>	<b>60.2</b>	<b>36.4</b>

Net cash from operating activities was £237.3 million, £225.2 million and £151.2 million in financial years 2018, 2019 and 2020, respectively. The primary reason for the decrease of £12.1 million, or 5.1%, in cash flows from operating activities for financial year 2019 as compared with financial year 2018 was an increase in corporation tax paid and payments for taxation group relief. The primary reason for the decrease in net cash from operating activities of £74.0 million, or 32.9%, for financial year 2020 as compared with financial year 2019 was the closure of Center Parcs' villages due to COVID-19 from 20 March 2020 to 23 April 2020.

Net cash used in investing activities was £85.5 million, £66.0 million and £57.4 million in financial year 2018, 2019 and 2020, respectively. Net cash used in investing activities in all financial years predominantly relates to the purchase of property, plant and equipment and intangible assets.

Net cash used in financing activities was £139.7 million, £145.1 million and £117.6 million in financial year 2018, 2019 and 2020, respectively. Net cash used in financing activities in financial year 2018 predominantly related to the payment of interest and dividends, partially off-set by the net proceeds of a refinancing of Center Parcs' secured debt. Net cash used in financing activities in financial year 2019 predominantly related to the payment of interest and dividends, partially off-set by the net proceeds of a refinancing of Center Parcs' secured debt. Net cash used in financing activities in financial year 2020 predominantly related to the payment of interest and dividends, off-set by the receipt of an equity contribution.

### Capital expenditure

The following table shows Center Parcs' capital expenditure breakdown for the financial years 2008 to 2020:

	2008	2009	2010	2011	2012	2013	2014	2015 <sup>(1)</sup>	2016	2017	2018	2019	2020
							£m						
Investment capital expenditure.....	66	35	1	28	28	22	18	19	40	70	59	39	25
Maintenance capital expenditure.....	17	17	13	17	18	18	21	24	23	25	26	27	28
<b>Total .....</b>	<b>83</b>	<b>52</b>	<b>14</b>	<b>45</b>	<b>46</b>	<b>40</b>	<b>39</b>	<b>43</b>	<b>63</b>	<b>95</b>	<b>85</b>	<b>66</b>	<b>53</b>

(1) Excluding any Woburn initial construction costs.

Center Parcs defines capital expenditure as additions to property, plant and equipment and other intangible assets. Center Parcs defines maintenance capital expenditure as the capital expenditure required on the central buildings, infrastructure and facilities to maintain the ongoing standards of these areas. Center Parcs defines investment capital expenditure as where it expects to generate a return on capital. Investment capital expenditure includes capital expenditure incurred in respect of the development of villages, amenities and facilities, including building new accommodation; upgrading existing accommodation and upgrading, adding or extending restaurants, retail outlets and other facilities.

Capital investments are organised and planned annually around significant, regular planned maintenance and capital expenditure that is intended to maintain high occupancy levels and drive revenue growth through improved appeal of accommodation units, facilities and amenities.

The capital refurbishment programme of Center Parcs' accommodation units can be broken into two distinct investment cycles within a 16- to 20-year period:

- *Refurbishment*: approximately every eight to ten years, each unit needs to be refurbished to maintain Center Parcs' targeted standards, which typically ensures existing levels of ADR are maintained; and
- *Upgrade*: following the refurbishment cycle there is typically a further eight to ten years before a unit is upgraded, which includes a full refurbishment of the unit and also an upgrade of the standard to add new features and to modernise the style of the unit.

Although investment capital expenditure increases during the investment phase of a refurbishment or upgrade programme, profit margins and operating profit generally increase in the years following completion of the investment programmes as guests demand higher-end or upgraded accommodation.

During the closure of Center Parcs' villages from 20 March 2020 to 13 July 2020, Center Parcs rephased its capital expenditure, stopping approximately 90% of active projects in order to preserve liquidity.

The covenants under the Class A Issuer/Borrower Loan Agreement require the Obligors to spend a minimum of £18.5 million per year in relation to maintenance capital expenditure and an average of £6.0 million per annum over a four year period on investment capital expenditure. Total capital expenditure was £84.5 million, £66.1 million and £52.8 million for financial years 2018, 2019 and 2020, respectively. Center Parcs spent £27.5 million on maintenance capital expenditure and £25.3 million on investment capital expenditure in financial year 2020, of which investment capital expenditure of £6.2 million related to new builds, £13.4 million related to accommodation upgrades and £5.7 million related to other investment projects such as food and beverage, retail and leisure activity offerings. Center Parcs spent £27.1 million on maintenance capital expenditure and £39.1 million on investment capital expenditure in financial year 2019, of which investment capital expenditure of £10.3 million related to new builds, £12.1 million related to accommodation upgrades, £9.0 million related to pool complex upgrades and £7.7 million related to other investment projects such as food and beverage, retail and leisure activity offerings. Historically, changes in capital expenditure have been driven primarily by varying levels of investment capital expenditure (including accommodation upgrades) with underlying maintenance capital expenditure remaining relatively stable. In financial years 2020 and 2021, Center Parcs continued its upgrade programme and 1,943 units of accommodation have been upgraded as of the date of this Offering Memorandum, driving continued growth in ADR. In order to support liquidity in light of the impact of the COVID-19 pandemic, Center Parcs currently expects to decrease its total capital expenditure in financial year 2021 to approximately £40.0 million, with investments in lodge upgrades, new builds and on-village projects.

### **Working capital**

Center Parcs has historically had negative working capital requirements largely arising from the payment by guests for their short breaks in advance of arrival. Following the reopening of the villages on 13 July 2020, Center Parcs anticipates gradually continuing to increase village operations during financial year 2021.

Center Parcs' trade receivables are primarily composed of corporate sales made through its Corporate Events division, and inventories are primarily composed of stock in Center Parcs retail and food and beverage outlets. Center Parcs' trade and other payables primarily relate to advance accommodation income received from guests, trade creditors, accrued expenditure, VAT and payroll taxes due and other current liabilities.

Center Parcs has historically funded working capital requirements through cash generated from operations. There is a degree of seasonality in the working capital requirements linked to accommodation revenue receipts.

Payments held on account have historically been at their lowest level after the Christmas period and prior to the key booking period of late December to late February and at the end of each calendar year. This contrasts with the significantly higher payments held on account typically seen in April or in advance of the summer holiday season.

Depending upon its rate of growth and profitability, Center Parcs may require additional equity or debt financing to meet working capital requirements or capital expenditure needs. There can be no assurance that additional financing, if needed, will be available when required or, if available, on terms satisfactory to Center Parcs.

### **Contractual commitments**

As at 23 April 2020, Center Parcs had capital expenditure contracted for but not provided of £11.1 million. The related projects have since been completed or are currently ongoing. Center Parcs has no other material contractual commitments with the exception of the headleases on the Longleat and Woburn properties. The total current annual rentals on these leases are approximately £0.9 million and £0.6 million, respectively, and the lease termination dates are

22 February 2073 and 23 December 2109, respectively. The rent in respect of each lease is subject to review every five years, based on any increase in revenue.

### **Off-balance sheet arrangements and contingent liabilities**

Center Parcs has no off-balance sheet arrangements or contingent liabilities.

### **Quantitative and Qualitative Disclosure about Market and Credit risks**

#### ***Market risks***

##### *General economic conditions*

The disposable income of Center Parcs' guests and/or their holiday preferences are and will be affected by changes in the general economic environment and this may result in a fall in the number of guests and/or a decrease in on-site expenditure. Center Parcs regularly reviews its product offering and engages with guests to ensure it provides value for money to meet guest needs.

##### *Brexit*

Until the terms of the UK's formal exit from the European Union are finalised it remains difficult for businesses to predict the impact it will have on them and their financial performance. Thus far, the formal exit has not had a material impact on the business of Center Parcs. However, Center Parcs will continue to monitor political and economic developments and has plans in place for all eventualities.

##### *COVID-19*

Starting with the closure of the villages in March 2020 the COVID-19 pandemic has had a significant impact on Center Parcs' business. Whilst the villages are now re-opened the situation continues to evolve with government advice being regularly updated. The measures mandated by the UK government are outside the control of Center Parcs. However, Center Parcs has experienced teams who are capable of managing the impacts of the disruption on guests, colleagues and other key stakeholders. These teams have already put in place procedures to ensure the safe re-opening of the villages and Center Parcs will continue to monitor changing advice and implement further procedures as required.

Although Center Parcs' villages are now open it is not clear how long government restrictions and social distancing measures will last, or whether tighter restrictions will be reintroduced resulting in one or more villages having to close again. It is therefore not certain how quickly operations will return to pre-crisis levels, if at all.

If these risks and uncertainties materialise, they could result in a material change in the forecast liquidity position of Center Parcs.

##### *Competition*

The Center Parcs brand is synonymous with high quality short breaks in a forest environment but Center Parcs competes for the discretionary expenditure of potential guests, who could choose to take short breaks at other destinations or participate in other recreational activities. Center Parcs believes that this risk is mitigated by the strength of the Center Parcs brand and the continual investment in the accommodation and central facilities (including retail and restaurants), coupled with the innovation amongst the leisure activities and the responsiveness to guest surveys.

##### *Seasonality and weather*

Demand for short breaks is influenced by the main holiday periods at Easter, the summer holidays and the Christmas/New Year period. This risk is mitigated by online dynamic pricing which encourages demand outside of the peak periods. The accommodation is located within forest environments and a significant number of activities take place outdoors. Therefore, demand may be impacted by the prevailing weather. This risk is minimal because guests tend not to book on impulse and the vast majority of breaks and activities are booked in advance. Additionally, Center Parcs maintains diversity between its indoor and outdoor activities to mitigate this risk.

##### ***Financial risks***

The Directors and senior managers regularly review the financial requirements of Center Parcs and the associated risks. Center Parcs does not use complicated financial instruments and where financial instruments are used they are used to reduce interest rate risk. Center Parcs does not hold financial instruments for trading purposes. Center Parcs finances its operations through a mixture of retained earnings and borrowings as required. Historically, Center Parcs has sought to reduce its cost of capital by refinancing and restructuring its funding using the underlying asset value.

### *Interest rate risk*

Principal sources of borrowings are fixed interest rate loan notes.

### *Liquidity risk*

Center Parcs maintains sufficient levels of cash and committed funding to enable it to meet its medium-term working capital, lease liability and funding obligations. Rolling forecasts of liquidity requirements are prepared and monitored, and surplus cash is invested in interest bearing accounts.

### *Currency risk*

Whilst no borrowings are denominated in foreign currencies, a number of suppliers are exposed to the euro and the U.S. dollar. Wherever possible Center Parcs enters into supply contracts denominated in Sterling. Center Parcs does not operate a hedging facility to manage currency risk as it is not considered to be material.

### *Credit risk*

Cash balances are held on deposit with a number of UK banking institutions. Concentrations of credit risk with respect to trade receivables are limited as the vast majority of guests pay in advance.

### *Financial reporting risk*

The Group's financial systems are required to process a large number of transactions securely and accurately; any weaknesses in the systems could result in the incorrect reporting of financial results and covenant compliance.

### **Accounting policies**

The following accounting policies are considered to be pertinent to this review of Center Parcs' operating and financial results. See Note 1 to the 2020 Audited Financial Statements.

#### *Revenue recognition*

Revenue relates to accommodation rental income on holidays commenced during the period, together with other related income that primarily arises from on-village leisure, retail and food and beverage spend. Revenue relating to accommodation is recognised on a straight-line basis over the period of the holiday. The performance obligation for non-rental income, and hence the basis for revenue recognition, is when the related product or service is provided to the guest. All revenue is recorded net of VAT.

Payment for accommodation rental income is received in advance of holidays commencing, and is recorded as 'deferred income' within Trade and other payables until the holiday commences. As such no revenue was recognised during the period the villages were closed as a result of the COVID-19 pandemic.

A number of trading units on each holiday village are operated by concession partners. Revenue due in respect of such units is recognised on an accruals basis.

All revenue arises in the United Kingdom.

#### *Property, plant and equipment*

Center Parcs carries property, plant and equipment at cost rather than current valuation. As such, no increases in the value of Center Parcs' property, plant and equipment are recognised in the financial statements. Any impairment to the carrying value of these assets is recognised in the income statement.

#### *Maintenance expenditure*

It is the policy of Center Parcs to maintain its land and buildings to a high standard. Where maintenance expenditure increases the benefits that property, plant and equipment is expected to generate, this expenditure is capitalised. All other maintenance costs are charged to the income statement as incurred.

#### *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.

## **Critical accounting policies**

### *Discount rate used to determine the value of Center Parcs' defined benefit pension scheme obligation*

Center Parcs' defined benefit pension scheme obligation is discounted at a rate set by reference to market yields at the end of the reporting period on high quality corporate bonds. Significant judgment is required when setting the criteria for bonds to be included in the population from which the yield curve is derived.

### *Useful economic lives and residual values of property, plant and equipment and other intangible assets*

Center Parcs reviews the estimated useful lives of property, plant and equipment and other intangible assets at the end of each reporting period. During the 52-week period ended 23 April 2020, management has concluded that no revision is required to either useful economic lives or residual values of these assets.

### *Impairment test for goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires Center Parcs to estimate future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.



## INDUSTRY

*The information presented below is based on management estimates and information and third-party sources. None of the Issuer, Center Parcs nor any Class B Global Coordinator and Joint Bookrunner makes any representation or warranty as to the accuracy or completeness of the industry and market data set forth in this Supplemental Bondholder Report, and none of the Issuer, Center Parcs nor any Class B Global Coordinator and Joint Bookrunner has independently verified this information and therefore cannot guarantee its accuracy. Any forward-looking statements contained in such industry and market data were made prior to the outbreak of the COVID-19 pandemic (except where stated otherwise) and have not been updated to account for the impact of such pandemic. There can be no assurance that such forward-looking statements would not have been materially different if the COVID-19 pandemic had been taken into account. See "Forward Looking Statements."*

### **Overview of the UK Holiday Market**

The UK holiday market is defined as the market for UK residents holidaying in the UK (domestic but excluding Northern Ireland) and UK residents holidaying internationally (overseas).

Center Parcs operates in the UK holiday centres market, which consists of three segments: (a) traditional holiday centres; (b) holiday parks centred around caravan or lodge accommodation; and (c) forest villages. These sub-segments of the holiday market are described later on in this section.

### **Economic Environment and Outlook**

#### ***Global Financial Crisis and Aftermath***

Based on Mintel's analysis, following the global financial crisis in 2008, the performance of the UK holiday market was continuously impacted until 2014. Historical data shows that growth rates in domestic tourism tend to rise and fall in relation to growth rates in the overseas holiday market. The last recession worked to the advantage of UK tourism, in which Center Parcs is present, triggering a steep drop in holidays abroad and a "staycation effect" which saw many consumers switching from overseas destinations to holidays closer to home.

Since 2012, based on the International Passenger Survey ("IPS") by the Office of National Statistics ("ONS") and the Great Britain Tourism Survey by VisitEngland, VisitScotland and Visit Wales ("GBTS"), overseas holiday volumes experienced a period of steady recovery, growing an estimated 21% from 2014 to 2019. In contrast, volumes in the UK market fell by 7% in 2014, before recovering at an estimated 4% from 2015 to 2019, with the growth in both segments reflecting rising economic recovery and consumer confidence. Total spend on overseas holidays grew from £24.4 billion in 2014 to £32.2 billion in 2018 (driven by the recovery in volumes and an increase in average spend). The average spend on overseas holidays increased at a higher rate than UK holidays at 8% over the period from £634 in 2014 to £684 in 2018. Total spend on UK holidays for 2018 sat at £14.3 billion, with an average spend of £247.

#### ***Post-Brexit Performance***

Since the Brexit vote in June 2016, the Pound's decline in value has made overseas trips more expensive for UK consumers. A weaker Pound was one of the main contributors to the staycation boom in 2009, according to Mintel, and is expected to affect domestic UK travel, as consumers choose to holiday at home. Indeed, this effect coupled with broader Brexit uncertainties led to a slowdown in growth in overseas holidays over 2017 and 2018, with volumes rising by 4% and 1%, respectively. In contrast, volumes in the UK market experienced a healthy increase of 6% in 2017, followed by a decline of 2% in 2018.

Annual overseas trip volume has remained above the 45.5 million trip milestone since 2017, which according to Mintel's research in 2018 was a record high reached before the 2008 recession, and was estimated by the ONS to be approximately 47.7 million trips in 2019. Total spend on overseas holidays grew from £30.1 billion in 2016 to £32.2 billion in 2018, with average spend increasing by 2% over the period from £669 in 2016 to £684 in 2018.

For UK holidays, total spend increased from £13.3 billion in 2016 to £14.3 billion in 2018, with average spend increasing to £247, a 4% increase on 2016. Mintel estimates growth of 2.9% in the volume of domestic holidays taken by British residents in 2019, to 59.6 million. In January 2020, Mintel forecast an expected CAGR of 1.1% in the volume of domestic holidays taken by British residents from 2019 to 2023.

Mintel's research, based on published ONS and GBTS data, indicates that total holiday market volume in the UK grew at an estimated 1.7% CAGR from 2015 to 2019 to an estimated 106.0 million trips annually in 2019, with annual expenditure growing at an estimated 3.9% CAGR over the same period to an estimated £46.8

billion in 2019. Growth from 2016 to 2019 was mainly driven by faster growth in domestic tourism volumes compared to overseas volume, as Brexit uncertainty and a weak Pound drove consumers to save money by holidaying closer to home.

In January 2020, Mintel reported an expectation of modest growth in the UK staycation market over 2020-24, with volume growth of between 0.7-1.5% and value growth of between 0.8-1.7% per annum. Mintel forecast volumes to reach 63.2 million and value to reach £15.3 billion by 2024. Mintel also reported that over the longer term, the development of additional high speed rail capacity within the UK, such as HS2, has potential to tempt travelers to swap one of their overseas short breaks for a staycation.

### ***Outlook and Impact of COVID-19***

The global COVID-19 pandemic and resulting lockdowns both in the UK and internationally have had a dramatic impact on the domestic and overseas holiday market. According to CAPA, European airline seat capacity experienced several recurring weeks of 80%+ year-on-year declines during April and May, with evidence of a gradual recovery taking hold post the easing of lockdown restrictions.

In June 2020, Mintel reported that it expects overseas holidays to be heavily disrupted as a result of COVID-19, even once the possibility of taking such holidays returns. Mintel expects staycations to recover faster when the recovery begins, with COVID-19 accelerating demand for wellness breaks and activities. This is supported by VisitBritain's COVID-19 Consumer Weekly Tracker for 6-10 July, which highlights outdoor areas, the seaside and countryside as the most likely destinations of survey respondents between June and September. In each of the eight surveys conducted through 14 July 2020 as part of the COVID-19 Consumer Weekly Tracker, country/trail walks have consistently been ranked as the activity that respondents are most comfortable doing in the near term (i.e., within the next month or so).

According to VisitBritain, 48% intend to take the same number or more short breaks, defined as 1-3 nights, in the UK over the rest of 2020 than normal, with 35% expecting to take fewer short breaks (17% being unsure). For breaks of 4+ nights, these figures are 44%, 36% and 20%, respectively. The same survey suggests that overseas trips will be more negatively impacted, with 44% of respondents intending to take fewer trips than normal and 30% intending to take more or the same number of trips. 44% have either already planned or intend to plan a UK short break or holiday by September, and 36% have already booked or intend to book their trip by this time. For those taking trips between June and September 2020, 65% expect to travel using their own car, versus 50% for trips taken from October 2020 to March 2021.

VisitBritain suggests that 'outdoor areas', 'outdoor leisure or sports activities', and 'predominantly outdoor attractions', are all likely to attract more visitors than normal, while 'indoor wellbeing', 'entertainment' (including cinemas and restaurants) and 'predominantly indoor attractions' are likely to attract fewer guests than normal.

In England, large parts of the hospitality sector were allowed to reopen from 4 July 2020, with certain restrictions and after making necessary adjustments to accommodate social distancing and enhanced cleaning regimes.

### **UK Holiday Centre Market Trends**

The longer-term key trends impacting the UK holiday centres market include the following:

#### ***Change in Guests: Socio-Economic Profile***

According to Mintel, changes in socio-economic groups ("SEG") and in particular the growth in the ABC1 category ("ABC1") have historically benefited the holiday market and are likely to continue to do so in the medium term. SEGs are based on the chief income earner and are defined as follows:

<b>SEG</b>	<b>Occupation of Chief Income Earner</b>
A . . . . .	Higher managerial, administrative or professional
B . . . . .	Intermediate managerial, administrative or professional
C1 . . . . .	Supervisory or clerical and junior managerial, administrative or professional
C2 . . . . .	Skilled manual workers
D . . . . .	Semi and unskilled manual workers

E . . . . . Entirely dependent on the state long term, through sickness, unemployment, old age or other reasons

With high standards and expectations for their holidays, the ABC1 SEGs form the core target customer base for Center Parcs. According to the latest available data, the ABC1 segment as a whole represented 55% of the UK population making it the largest segment of the UK population.

*Adult Population by Socio-Economic Group*

	<b>As Percentage of population (%)</b>
AB .....	26.0
C1 .....	29.0
<b>ABC1 subtotal</b> .....	<b>55.0</b>
C2 .....	21.0
DE .....	24.0
<b>Total</b> .....	<b>100.0</b>

Source: Mintel Holiday Review UK January 2020.

**Changes in Demographics**

According to the ONS, growth in demand for holiday centres in the UK is expected to be positively affected by demographic changes, including the rise in the number of families with young children in particular. The number of children aged 10-14 in the UK is forecast to increase by 9.5% by 2023, from 3.9 million in 2018 to 4.2 million in 2023. The number of 15-19 year olds is forecast to increase by 8.2% over the same period.

The ONS forecasts the number of adults aged 25-44 years to increase from 17.4 million in 2018 to 17.8 million in 2023 (an increase of approximately 2.7%). This growth is expected to benefit the UK holiday centre market as it increases the number of prime target guests, namely families, for holiday centres over the short to medium term.

Mintel believes the government’s existing railcard discount scheme for 16 to 25-year-olds (offering a 30% discount) which was extended to those aged between 26 and 30 in the spring of 2018, should incent 26 to 30-year-olds to visit more UK destinations for breaks.

*Trends in the Age Structure of the UK Population, 2018-2028*

	<b>2018</b>		<b>2023<sup>(1)</sup></b>		<b>2028<sup>(1)</sup></b>		<b>% change 2018-23<sup>(1)</sup></b>	<b>% change 2018-28<sup>(1)</sup></b>
	'000	%	'000	%	'000	%		
0-4.....	3,914	5.9	3,655	5.4	3,621	5.2	(6.6)	(7.5)
5-9.....	4,139	6.2	4,031	5.9	3,755	5.4	(2.6)	(9.3)
10-14.....	3,859	5.8	4,225	6.2	4,105	5.9	9.5	6.4
15-19.....	3,669	5.5	3,972	5.8	4,324	6.2	8.2	17.8
20-24.....	4,185	6.3	3,922	5.8	4,187	6.0	(6.3)	0.1
25-34.....	8,991	13.5	8,967	13.2	8,467	12.2	(0.3)	(5.8)
35-44.....	8,366	12.6	8,866	13.0	9,093	13.1	6.0	8.7
45-54.....	9,182	13.8	8,493	12.5	8,360	12.0	(7.5)	(8.9)
55-64.....	7,967	12.0	8,818	12.9	8,958	12.9	10.7	12.4
65+ .....	12,166	18.3	13,191	19.4	14,528	20.9	8.4	19.4
<b>Total</b>	<b>66,436</b>	<b>100.0</b>	<b>68,138</b>	<b>100.0</b>	<b>69,397</b>	<b>100.0</b>	<b>2.6</b>	<b>4.5</b>

Source: Office for National Statistics UK

(1) Projected. Based on 2018 National Population Projections

**Multiple Holiday Taking and Trend Towards Shorter Breaks**

The trend towards shorter breaks remains steady with the UK short break market being far more stable over the past five years than the UK domestic market as a whole. According to the GBTS by VisitEngland, VisitScotland and Visit Wales, short breaks comprising between one to three nights accounted for almost two-thirds of the total UK domestic tourism market over 2015 to 2018, and the volume of breaks of up to 7 days increased by 1.4% over the

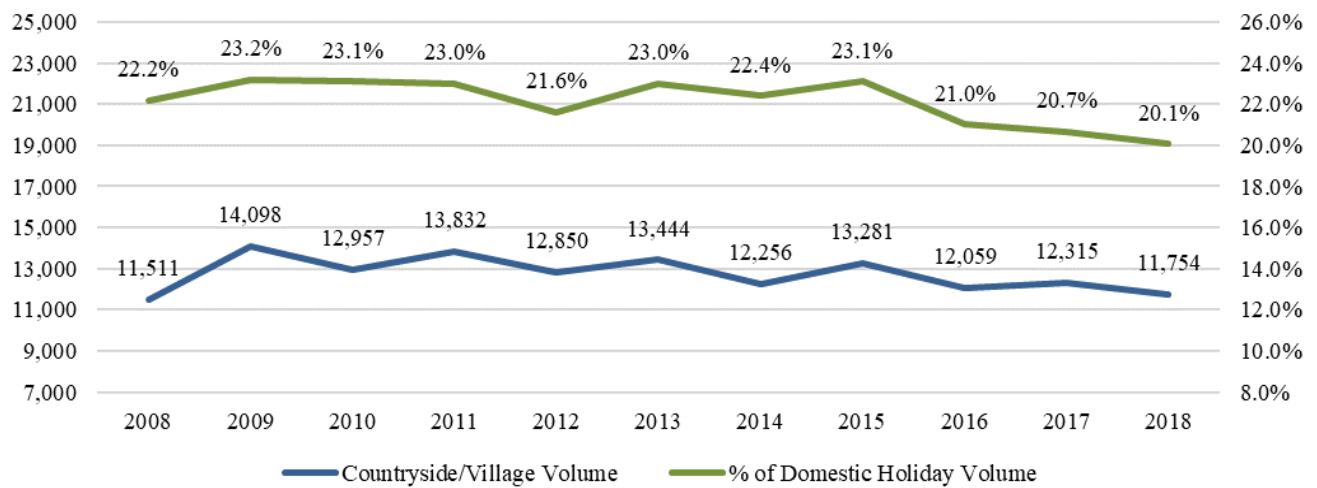
same period. In January 2020, Mintel reported that 20% of domestic holidaymakers planned to take more staycations in the 12 months following November 2019. 17% of all holidaymakers (including domestic and overseas holidaymakers) planned to take more short breaks versus 16% looking to take more long breaks.

**Domestic Holiday Behaviour and Destination**

According to the IPS by the ONS and GBTS by VisitEngland, VisitScotland, Visit Wales, domestic holidays account for 55% of the overall UK holiday market. Mintel estimates the number of domestic holidays taken grew by 2.9% to an estimated 59.6 million trips in 2019 from 57.9 million in 2018, while holiday expenditure is estimated to have risen marginally by 0.2% to £14.3 billion. Mintel’s research indicates that 62% of the UK adult population took a domestic holiday in the year to November 2019, versus 50% who took a holiday overseas.

Domestic holiday participation has risen since the Brexit referendum in 2016, which, according to Mintel, shows that holidaying is among the highest priorities of British nationals. As shown in the chart below, countryside holidays’ share of domestic market has historically remained broadly the same, reflecting stable demand for holiday offerings in natural surroundings.

*Domestic Holiday Volumes for Countryside/Village 2008-15<sup>(1)</sup>*



Source: GBTS / Mintel (from Mintel Domestic Tourism, October 2019)

(1) Percentage calculations based on total holiday volumes consisting of the sum for the following categories: Seaside, City/large town, Small town and Countryside/village. The sum of the four destination types exceeds total market volume reported in the October 2019 Domestic Tourism report as there are a proportion of holidays which combine more than one destination type.

According to Mintel a “digital detox” trend is emerging, where city dwellers seek to escape their smartphones and computers. Thus, there is a growing need for holiday brands to encourage those in the 16-34 year old age bracket to disconnect and de-stress in the countryside. There are also opportunities to target families, as according to Mintel’s Domestic Tourism – UK, October 2018 Report, 76% of parents with children under 18 agree that it is important to limit the time spent on smartphones and computers while on holiday.

**Market Segmentation and Product Offering**

While Center Parcs believes that it has a unique product offering, it is sometimes considered to be part of the UK holiday centres market. The UK holiday centres market is divided into three distinct segments: (a) traditional holiday centres; (b) holiday parks (large caravan/chalet parks offering an extensive range of holiday centre facilities); and (c) forest villages (also considered as holiday centres but aimed more at rural quiet rather than holiday bustle). These segments compete with each other to a certain extent within the UK holiday centres market. However, while traditional holiday centres and holiday parks tend to be coastal sites, dominated by guests mainly from the C1-C2 socio-economic category, forest villages are based in woodland sites and attract mainly ABC1 families looking for active forest village breaks and premium lodge park accommodation.

According to Mintel, nearly half of parents believe it is important to stay in a resort with family-friendly elements such as pools, children’s activities and entertainment. This is now becoming a strong selling point for family holidays in the context of rising childhood obesity, increasing amounts of time spent by children on technology devices, and a perceived lack of safe public spaces for children to play outside the home. Leading overseas

holiday brands are investing heavily in their own bespoke family resort brands. In the domestic UK market, leading holiday centre brands such as Center Parcs, Butlins and Haven offer a similar experience. Moreover, the focal point of Center Parcs' villages is its Sub-tropical Swimming Paradise which, together with Center Parcs' premium product offering (accommodation, leisure activities, food and beverage, retail and Aqua Sana spa), underpins the attractiveness of the Center Parcs' concept for ABC1 guests.

### Leading Holiday Centre and Holiday Park Operators in the United Kingdom

Operator	Product Offering	Revenue (£m)	Overview
<i>Traditional Holiday Centres</i>			
Butlins	3 resorts, 3 hotels	230.1	<ul style="list-style-type: none"> <li>• Lower budget holidays (less affluent SEG)</li> <li>• Narrower range of leisure activities</li> </ul>
Warner	14 hotels	143.1	<ul style="list-style-type: none"> <li>• Coastal resorts (chalet accommodation)</li> <li>• Adult-only offering</li> <li>• Wide range of leisure activities</li> </ul>
<i>Holiday Parks</i>			
Parkdean Resorts	67 holiday parks	453.2	<ul style="list-style-type: none"> <li>• Family-oriented holiday parks in coastal, countryside and woodlands locations</li> <li>• Limited entertainment offering</li> <li>• Low budget holidays for families</li> </ul>
<i>Forest Villages</i>			
Center Parcs	5 forest villages	443.7	<ul style="list-style-type: none"> <li>• UK short-break holiday specialist in a forest environment</li> <li>• Wide range of leisure activities</li> <li>• On-site retail, food and beverage, and spa offering</li> </ul>
Forest Holidays	11 locations	36.8	<ul style="list-style-type: none"> <li>• Luxury holiday cabins in forestry commission woodland</li> <li>• Number of Leisure activities available</li> <li>• No central 'hub' of Food and Beverage/Leisure/Retail/Pool etc.</li> </ul>

Source: Company information

(1) Financials as of: Butlins (December 2018), Warner (December 2018), Parkdean Resorts (December 2019), Center Parcs (April 2020) and Forest Holidays (February 2019).

*Traditional holiday centres* comprise the traditional brands such as Butlins, Warner and Pontins (a smaller UK operator), which were originally based on a 1950s “holiday camp” formula. They have evolved over time (now fewer in numbers and individually larger in scale) and have invested significantly in recent years in improving their accommodation and range of activities. These traditional centres are generally in beach locations and therefore tend to primarily complement a family beach holiday. They are characterised by permanent accommodation (rather than mobile homes) in blocks or detached buildings. Their offering may be full board or self-catering, but generally includes free family-oriented entertainment, variety shows and leisure facilities, such as swimming pools, amusement arcades, fairground-type rides and outdoor sports facilities, such as five-a-side football, a climbing wall and crazy golf.

*Holiday parks* constitute the largest sector within the UK holiday centres market, both by number of locations and volume of holidays sold and comprise brands such as Parkdean Resorts, Haven and Hoseasons. However, within the holiday park segment, it is difficult to distinguish between what are essentially larger caravan parks with few facilities, and those parks with amenities and activities that are sophisticated enough to be categorised as a traditional holiday centre. As consumer expectations increase, there is more demand for holiday parks to provide a greater range of value-added services such as pools, restaurants, children's clubs and entertainment. Holiday parks cater to customers looking for three types of services: (a) hiring mobile homes or fixed caravans; (b) purchasing these mobile homes; and (c) hiring space for towed caravans and tent campers. Although they vary considerably in size, holiday parks are generally smaller in scale than the traditional holiday centres. Holiday parks are often situated in coastal locations, often in scenic areas.

*Forest villages* differ from traditional holiday centres and holiday parks which are part of the tradition of the British seaside holiday. Forest villages are based inland, in woodland and water settings, with an explicitly environmental ethos (a car-free, family-friendly environment), marketed primarily and explicitly to affluent family groups in the ABC1 SEGs, as compared with the broader targeting of the traditional holiday centres. The accommodation in forest villages is permanent and generally more spacious than traditional holiday centres. Forest village accommodation provides self-catering facilities and open-plan living, with luxurious top-end accommodation standards. The focus is activity-based, with a wide range of sporting, creative and spa/therapeutic activities geared towards both adults and children. Unlike most traditional holiday centres, which include a wide range of entertainment and activities as part of the basic holiday package, forest village holiday providers offer a customised approach and charge extra for individual activities. Furthermore, forest villages operate 365 days per year, offering guests a high quality experience under all types of weather through a wide range of indoor and outdoor activities and amenities.

## BUSINESS

*During the 52-week period ended 23 April 2020, the Center Parcs villages were closed from 20 March 2020 to the end of the period due to the COVID-19 pandemic. In order to facilitate comparability to the 52-week period ended 25 April 2019 and the 53-week period ended 26 April 2018, certain financial and operational information is presented as of and for the 52-week period ended 27 February 2020, representing the last full period (period eleven) when all villages were open and operational. In addition, certain comparative figures are also presented as of and for the 52-week period ended 28 February 2019. The financial information for the 52-week periods ended 27 February 2020 and 28 February 2019 has been extracted from management accounts. Moreover, as certain year-end procedures were not performed in preparing the financial information for the 52-week periods ended 27 February 2020 and 28 February 2019, they may not represent the same financial information that would have resulted if Center Parcs had produced year-end financial statements for the 52-week periods ended 27 February 2020 and 28 February 2019, respectively. This financial information has not been prepared in accordance with IAS 34 Interim Financial Reporting and has not been audited or reviewed. See "Presentation of Financial Information."*

### Business Overview

Center Parcs is a leading UK short-break holiday business, attracting over 2.1 million guests in the 52-week period ended 27 February 2020. Center Parcs operates five specially constructed holiday villages in the United Kingdom: Sherwood Forest in Nottinghamshire, Longleat Forest in Wiltshire, Elveden Forest in Suffolk, Whinfell Forest in Cumbria (the "Original Villages") and Woburn Forest in Bedfordshire. Each village is set in a forest environment amongst approximately 400 acres of forest around a lake and is open 365 days per year.

Woodland, water and a natural environment make up the essential environment of a Center Parcs break. Within this comfortable, quiet, car-free and family-friendly setting, each of the Center Parcs villages provides guests with high quality accommodation and more than 150 leisure and spa activities. In total, as of 28 August 2020, there were 4,335 units of accommodation across its five villages, which could accommodate approximately 22,958 guests per day at 100% occupancy. The focal point and key attraction of each village is an all-weather indoor sub-tropical swimming paradise, featuring a selection of water activities including a wave pool, river slides and rides, children's pools and Jacuzzis. Center Parcs' on-site experiences also include outdoor activities such as cycling, boating and zip wires; indoor activities such as ten-pin bowling, badminton and pottery; and amenities such as spas, food and beverage and retail. A significant proportion of Center Parcs' revenue is generated from guests' on-site spending, including for leisure and spa activities, food and beverage and retail, representing 39.2% of total revenue in financial year 2020.

Center Parcs has a well-established brand in the UK, renowned for providing high quality experiences and facilities, targeting a primary guest base of affluent families. Center Parcs benefits from strong guest loyalty with approximately 34% of guests returning within 14 months and approximately 54% returning over a five-year period. In addition, Center Parcs believes that its business model is difficult to replicate due to the lack of suitable locations for the development of holiday parks and high development costs while Center Parcs is well positioned to continue to grow its business.

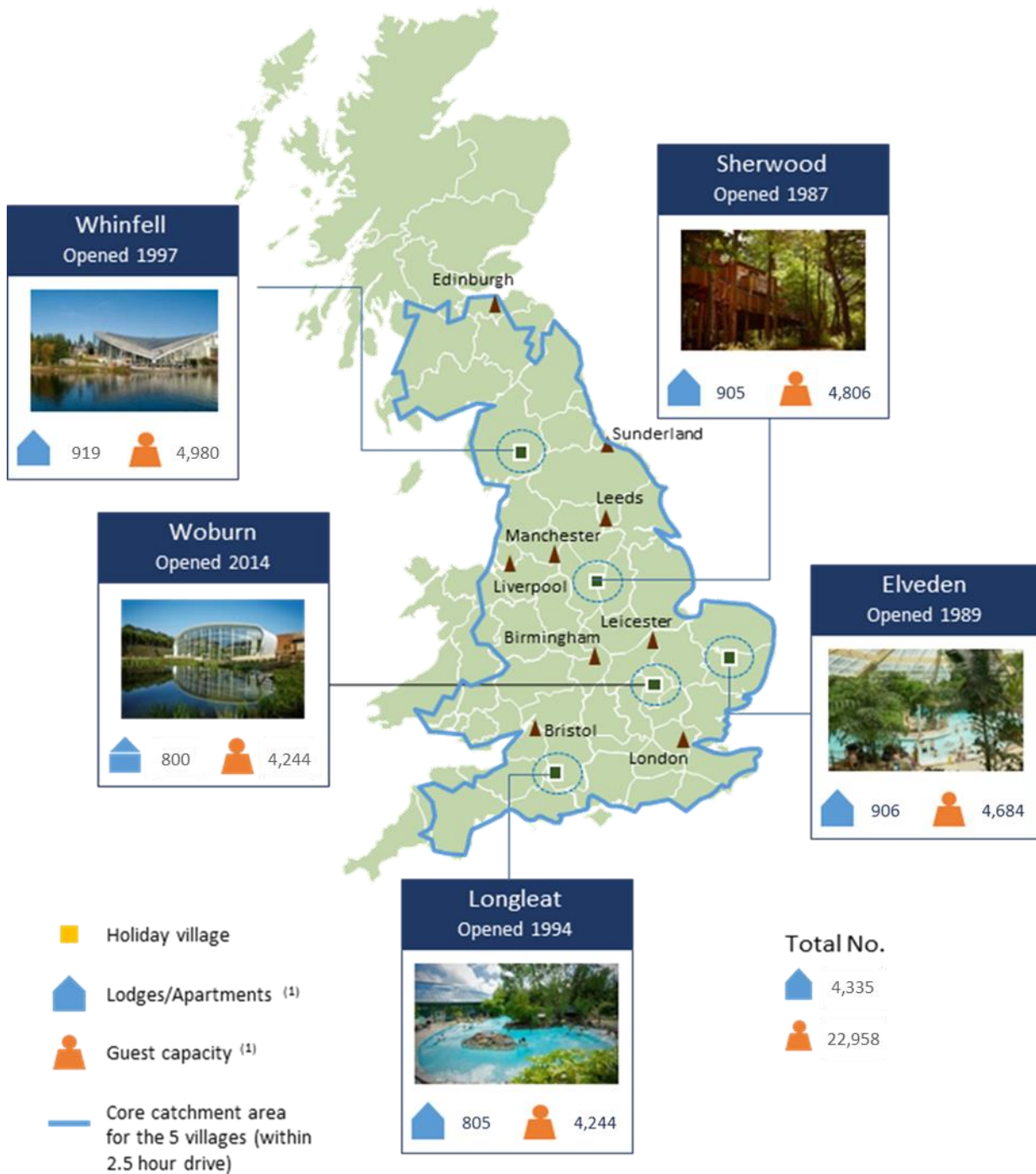
Center Parcs' villages typically draw on a regional population of guests who are attracted to the convenience of being within a relatively short driving distance from home. Over 90% of the UK population lives within a 2.5 hour drive of at least one of Center Parcs' villages, and the majority of Center Parcs' guests live within a two hour drive of the village they choose to visit. Center Parcs believes that the proximity of the majority of guests to its villages combined with the easy accessibility of the villages by car make Center Parcs a popular and convenient short break holiday option. Occupancy levels at Center Parcs' villages have been consistently high: 97.6% in financial year 2018, 97.1% in financial year 2019, and 97.3% in the 52-week period ended 27 February 2020. Occupancy levels have averaged approximately 96% in the last 15 years to 27 February 2020, and approximately 97% in the last eight years to 27 February 2020, despite the expansion of existing accommodation offerings at Center Parcs' Original Villages and the opening of Woburn Forest in 2014.

For the 52-week period ended 27 February 2020, Center Parcs had revenue of £496.3 million and Adjusted EBITDA of £239.4 million, representing an Adjusted EBITDA margin of 48.2%.

In each of the financial years 2018, 2019 and 2020, respectively, revenue and Adjusted EBITDA have been broadly evenly split amongst Center Parcs' villages, reflecting both the individual strength of each village and the diversity of Center Parcs' asset base.

The map below shows the location of each of Center Parcs' villages as of 13 July 2020.

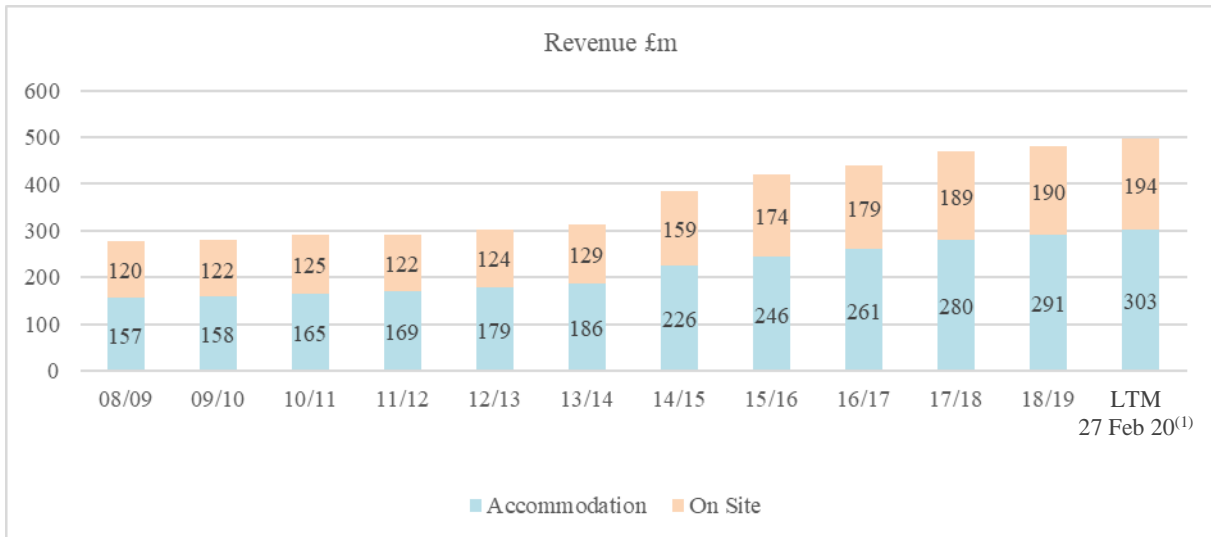




With the exception of the impact of the COVID-19 pandemic, revenue and Adjusted EBITDA have consistently grown over the past ten years. Total revenue and Adjusted EBITDA were £496.3 million and £239.4 million, respectively, for the 52-week period ended 27 February 2020. Adjusted EBITDA margins grew from 42.4% in financial year 2008 to 48.2% in the 52-week period ended 27 February 2020.

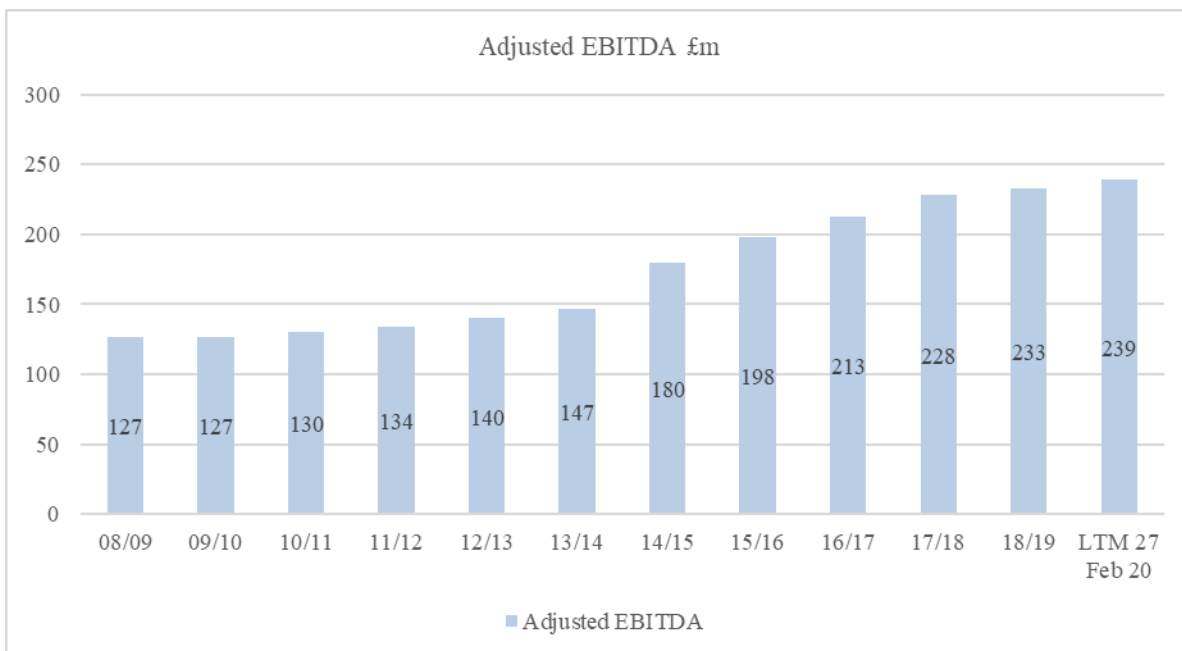
The following graph shows revenue for financial years 2008 to 2019 and the 52-week period ended 27 February 2020.





(1) Denotes revenue for the 52-week period ended 27 February 2020.

The following graph shows Adjusted EBITDA for financial years 2008 to 2019 and the 52-week period ended 27 February 2020.



(1) Denotes Adjusted EBITDA for the 52-week period ended 27 February 2020.

### History of the Center Parcs Group

The Center Parcs concept was pioneered by Piet Derksen in the late 1960s in the Netherlands as a new form of self-catering, high-comfort holiday village, complemented with heated bungalows, open fires, central heating, colour TVs and covered swimming pools. Derksen expanded the chain over the course of the following two decades into Belgium, France and Germany, and, in 1987, the first Center Parcs opened in the United Kingdom at Sherwood Forest. The first British village was closely followed by a second at Elveden Forest in 1989. In 1994, Center Parcs further expanded with the creation of the third village, Longleat Forest, near Bath. In 2001, Center Parcs acquired the Oasis Holiday Village (now called Whinfall Forest) in the northwest of England from the Bourne Leisure Group, thus enhancing Center Parcs' geographic footprint in the UK. In 2001, the continental European "Center Parcs" business was

separated from the United Kingdom “Center Parcs” business and the two have been under separate ownership from that point onward. In November 2010, Center Parcs received reserved matters planning approval of its plan to develop and build a fifth village situated near Woburn in Bedfordshire. The development of Woburn Forest commenced in May 2012 and opened to guests in June 2014.

The Blackstone Funds bought the operating business in May 2006 and subsequently delisted it from the London Stock Exchange where it had been listed on the AIM in 2003 and on the Main Market in 2005. Shortly thereafter, Blackstone Funds purchased the property companies owning the four Original Villages in June 2006. In August 2015, certain funds managed by affiliates of Brookfield Management Inc. (the “**Brookfield Funds**”) acquired Center Parcs from the Blackstone Funds.

Since 2006, Center Parcs has implemented programmes to upgrade accommodation and to upgrade and expand on-site offerings. In July 2019, Center Parcs opened its sixth village, Longford Forest, in County Longford, Republic of Ireland. Longford Forest is Center Parcs’ first village outside of the United Kingdom. Longford Forest is outside of the Obligor Group.

## **Key Strengths**

### ***Unique, market-leading short break holiday business.***

Center Parcs believes that it provides a unique product in the UK holiday market in terms of scale, quality and standard of accommodation and amenities. Each Center Parcs village is set in approximately 400 acres of forest around a lake, with numerous retail and food and beverage offerings, as well as more than 150 leisure and spa related activities and an indoor sub-tropical swimming paradise. Each village has on average 866 units of accommodation with capacity for approximately 4,580 guests. Center Parcs believes that it is the only large-scale UK business offering this type of high quality family-focused, year-round, all-weather, short-break package, in a forest environment. Center Parcs believes that it is well-positioned to benefit from pent-up demand for domestic travel as a result of the COVID-19 pandemic, with its villages typically drawing on a regional population of guests who live within a relatively short driving distance. Further, the design of Center Parcs’ villages lends itself well to social distancing, as most guests travel to the villages in their own cars, the lodges provide for self-catering, the villages are spread out over a large open footprint and many of the activities are outdoors.

### ***Difficult to replicate concept with well-known brand and loyal, affluent customer base.***

The Center Parcs villages are characterised by a number of qualities that Center Parcs believes make its business model difficult to replicate in the United Kingdom. These include:

- limited appropriate sites for villages, which require large forested areas near major population centres;
- long lead time needed to develop new villages due to the stringent requirements for obtaining planning permits;
- significant initial investment cost in addition to on-going capital expenditure required for further development and operations of the business; and
- a wide range of specialised operations and planning expertise required to develop and operate a village.

Center Parcs’ unique product offering has generated strong brand recognition and guest loyalty. Center Parcs believes that it has high brand recognition in the UK and is considered among the top brands for high quality short breaks in the UK.

Center Parcs’ “intention to return” score was 95% in financial year 2020. Approximately 34% of Center Parcs’ guests return within 14 months and approximately 54% return over a five-year period. Center Parcs’ active marketable guest base was approximately 309,000 households in 2020.

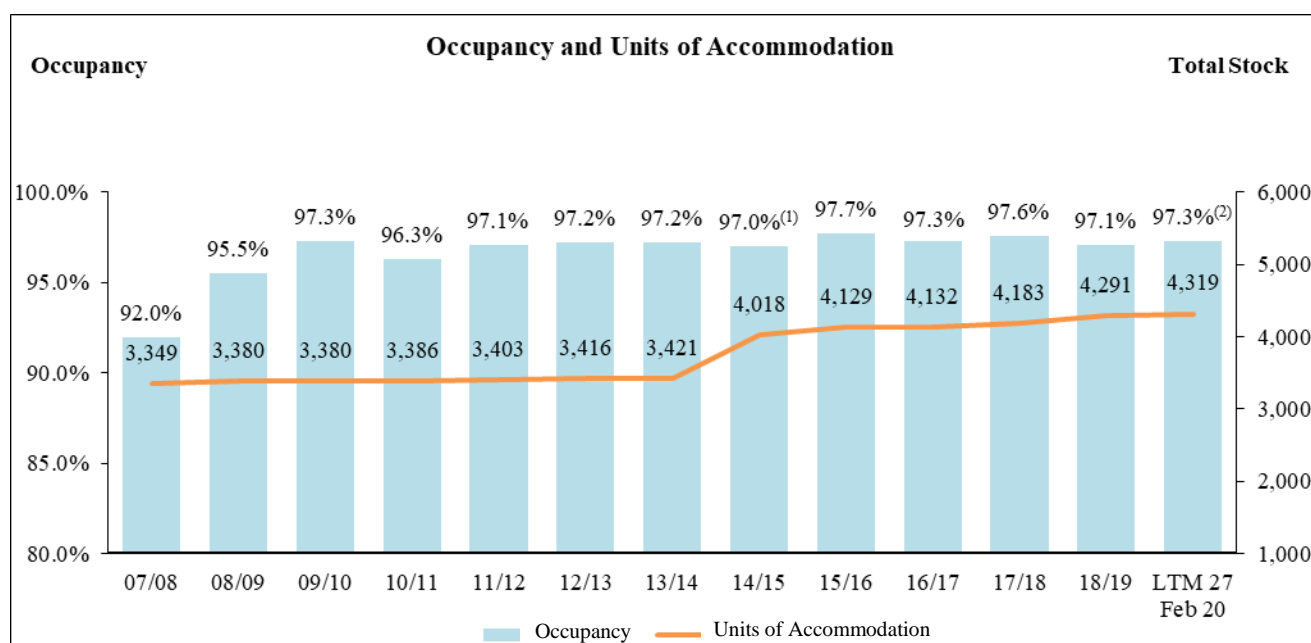
In 2019, three of Center Parcs’ Aqua Sana spas were shortlisted for Good Spa Awards, and Aqua Sana Sherwood Forest was awarded Best Destination Spa in the UK. Aqua Sana Sherwood Forest had previously been awarded Best Spa in the East Midlands and the East in November 2018.

Center Parcs’ guest profile has remained stable over time and consists of the highest earning categories of the UK population. According to management estimates, Center Parcs ranked significantly over index in a number of the Experian high end consumer classifications, with 57% of guests in financial year 2019 identified under the Experian Mosaic classification as “Domestic Success”, “Prestige Positions” or “Aspiring Homemakers” based on postcode analysis.

**Resilient growth through economic cycles.**

Resilient performance through economic cycles, during both downturns and recoveries, and also through additions in capacity, has resulted in Center Parcs’ occupancy levels averaging over 90% over the last 20 years to 27 February 2020, approximately 96% in the last 15 years to 27 February 2020 and approximately 97% in the last eight years to 27 February 2020, with occupancy levels of 97.6%, 97.1% and 97.3% in financial years 2018 and 2019 and the 52-week period ended 27 February 2020, respectively. Occupancy at each of the villages has historically remained high even after the opening of Woburn Forest in 2014 despite an approximately 20% increase in Center Parcs’ accommodation available, demonstrating the depth of demand for Center Parcs’ villages. Despite the impact of the COVID-19 pandemic on economic conditions as well as on guests’ willingness to travel, and the restrictions on Center Parcs’ ability to operate at full capacity following the re-opening of the villages on 13 July 2020, demand for Center Parcs’ villages remains resilient and is already exceeding expected operating capacity for some breaks. As at 21 August 2020, forward bookings for the third quarter and fourth quarter of financial year 2021 (including bookings that have been moved with a financial incentive from the COVID-19 closure period) were approximately 1% and 9% higher, respectively, than forward bookings at the same point during financial year 2020, despite a significant reduction in marketing expenditure during the closure of Center Parcs’ villages from 20 March 2020 to 13 July 2020 due to the COVID-19 pandemic.

The following graph shows Center Parcs’ occupancy rates and average units of accommodation for financial years 2008 to 2019 and the 52-week period ended 27 February 2020.



(1) Woburn Forest opened in June 2014

(2) Denotes occupancy for the 52-week period ended 27 February 2020.

High occupancy levels drive a significant proportion of revenue from guests’ on-site spending, which represented 39.2% of Center Parcs’ total revenue in financial year 2020.

ADR on average also consistently grew above inflation between financial year 2008 and the 52-week period ended 27 February 2020, at a CAGR of 3.6%. During this period, Center Parcs’ RevPAL growth was approximately twice the growth in inflation and UK RevPAR during the period. The growth in Center Parcs’ ADR has been driven by yield management initiatives, demand and on-site investment, including in new types of accommodation and upgrades to existing accommodation.

The following table shows RevPAL and ADR for Center Parcs as compared to UK RevPAR and the CPI for financial years 2008 to 2019 and the 52-week period ended 27 February 2020.

	2008	2009	2010	2011	2012	2013	2014	2015 <sup>(4)</sup>	2016	2017	2018	2019	2020 <sup>(5)</sup>
Center Parcs’ RevPAL (£).....	118.4	125.4	128.6	131.4	136.6	144.2	149.4	154.6	163.5	173.8	180.5	186.08	192.43
Center Parcs’	129.3	131.3	132.2	136.5	140.7	148.4	153.7	159.4	167.3	178.6	185.0	191.74	197.76

ADR (£).....													
UK RevPAR <sup>(1)(2)</sup>													
(£).....	44	39	41	41	41	43	46	51	53	54	55	54	54
CPI Change over previous year <sup>(3)</sup>													
(%).....	3.0	2.3	3.7	4.5	3.0	2.4	1.8	(0.1)	0.3	2.7	2.4	2.1	0.8

- (1) UK RevPAR excludes London. UK RevPAR figures are based on RevPAR for the twelve months to 31 December of the stated year. UK RevPAR for the 52-week period ended 27 February 2020 is based on forecasts for the twelve months ended 31 December 2020 published in the PwC Hotels Forecast 2019-2020 and does not take into account the effects of the COVID-19 pandemic.
- (2) Source: PwC.
- (3) Source: Office of National Statistics, based on CPI for the twelve months to April of the stated year.
- (4) Woburn Forest opened in June 2014 and has accordingly been included in Center Parcs' RevPAL and ADR for financial years 2015, 2016, 2017, 2018, 2019 and the 52-week period ended 27 February 2020.
- (5) 2020 RevPAL and ADR are for the 52-week period ended 27 February 2020.

### ***Consistent revenue growth with strong visibility through forward-booking model.***

With the exception of the impact of the COVID-19 pandemic in financial year 2020, Center Parcs has experienced revenue growth each year over the last ten years, with revenue growing at a CAGR of 5.5% from financial year 2008 to the 52-week period ended 27 February 2020. In addition, Center Parcs' Adjusted EBITDA has grown at a CAGR of 6.6% from financial year 2008 to the 52-week period ended 27 February 2020. Center Parcs places a strong emphasis on advance prepaid bookings, which result in significant revenue visibility, with an average of 19 weeks' booking-to-arrival time in financial years 2018 to 2020. For each of financial years 2018, 2019 and 2020, an average of approximately 43% of the available accommodation nights had been booked by the beginning of the financial year, an average of 59% by the end of the first quarter, an average of 76% halfway through the financial year, and an average of 95% two months before the end of the financial year.

Under its standard terms and conditions, Center Parcs collects 30% of the accommodation cost at the time of booking if completed more than ten weeks in advance of the short break. The balance of the cost is collected ten weeks prior to the start of the break. If a guest books less than ten weeks prior to the arrival date, the accommodation cost is payable in full on booking. As a result of the COVID-19 pandemic, some changes have been made to these conditions, but a reversion to standard terms and conditions is expected. Similarly, in the 52-week period ended 27 February 2020, more than 64% of leisure and spa activities were pre-booked and pre-paid prior to arrival. This significant revenue visibility allows Center Parcs to optimise its cost structure according to anticipated occupancy levels and demand throughout the year. As a result of its flexible cost base, Center Parcs reduced operating expenses by approximately £14 million on average per four-week period, or approximately 70%, to approximately £6 million on average per four-week period from 24 April 2020 to 18 June 2020, compared to approximately £20 million on average per four-week period from 26 April 2019 to 27 February 2020, by ceasing activity on approximately 90% of active capital investment projects, furloughing approximately 90% of employees in accordance with the UK government's CJRS from 27 March 2020 to 3 July 2020 and utilising the 12-month business rates holiday available to retail, hospitality and leisure businesses.

### ***Sustainable cash flow generation.***

With the exception of the periods impacted by the COVID-19 pandemic, Center Parcs' EBITDA margins have been underpinned by high occupancy levels and consistent growth in ADR. Relatively high EBITDA margins combined with the negative working capital characteristics of the business due to its forward-booking model and the relatively low maintenance capital expenditure requirements, which averaged £21.1 million per financial year from financial year 2008 to financial year 2020, has enabled Center Parcs to be highly cash generative, with cash conversion (defined as Adjusted EBITDA less maintenance capital expenditure plus working capital and non-cash movements (less difference between the pension charge and contribution), expressed as a percentage of Adjusted EBITDA) in excess of 85% in each of financial years 2018 and 2019 and the 52-week period ended 27 February 2020, at 94.1%, 91.2%, and 87.4%, respectively. Center Parcs addressed the impact of the closure of its villages due to the COVID-19 pandemic by aiming to minimise the proportion of guests seeking refunds by offering a £100 financial incentive to guests to move dates. Approximately 35% of guests opted to change their booking dates instead of cancelling altogether. In addition, Center Parcs was also able to further manage cash flow by ceasing activity on approximately 90% of active capital investment projects during the closure. During the COVID-19 pandemic, Brookfield reiterated its commitment to Center Parcs through equity contributions of £69 million, comprising £41.5 million received in April 2020 and £27.5 million received in May 2020, and the Intercompany Account Advance of £70 million received on 14 July 2020. These commitments are part of a total of £160 million of financial support available to Center Parcs that has been approved by the Brookfield Funds.

### ***Well-invested, diversified and high-quality asset base.***

Center Parcs owns all five of its UK villages on either freehold titles or long leasehold titles, and with remaining lease terms of between 53 years and 980 years, Center Parcs' asset base has a long life and is diversified and stable. In financial years 2018, 2019 and 2020, respectively, revenue and Adjusted EBITDA have been broadly evenly split amongst its villages, located in different parts of the UK, reflecting both the individual strength of each village and the diversity of Center Parcs' asset base.

Center Parcs has an on-going capital expenditure programme to maintain and enhance the quality of its asset base, pursuant to which it has invested approximately £724 million from financial year 2008 through financial year 2020. Of this investment, £279 million represents maintenance capital expenditures. The remainder represents investment capital expenditure, of which £212 million was invested to upgrade existing accommodation, £100 million was invested to build new developments, £116 million was invested in on-site development, including new leisure activities, food and beverage offerings and facilities upgrades and £17 million was invested in its Digital Roadmap project. In addition, Center Parcs incurred approximately £250 million of total initial development costs in respect of building Woburn Forest.

Since the acquisition of Center Parcs by the Brookfield Funds in August 2015, the amount of total capital expenditure has increased from £43 million (of which investment capital expenditure: £19 million) in financial year 2015 to £84.5 million (of which investment capital expenditure: £59 million), £66.1 million (of which investment capital expenditure: £39 million) and £52.8 million (of which investment capital expenditure: £25 million) in financial years 2018, 2019 and 2020, respectively, reflecting Brookfield's commitment to the business and focus on a range of capital investment opportunities to further grow the business. In financial years 2018, 2019 and 2020, the construction of new build accommodation comprised approximately £25 million, £10 million and £6 million, respectively, of investment capital expenditure, while a range of ongoing village refurbishments of accommodation, restaurants, retail outlets, spas and other offerings and facilities comprised the remainder.

***Experienced management team with a track record of innovation.***

Center Parcs has an experienced management team with a proven ability to execute its business plans and achieve results. In addition, Center Parcs' management team has a track record of innovation reflected in its yield management initiatives, innovation in on-site activities and food and beverage offerings, as well as development of new types of accommodation to help drive ADR. In 2014, the management team successfully opened Woburn Forest on time and on budget. With an average length of service of over 15 years by individual members of its management team, the management team is highly experienced in providing the services that set Center Parcs apart from other UK leisure and holiday providers. Center Parcs also benefits from the operational expertise, relationships, and management experience of Brookfield.

**Strategy**

***Continue to grow revenue through yield management, flexible pricing, targeted marketing and customer relationship management.***

Center Parcs actively manages pricing across its villages to maintain its high level of occupancy and to optimise yield during periods of high demand. All bookings are made directly with Center Parcs, with approximately 87% of accommodation bookings made online in financial year 2020. Together with its strong emphasis on advance bookings (average 19 weeks' booking-to-arrival time period in financial years 2018 to 2020), this provides Center Parcs with significant operational information, allowing it to respond quickly to customer trends in order to optimise its pricing. Center Parcs will continue to operate a flexible pricing model to further grow revenue, and to develop its customer relationship management initiatives to increase demand from the affluent families that form its core guest base. Following the reopening of the villages on 13 July 2020, Center Parcs' villages initially operated at approximately 65% capacity, which was increased to 75% capacity on 7 September 2020. Capacity levels will be reviewed in due course pursuant to government guidelines and health and safety considerations.

Center Parcs' guest database of approximately 309,000 active guests allows it to undertake targeted marketing campaigns using a range of channels, including direct mailings, online and digital marketing, television campaigns and email programmes focused on both existing customers and targeted acquisition of new affluent families.

***Continue to invest in revenue-enhancing upgrades of Center Parcs accommodation offering and to expand available capacity.***

Center Parcs plans to continue to invest in upgrading the accommodation and facilities in its villages, and to introduce new accommodation and on-site activities. Since 2007, Center Parcs has opened over 230 new units of accommodation at its Original Villages, and significantly upgraded all units of accommodation at the Original Villages at an average estimated cost of approximately £50,000 per lodge. Following the upgrade of all existing units of

accommodation, Center Parcs has started a new cycle of refurbishment for such accommodation which is important to maintain quality and generate repeat business and 1,943 units of accommodation have been upgraded as of the date of this Supplemental Bondholder Report.

There is also capacity for additional new builds of premium lodges at Center Parcs' villages, which typically achieve a premium over the rate achieved on standard lodges. Center Parcs believes that such premium lodges attract affluent guests who are more likely to be high on-site spenders. Center Parcs currently has planning permission to build a further 103 units of accommodation. The new units of accommodation are expected to include waterside lodges, apartments and other executive lodges.

#### ***Disciplined investment in village experience.***

Center Parcs believes that there are several substantial development projects that could profitably expand Center Parcs' offering, including Project Atlantis, which involves the strategic enhancement of the signature sub-tropical swimming paradise that features at each village. Center Parcs spent approximately £38 million between 2012 and 2020 on implementing Project Atlantis. Improvements included the addition of a new raft ride, the Tropical Cyclone, and a new play area featuring numerous slides and water feature at Elveden Forest, Longleat Forest and Sherwood Forest. Over the next two years, Center Parcs plans to make similar upgrades to the pool facilities at Whinfall Forest. Center Parcs has also invested approximately £6.5 million in the refurbishment and expansion of the Aqua Sana spa facility at Longleat Forest.

Center Parcs also intends to introduce new leisure activities at each village on a regular basis, as well as innovate upon its existing offering of leisure activities. Development opportunities include introducing zip wires, electric boats and expanding indoor climbing activities to all villages. Center Parcs believes that such investments provide an enriched holiday experience particularly for the affluent families that form its core guest base, and that an improved on-site unique offering helps to drive both accommodation and on-site revenue.

#### ***Grow on-site spend.***

Center Parcs generated 40.3%, 39.5% and 39.2% of its total revenue from on-site spend in the financial years 2018, 2019 and 2020, respectively. As Center Parcs' guests typically remain on-site for the duration of their stay, Center Parcs believes that there are opportunities to grow on-site spend further. For example, Center Parcs has continued to develop a programme of enhanced differentiation in pricing where prices of various offerings are expected to become flexible across seasons, days of the week and times of day to more accurately reflect guest demand.

Center Parcs has franchise, licensing and concession agreements with various providers. These concession partners enable guests to benefit from high street brand offerings and Center Parcs to increase profitability through increased on-site spend. Center Parcs reviews these agreements periodically to ensure that they remain economically attractive and meet its guests' requirements.

#### ***Continue to increase profitability through controlling costs.***

Center Parcs benefits from having a flexible cost base. Because of the high level of forward booking visibility of the business, Center Parcs is typically able to manage its cost base effectively to meet its business requirements. As part of the strategy to seek profitable growth, it intends to continue to generate cost savings through increased efficiency at each village and at its head office.

Following the reopening of Center Parcs' villages on 13 July 2020, Center Parcs expects to continue to focus on cost efficiency and optimisation while complying with new regulations and ensuring the safety of its guests and employees. Center Parcs expects its operating costs to be higher in the short-term due to the implementation of additional health and safety procedures pursuant to government guidelines related to COVID-19.

### **Business Description**

#### ***Product Offering***

Center Parcs' focus is on the short-break holiday market. Center Parcs' guests can choose from three pre-defined break durations: the weekend (Friday to Monday), mid-week (Monday to Friday) or a week (Friday to Friday or Monday to Monday, comprised of a weekend break and mid-week break). Guests can also book combinations of these breaks. Accommodation is charged on a per-break rather than per-sleeper or per-night basis (with the exception of the spa suites which are sold on a per-night basis). Approximately 96% of holidays booked, with the exception of spa breaks, spa suites and corporate bookings, are for three or four night breaks.

Although located near urban centres, Center Parcs villages are each set within approximately 400 acres of forest around a lake and offer year-round, all-weather holidays in a car-free natural environment.

Center Parcs generated 59.7%, 60.5%, and 60.8% of its total revenue from accommodation in financial years 2018, 2019 and 2020, respectively. The proportion of revenue from accommodation in the 52-week periods ended 27 February 2020 and 28 February 2019 was broadly consistent with that in financial years 2018, 2019 and 2020. Center Parcs' occupancy rates have averaged approximately 96% in the last 15 years. As at 21 August 2020, forward bookings for the third quarter and fourth quarter of financial year 2021 (including bookings that have been moved with a financial incentive from the COVID-19 closure period) were approximately 1% and 9% higher, respectively, than forward bookings at the same point during financial year 2020.

Each village offers more than 150 leisure and spa related activities, along with on average 16 bars and restaurants and 9 shops. Center Parcs generated 40.3%, 39.5% and 39.2% of its total revenue from on-site spend in financial years 2018, 2019 and 2020, respectively. The proportion of revenue from on-site spend in the 52-week periods ended 27 February 2020 and 28 February 2019 was broadly consistent with that in financial years 2018, 2019 and 2020.

### **Accommodation**

Accommodation is a critical part of the overall guest experience at Center Parcs and the key financial driver, representing 60.5% of total revenue, or £290.6 million, in financial year 2019 and 60.8% of total revenue, or £269.9 million, in financial year 2020. As of 28 August 2020, Center Parcs offered 4,335 units of accommodation across its five villages. Investment, maintenance and refurbishment are on-going to keep all accommodation up to date, fresh and contemporary.

Accommodation at each village comprises a range of one to four bedroom lodges (with six-bedroom lodges at Sherwood Forest, Whinfall Forest and Woburn Forest), and luxury spa suits, one and two bedroom apartments and hotel rooms, some of which include self-catering facilities. Each village offers a range of different grades of accommodation, from entry level woodland units to exclusive lodges and treehouses with Jacuzzis, steam rooms and an assortment of premium facilities, as well as a small number of apartments and hotel rooms. Center Parcs recently completed the upgrade of all of its accommodation at the Original Villages and, following the upgrade of all existing units of accommodation, Center Parcs has started a new cycle of refurbishment. 1,943 units of accommodation have been upgraded as of the date of this Supplemental Bondholder Report under the current refurbishment cycle.

Between financial years 2007 and 2020, Center Parcs added over 230 new units of accommodation at the Original Villages, in addition to the 706 units of accommodation added when Woburn Forest opened in 2014 together with 92 additional units at Woburn Forest following its opening. In addition, Center Parcs has planning permission to build a further 103 new units of accommodation. The new premium lodges are expected to include waterside lodges, apartments and other executive lodges.

The following table shows a breakdown of the different grades of accommodation across Center Parcs' villages as of 28 August 2020.

### **Accommodation Stock**

	<b>Sherwood</b>	<b>Elveden</b>	<b>Longleat</b>	<b>Whinfall</b>	<b>Woburn</b>	<b>Total</b>
<b>Standard</b>						
Woodland lodges.....	312	107	261	191	357	1,228
New woodland lodges.....	213	425	191	340	28	1,197
<b>Sub-total.....</b>	<b>525</b>	<b>532</b>	<b>452</b>	<b>531</b>	<b>385</b>	<b>2,425</b>
<b>Executive</b>						
Executive lodges.....	104	103	98	74	205	584
New executive lodges.....	208	106	140	194	61	709
Exclusive lodges.....	54	55	52	29	63	253
Spa suites.....	0	4	0	0	8	12
Treehouses.....	3	4	3	4	3	17
Waterside lodges.....	0	3	0	0	0	3
Apartments and hotel rooms.....	11	99	60	87	75	332
<b>Sub-total.....</b>	<b>380</b>	<b>374</b>	<b>353</b>	<b>388</b>	<b>415</b>	<b>1,906</b>
<b>Total.....</b>	<b>905</b>	<b>906</b>	<b>805</b>	<b>919</b>	<b>800</b>	<b>4,335</b>

### **Apartments and Hotel Rooms**

Sherwood Forest, Longleat Forest, Elveden Forest and Whinfall Forest have apartment style accommodation which offer executive standard accommodation with self-catering facilities. Woburn Forest has a 75 room hotel.

#### *Woodland Lodges (entry level standard)*

The woodland lodges feature oak-style flooring with a well equipped kitchen (including a full range of integrated appliances), a multi-channel TV and DVD player and well apportioned bathrooms and bedrooms. This level of accommodation is available in two, three and four bedroom layouts.

#### *New Style Woodland Lodges*

New style woodland lodges are similar to woodland lodges with newly refreshed interiors and modern interior design, with some additional features and appliances including a 40" flat screen television, state-of-the-art media hub and coffee machine.

#### *Executive Lodges*

This level of accommodation offers an overall higher level of functionality and furnishings. The majority of the three to four bedroom executive lodges have saunas as well as the additional benefits of en-suite bathrooms and daily housekeeping service.

#### *New Style Executive Lodges*

New style executive lodges are similar to executive lodges with newly refreshed interiors and modern interior design, with some additional features and appliances including a 40" flat screen television and state-of-the-art media hub.

#### *Exclusive Lodges*

As the luxury version of the executive lodges range, this accommodation is the top of the range, comprising two storey, four bedroom, detached lodges designed for families or groups who desire the privacy of their own spa area and enclosed garden. The exclusive lodges also include a steam room, sauna and outdoor hot tub. A separate annexe and games room are key features.

#### *Spa Suites*

Center Parcs introduced premium quality Spa Suites in November 2011 with the opening of four units at Elveden Forest. Subsequently, Center Parcs has added a further eight Spa Suites units at Woburn Forest, including two new Spa Suites since opening. These are luxurious one bedroom units adjacent to the Aqua Sana spa and provide direct access to the Spa facilities with entry included as part of the tariff. Unlike all other accommodation types, they are sold on a per night basis.

#### *Treehouses*

The two storey luxury treehouses are designed for families or friends who want the ultimate Center Parcs experience with views of the forest and a balcony to every bedroom. The accommodation consists of four en-suite bedrooms, an infrared sauna room, a balcony hot tub, as well as a separate games den with pool table, and offers a daily housekeeping service and free Wi-Fi access.

#### *Waterside Lodges*

Center Parcs introduced waterside lodges in May 2018 with the opening of three units at Elveden Forest. These two storey, three bedroom, luxury units feature a hot tub and balcony offering views of the lake.

#### ***Leisure Activities***

Center Parcs offers more than 150 leisure and spa activities at each of its villages. These activities range from passive and gentle to active and high adrenaline. Excluding the Aqua Sana spa, leisure activities comprised 11.7% of the total revenue and 29.5% of total on-site revenue, or £56.0 million, in financial year 2019 and comprised 11.4% of the total revenue and 29.0% of total on-site revenue, or £50.4 million, in financial year 2020.

#### *Sub-tropical Swimming Paradise*

The Sub-tropical swimming paradise is the core leisure offer of each Center Parcs village and is free to guests. The pools are heated all year and have slides, water playgrounds for toddlers and a variety of other features, such as family raft rides at Elveden Forest, Sherwood Forest and Woburn Forest. Across the five villages, the indoor water park



averages over 5,500 square metres in size, with an average capacity of over 1,400 people in the pool and changing areas. As at the date of this Supplemental Bondholder Report, pool areas are operating at approximately 50% capacity due to COVID-19 after reopening on 27 July 2020. Various additional activities are also available for a surcharge, including scuba diving and aqua jetting. Guests can also hire a private cabana with seating, a television and complimentary soft drinks.

In 2011, Center Parcs commenced Project Atlantis, a strategic enhancement of its pool offer. The review covers facility maintenance as well as opportunities to add new features. Project Atlantis is an investment capital expenditure program pursuant to which approximately £38 million was spent between 2012 and 2020 at the Original Villages in order to enhance the offering and guest experience. In autumn 2012, a new raft ride, the Tropical Cyclone, was introduced at Elveden Forest and in June 2013, a family play area including numerous slides and water features was also opened at Elveden Forest. These concepts, including high adrenaline raft rides and water slides, were included at Woburn Forest upon its opening in 2014 and extended to Longleat Forest in August 2017 and Sherwood Forest in 2019. The extension at Sherwood Forest includes two new raft rides in addition to a new children's play area.

### *Outdoor Activities*

Outdoor activities offered by Center Parcs vary from adventure golf and nature walks to high adrenaline activities such as high ropes, tree trekking and zip wires. All villages have a lake which offers a wide range of water sports and boats for hire, including electric boats. All villages also provide access to a boathouse and beach, where paddle boats and activities such as canoeing and sailing are on offer. All the villages have an outdoor activity centre providing activities such as Segways®, archery, quad biking and laser combat. Sherwood Forest and Whinfell Forest also have nature centres which allow guests to learn about the village's wildlife as well as provide activities such as falconry, woodland walks and educational tours. Center Parcs also offers festive-themed activities from November through the Christmas period as villages are transformed into "Winter Wonderland". Center Parcs' focus on capacity management has enabled extra sessions for guests, further increasing profitability. New outdoor activities recently introduced include zip wires, mini tree trekking for younger children, woodland wheelers, off road explorers, a vertical drop challenge "The Drop", an inflatable "Aqua Parc" and a children's boating experience "Mini Captain's Adventure".

### *Indoor Activities*

Indoor activities include traditional activities, such as badminton, ten pin bowling, snooker, pool and table tennis, all of which are consistently popular with guests and accordingly, have generated consistent revenue streams. Access to a gymnasium and arcade are also available across all villages. Classes are offered for activities such as fencing and climbing. Pottery painting was introduced initially at Longleat Forest in 2010 and has been rolled out to all villages. It caters to all age groups and is a popular activity which has seen significant revenue growth.

Ten pin bowling is also a popular activity with guests. There are two bowling locations at Sherwood Forest and Woburn Forest and one location at each other village.

New indoor activities more recently introduced include football pool and an "Indoor Climbing Adventure" which has been introduced across all villages and expanded.

### *Children's Activities*

Center Parcs offers a wide range of activities tailored for children aged from six months to 14 years. Many such activities are offered through the "Activity Den". Trained staff offer a spectrum of activities, from traditional crèche and soft play areas for toddlers to hair braiding and activities such as "Den Building" for older children and teenagers. In addition to the "Activity Den", classes for younger guests are offered in sports including football and cricket. Roller skating and junior archery are also popular.

### *Cycle Hire*

The car-free environment makes cycling a key feature of the Center Parcs experience. Each village has a fleet of cycles. Center Parcs reviews its fleet regularly and invests significantly in new ranges of cycles to replace older models. In line with the initiative to pre-book more activities, pre-booking of cycles represented more than half of total cycle bookings in financial year 2018, reducing queuing times and improving planning.

### *Aqua Sana — Spa and Treatments*

The award-winning Aqua Sana spa is open to outside guests as well as to village guests, with most bookings made in advance and pre-paid prior to arrival. Aqua Sana comprised 5.6% of total revenue and 14.2% of total on-site

revenue, or £26.9 million, in financial year 2019 and comprised 5.7% of total revenue and 14.6% of total on-site revenue, or £25.4 million, in financial year 2020.

Each village has between 15 and 25 treatment rooms and extensive spa facilities with a variety of different “experience rooms”, hydrotherapy pools, saunas and meditation areas. Treatments range from massage through to more advanced facials and beauty treatments for both men and women.

Aqua Sana facilities have benefited from on-going refurbishment and upgrades, with approximately £7.4 million invested in the last three financial years. Retail shops offer a wide variety of beauty products from well-known brands, including Elemis and Decleor. The Aqua Sana offer at all villages includes a “Vitalé Café Bar” food and beverage offer serving light meals and refreshments. In 2017, Center Parcs launched the refurbished Aqua Sana spa with a total capital expenditure of more than £3 million. In January 2020, Center Parcs completed a £6.5 million upgrade of the Aqua Sana spa in Longleat Forest. The Aqua Sana spas at Whinfell Forest, Woburn Forest and Sherwood Forest were shortlisted for the 2019 Good Spa Awards, and Aqua Sana Sherwood Forest was awarded Best Destination Spa in November 2019. Aqua Sana Sherwood Forest had previously been awarded Best Spa in the East Midlands and the East in November 2018.

A new concept of spa suites was introduced at Elveden Forest in 2011. They provide a package of an overnight stay combined with access to the Aqua Sana. Four units were opened and unlike other accommodation can be booked on a nightly basis. Woburn Forest opened with six spa suite units and a further two have been subsequently added.

Revenue from outside guests has been an area of growth, comprising 43% of Aqua Sana revenue in financial year 2020. The business continues to work towards ensuring the right offer for both village guests and outside guests.

Online booking is available for Aqua Sana and a new website was introduced in December 2016. Aqua Sana receives dedicated operational and sales and marketing support. Center Parcs will continue to refurbish and upgrade facilities and invest in system enhancements at the Aqua Sana spas.

#### *Conference Facilities*

Sherwood Forest, Elveden Forest, Longleat Forest and Woburn Forest offer purpose built conference and meeting facilities. Woburn Forest provides the largest conference facilities and can accommodate up to 400 delegates. Each of the villages offers an extensive range of leisure activities, which can be used during conferences for teambuilding purposes, such as raft building, tree trekking or aerial adventures. The use of these conference and meeting facilities are booked through Center Parcs’ Corporate Events division. Following the closure of Center Parcs’ villages due to COVID-19, Center Parcs does not expect conference facilities to be available to guests for the remainder of the calendar year 2020.

#### *On-site Food and Beverage*

Center Parcs seeks to provide its guests with an extensive range of dining experiences, with on-site food and beverage sales comprising 16.3% of total revenue and 41.3% of total on-site revenue, or £78.2 million, in financial year 2019 and comprising 16.3% of total revenue and 41.7% of total on-site revenue, or £72.5 million, in financial year 2020.

Each village has an average of 16 restaurants and bars. This provides a choice of restaurants, some targeted at families, with play areas and children’s menus while others offer premium dining. Center Parcs believes that these on-site food and beverage facilities are popular with its guests and have enabled higher sustained pricing and limited promotional activity compared with restaurants located on high streets. Menus are reviewed regularly and restaurants have been refurbished and upgraded on a rolling cycle to ensure that standards and the experience are maintained to a high standard. In financial years 2016 to 2020, Center Parcs carried out major refurbishments at “Sports Café” at Sherwood Forest, Whinfell Forest, Longleat Forest and Elveden Forest, “Leisure Bowl” at Longleat Forest and Elveden Forest and “Huck’s” at Sherwood Forest, Elveden Forest, Longleat Forest and Whinfell Forest and “Rajinda Pradesh” at Whinfell Forest.

Concession partners operate certain outlets and account for approximately one third of on-site spend on food and beverage. Approximately one-third of the outlets are operated under a concession agreement with The Big Table. Under this concession agreement, the concession fees payable by The Big Table to Center Parcs is the greater of a set minimum fee or a specified percentage of their respective revenue. Current revenue generated by The Big Table is above the minimum guaranteed. Concession partners bring industry operational expertise to Center Parcs and have brought high street brand names such as Café Rouge, Las Iguanas, Strada and Bella Italia to the villages.

The food and beverage offer includes the following:

- Starbucks is operated as a franchise in all villages under licence, with 13 units in operation as of the date of this Offering Memorandum;
- Café Rouge (all villages), Bella Italia (Elveden Forest, Whinfell Forest, Sherwood Forest and Longleat Forest), Strada (Woburn Forest only) and Las Iguanas (Longleat Forest and Woburn Forest) are managed under a concession agreement by The Big Table;
- a gastro pub concept restaurant operates in Sherwood Forest, Elveden Forest and Longleat Forest - these units are operated by Center Parcs;
- a takeaway or delivery service in all villages, Dining In, which offers guests the opportunity to choose among Indian, Chinese and Italian cuisine;
- an American style restaurant (Huck's) operates in all villages - these restaurants are family orientated and include a children's play area;
- a Sports Café operates in all villages and offers a wide menu choice throughout the day and provides big screen sports entertainment;
- an Asian fusion restaurant, Rajinda Pradesh, offers a premium dining experience in all villages;
- fast food restaurants in all villages are located inside and adjacent to the water park complex and adjacent to the pools;
- Leisure Bowl bars adjoin the bowling lanes in all villages;
- Pancake House is a restaurant operating in all five villages;
- a "Vitalé Café Bar" café in the Aqua Sana catering for both village and outside guests;
- a traditional English pub at Whinfell Forest; and
- the Venue, mainly used for corporate functions but also seasonal events, in all villages with the exception of Whinfell Forest.

### ***On-site Retail***

Center Parcs offers a range of both food and non-food retail at each of its villages, which comprised 5.9% of total revenue and 15.0% of total on-site revenue, or £28.5 million, in financial year 2019 and comprised 5.7% of total revenue and 14.7% of total on-site revenue, or £25.5 million, in financial year 2020.

The retail outlets have been designed to complement the activities at Center Parcs and the requirements of its guests. Each village has an average of eight main retail outlets and a number of satellite retail offers.

The on-site supermarket, the ParcMarket, provides guests with a full range of products comparable to a high street convenience store for guests' self-catering requirements. The shop includes a range of fresh foods, fresh breads and pastries baked on-site, and a wide range of wines, beers and spirits as well as a comprehensive grocery offer. Prices are monitored against comparably sized outlets in the surrounding areas.

Each village also has a confectionery shop, a gift shop with a wide variety of gifts and souvenirs and a toy store catering for children of all ages. There is also a shop within the cycle centre.

Since 2008, the Nuance Group has been Center Parcs' strategic retail partner. The Nuance Group's management of these retail units has allowed Center Parcs to develop a partnership with an operator with a well-established retail network. The presence of the concession partners enables guests to benefit from high street brand offerings and Center Parcs to leverage industry expertise. Approximately two-thirds of all retail shops at Center Parcs are currently operated under concession agreements with the Nuance Group.

### ***Center Parcs Villages***

The following table sets out certain key information in respect of each Center Parcs' five villages:

	<b>Sherwood Forest</b>	<b>Elveden Forest</b>	<b>Longleat Forest</b>	<b>Whinfell Forest</b>	<b>Woburn Forest</b>
Year of opening .....	1987	1989	1994	1997	2014
Acres .....	391	413	405	415	357
Units of accommodation .....	905	906	805	919	800
Tenure of lease.....	999 years from 14 September 2000	999 years from 14 September 2000	First lease: 72 years and 11 months from 23 March 2000  Second lease: 72 years, five months and 29 days from 25 August 2000  Third lease: 64 years, one month and 25 days from 1 January 2009	First lease: 125 years from 8 November 1995  Second lease: 123 years, 7 months and 12 days from 27 March 1997	99 years from 24 December 2010
Annual rent (per annum).....	£100	£100	First lease: £872,412  Second lease: £44,225  Third lease: £20,000	£1,000 (for both leases)	£641,412
Rent review .....	–	–	Every five years, upwards only (but limited by reference to revenue increase)	–	Every five years

### ***Sherwood Forest***

Sherwood Forest, opened in 1987, was the first of Center Parcs' villages in the UK. Sherwood Forest is set in approximately 391 acres of woodland and lakes and has an open, rather than covered, village square, which generates a continental atmosphere with alfresco dining. In financial year 2019, Sherwood Forest generated £101 million in revenue and £57 million Adjusted EBITDA. In financial year 2020, Sherwood Forest generated £94 million in revenue and £50 million Adjusted EBITDA.

#### *Location*

The village is located approximately 20 miles from the M1 motorway, 17 miles from the city of Nottingham (population over 320,000) and nine miles from the town of Mansfield, within Nottinghamshire. The nearest town is Ollerton, which is three miles to the northeast.

#### *Transport Links*

Road access to the village from the north and south is from the M1/A1. The nearest mainline rail station is Newark North Gate which runs East Coast services between Newark and London Kings Cross (journey time is approximately 80 minutes), although the nearest rail services are from Mansfield.

### *Catchment Area*

Located centrally within England, its accessibility provides a large catchment area within easy reach of areas north, south, east and west of the country. The main catchment areas are the Midlands and Yorkshire, as well as major cities such as Leeds, Manchester, Nottingham and Birmingham.

### *Tenure*

The property is held in leasehold title under the terms of a headlease with Scottish & Newcastle Plc. The term of the lease is 999 years from 14 September 2000 for a passing rent of £100 per annum (a premium of £100 million was paid initially to the lessor).

### ***Elveden Forest***

Elveden Forest opened in 1989 as the second of Center Parcs' villages. Elveden Forest covers an area of approximately 413 acres. In financial year 2019, Elveden Forest generated £101 million in revenue and £54 million Adjusted EBITDA. In financial year 2020, Elveden Forest generated £92 million in revenue and £47 million Adjusted EBITDA.

### *Location*

Elveden Forest lies approximately 85 miles to the northeast of London, approximately one hour's drive from the M25 motorway, in the heart of Suffolk, in the Breckland area. The property is located in Elveden Forest, approximately two miles south of Brandon between Cambridge and Norwich. The nearest town is Thetford, approximately four miles to the north of the property. Bury St. Edmunds is approximately 16 miles to the southeast of the property and Cambridge is approximately 35 miles to the southwest.

### *Transport Links*

Access to the property from the south is via the M11 motorway, the A14 and the A11. The nearest mainline station is in Thetford, which provides a service to London, Cambridge and Norwich.

### *Catchment Area*

According to the management of the village, Elveden Forest considers its catchment area to be within a 2.5 hour drive of the property. These catchment areas include Suffolk, Norfolk, Cambridgeshire, Hertfordshire, Essex and — to a lesser extent — southern England.

### *Tenure*

The property is held in leasehold title under the terms of a headlease with Scottish & Newcastle Plc. The term of the lease is 999 years from 14 September 2000 for a passing rent of £100 per annum (a premium of £100 million was paid initially to the lessor).

### ***Longleat Forest***

Longleat Forest opened in 1994 as the third of Center Parcs' villages. In financial year 2019, Longleat Forest generated £92 million in revenue and £50 million Adjusted EBITDA. In financial year 2020, Longleat Forest generated £86 million in revenue and £44 million Adjusted EBITDA.

### *Location*

The property is located approximately four miles west of Warminster and 25 miles southeast of Bristol. It forms part of the Longleat Estate. Longleat Forest covers an area of approximately 405 acres.

### *Transport Links*

The village is within easy access of the A303, providing links with the M3 motorway to the east and M5 motorway to the west. Both the M4 motorway and the M27 motorway are just over 20 miles to the north and south, respectively, providing excellent road connections with major centres throughout the south of England and the Midlands. The nearest rail connection is found at Warminster, which has direct access to London.

### *Catchment Area*

Longleat Forest draws the majority of its guests from southern England and South Wales. The catchment area includes Bristol, Southampton, Swindon, Exeter and the M4 motorway corridor.

#### *Tenure*

Parts of the property are held under two underleases from SPV 2 Limited (a subsidiary of CP Cayman Limited Holdings L.P.), which in turn holds such parts of the property under two headleases from the Marquis of Bath. The term of the first under lease is 72 years and 11 months from 23 March 2000 to 22 February 2073 for a current passing rent of £872,412 per annum (pursuant to a January 2020 rent review). A premium of £10 million was paid to the lessor. The term of the second underlease is 72 years, five months and 29 days from 25 August 2000 to 22 February 2073 for a current passing rent of £44,225 per annum (pursuant to a January 2020 rent review). Both underleases had a first rent review in July 2004, their second rent review (due in July 2009) was settled in 2010 and third rent review (due in 2014) was settled in July 2015. The most recent rent review was settled in January 2020. Rent reviews are carried out every five years. Rent reviews are upwards only but limited by reference to revenue increase relative to whichever of the preceding review periods has the greatest revenue. The remainder of the property (an outdoor activity centre) at Longleat Forest is held under a lease between The Most Honourable Alexander George Seventh Marquis of Bath, including his heirs and successors, and Longleat Property Limited. The term of this lease is 64 years, one month and 25 days from 1 January 2009 to 25 February 2073 for a current passing rent of £20,000 per annum. This lease is subject to a rent review mechanism on similar terms as the above-mentioned two underleases.

#### ***Whinfell Forest***

Whinfell Forest was initially built by Rank and opened in 1997. It was subsequently sold to Bourne Leisure and then acquired by Center Parcs in 2001. Whinfell Forest comprises approximately 415 acres of land and is home to one of the UK's last remaining colonies of red squirrels, which can be seen regularly throughout the village. In financial year 2019, Whinfell Forest generated £91 million in revenue and £47 million Adjusted EBITDA. In financial year 2020, Whinfell Forest generated £85 million in revenue and £41 million Adjusted EBITDA.

#### *Location*

The property is located between Penrith and Temple Sowerby on the A66. Penrith is the closest town (population approximately 15,000) and is approximately four miles west of the village.

#### *Transport Links*

The M6 motorway is approximately seven miles to the west of the village, providing motorway access to Scotland and the northwest of England, as well as to the Midlands and the south of England. The closest rail facilities are located in Penrith, which provides connections to major centres, including Edinburgh, Glasgow, Manchester, Birmingham and London.

#### *Catchment Area*

Whinfell Forest is the most northerly of the Center Parcs' villages and it therefore tends to attract guests from Scotland, the north of England and north Wales. The main catchment areas include Glasgow and the west coast of Scotland, Newcastle and the north east, Liverpool, Manchester and the North West. However, due to the proximity of the village to the Lake District, this facility also has a higher proportion of long distance guests.

#### *Tenure*

The property is held under three separate titles - one being freehold and two being long leasehold. The leasehold titles are held under two leases scheduled to expire in 2120 for a total passing rental of £1,000 per annum. A premium of £3,288,500 (plus VAT) was previously paid in instalments for one lease, and a premium of £112,000 was paid in respect of the other lease.

#### ***Woburn Forest***

The fifth village in Center Parcs' portfolio comprises approximately 357 acres of mature forested land in Woburn, Bedfordshire and was opened to paying guests on 6 June 2014. Woburn Forest was built with the same core offer as the Original Villages but introduced modern and contemporary accommodation designs and has a higher proportion of premium accommodation offerings. As of 13 July 2020, Woburn Forest had 800 units of accommodation comprising 717 lodges, a 75 room hotel and 8 spa suites. There are 415 units of executive accommodation, representing 52.0% of the total, a higher percentage than any other village. This is designed to service the anticipated demand of its affluent guest base in the south of England.

As part of a further development phase, 57 additional premium and executive lodges opened in autumn 2017, three treehouses opened in July 2018, 12 lodges opened during financial year 2020 and two lodges opened during financial year 2021.

In financial year 2019, Woburn Forest generated £95 million in revenue and £50 million Adjusted EBITDA. In financial year 2020, Woburn Forest generated £87 million in revenue and £42 million Adjusted EBITDA.

#### *Location*

Woburn Forest is located approximately 60 miles north of London in Bedfordshire.

#### *Transport Links*

Woburn Forest is six miles from the M1 motorway. The village also has convenient rail links, with a journey time of 45 minutes by train from London St. Pancras to Flitwick train station, located approximately two miles away.

#### *Catchment Area*

Woburn Forest is the only Center Parcs village within a 90-minute drive time of London households. Woburn Forest also has the highest volume of core target households within that drive time. For much of this population, the penetration for Center Parcs has historically been low.

#### *Tenure*

The property is held in leasehold title under the terms of a lease with Woburn Estate Company Limited and Bedford Estates Nominees Limited. The term of the lease is 99 years from 24 December 2010 for a current passing rent of £641,412 (payable from March 2018) per annum. A premium of £3,540,600 was paid to the lessor. The lease contains a rent review clause with an upwards only review to take place every 5 years (with the next review due on 31 March 2023) by reference to the greater of an increase in rent in line with the retail price index, a fixed percentage increase in the passing rent or the historic increase in revenue at Woburn Forest.

#### ***Village Development***

The first step in the development of a new Center Parcs village is the identification of an appropriate site. There are limited appropriate sites for villages as the Center Parcs' model requires large forested areas near major population centres. Following the identification of the site, planning permits for the development of the village need to be obtained. The development of a new village has a long lead time due to the stringent requirements for these permits. In addition, a wide range of specialised operations and planning expertise are required to develop a new village, including cost plans and budgets as well as studies assessing the economic, geological and ecological impact of the new village. The planning phase is followed by tender and procurement processes for the construction. These processes are then followed by the actual construction and pre-opening training of village staff.

There are significant costs associated with the development of a village. For example, the development cost for Woburn Phase 1 was approximately £250 million. The actual building of the village involved the construction of 706 units of accommodation in addition to the Village Square, the Indoor Plaza, the Subtropical Swimming Paradise and other activity and leisure areas. Center Parcs estimates that the current cost of developing a new village would be approximately £350 million.

In July 2019, Center Parcs opened its sixth village, Longford Forest, in County Longford in the Republic of Ireland. Longford Forest is Center Parcs' first village outside of the United Kingdom. Longford Forest is outside of the Obligor Group. The 400-acre Longford Forest village includes 466 lodges and 30 apartments, which can accommodate approximately 2,700 guests, more than 100 indoor and outdoor family activities including the Subtropical Swimming Paradise and the Aqua Sana spa and a range of restaurants and shops. The development of Longford Forest cost approximately €265 million. Center Parcs believes the development of Longford Forest resulted in the creation of approximately 750 jobs during the construction and approximately 1,000 permanent jobs after Longford Forest's opening.

#### **Village Operations**

##### ***Operational Management***

Each of Center Parcs' villages is managed by a Village Director and a deputy Village Director, who oversee the events manager, guest services manager and on-village revenue manager. Other individuals responsible for the management of the village are the technical services manager, housekeeping manager, leisure services manager, village

financial controller, human resources manager, security manager, village duty managers and food and beverage manager. As of 27 April 2020, Center Parcs had an average of approximately 1,677 employees at each village. Center Parcs' villages are akin to small towns with their own infrastructure, including gas, water and power provision.

One of the key focus points of village operations is guest satisfaction. 96% of guests rated their break as "excellent" or "good" in financial year 2020. Center Parcs uses the "Delivering Excellent Service" metric to measure service provision across offerings. Guest feedback, particularly the monitoring of "Delivering Excellent Service" scores through guest surveys, forms a central part of the internal review and improvement process for each village. Each operating unit at a village has target "Delivering Excellent Service" scores as part of its bonus schemes.

### ***Risk Management***

Each village's Village Director is supported by an independent health and safety team at the head office. Each village has regular risk meetings throughout the year. Center Parcs' risk management policy focuses on health and safety including guest safety, food safety, lodge safety, employee safety, fire safety and child protection. Center Parcs also centrally monitors enterprise risk and key performance indicators.

In response to the COVID-19 pandemic, Center Parcs has taken extensive steps to mitigate the risk of infection, including social distancing and enhanced cleaning measures, and remains focused on keeping guests and employees safe and ensuring Center Parcs' compliance with UK government health and safety regulations. Center Parcs expects to undertake ongoing risk management and compliance efforts as the COVID-19 pandemic evolves.

### ***Supply Chain***

Center Parcs primarily has a centralised procurement function to ensure quality, competitiveness, regulatory and ethical policy compliance, continuity and consistency across its five villages. Center Parcs mainly uses national suppliers that service all five villages, ensuring economies of scale and commercial leverage, and therefore controlling overall costs. Center Parcs' villages also use local suppliers for certain goods and services to ensure provenance and speed of service as well as to support corporate social responsibility initiatives. Altogether, Center Parcs manages approximately 1,400 suppliers centrally and purchased approximately £154 million of goods and services in financial year 2020. Center Parcs has a dedicated sourcing team focusing on utilities, food and beverage, fixtures, fittings and inventory, technical and ground services, laundry services and leisure goods and services.

### ***Guest Profile***

Over 90% of the UK population lives within a 2.5 hour drive of at least one of Center Parcs' villages, and the majority of Center Parcs' guests live within a two hour drive of the village they choose to visit.

In the 52-week period ended 27 February 2020, 80% of Center Parcs' guests were families, with families with pre-school children, families with school age children and families with mixed age children comprising 31%, 28% and 21% of all guests, respectively.

According to management estimates, Center Parcs ranked significantly over index in a number of the Experian high end consumer classifications, with 57% of guests in financial year 2019 were identified under the Experian Mosaic classification as "Domestic Success", "Prestige Positions" or "Aspiring Homemakers" based on postcode analysis.

### ***Marketing***

Center Parcs is positioned as a relatively upmarket, high quality short-break holiday option for affluent families wanting to spend time together, away from the stresses and routine of everyday life. Brand value and integrity underlies Center Parcs' marketing strategy.

Center Parcs engages directly with guests, with approximately 87% of bookings made online in financial year 2020 and the remaining through its in-house contact centre. Center Parcs does not deal with online affiliates or travel agents. As such, there are no commission payments made to third parties selling Center Parcs to consumers.

Center Parcs' accommodation pricing strategy is based on a dynamic demand driven model, where prices start at a low level in order to generate demand and generally rise as sales increase along with demand as the short-break holiday dates approach. This approach rewards and encourages early booking (Center Parcs has an 18-month booking horizon) and has helped Center Parcs increase revenues through economic cycles and has allowed it to maintain and improve occupancy rates. This is reflected in "intention to return" scores of 95% in financial year 2020.

The dynamic demand-driven pricing model, overseen by its dedicated pricing team, enables management to optimise accommodation revenues by linking price to demand throughout the year. The pricing model utilises granular



data, mapping holidays by length of break, accommodation type (with over 180 different types across the villages for the purposes of the pricing model), time of year as well as by village and incorporates the previous year's average price as a base, adjusted for inflation and other factors (including the time of week, whether the period is peak or off-peak and high occupancy versus quieter occupancy periods). This allows Center Parcs to smooth out its pricing across the seasons, adapt its accommodation pricing to guest demand and facilitate its yield management. Prices are reviewed daily and any changes can be updated on the Center Parcs website within 30 minutes. Any prices can be benchmarked against other villages, to adapt the progression of bookings against the expected booking profile.

Center Parcs' on-site pricing is generally less variable than its accommodation pricing. All activities except for the Subtropical Swimming Paradise are booked on a pay-per-use principle, and all activities are available for pre-booking. In the 52-week period ended 27 February 2020, more than 64% of on-site activities were pre-booked and pre-paid. Center Parcs maintains clear price lists for its activities to increase transparency.

Center Parcs maintains a guest database of approximately 309,000 active guests as of 7 July 2020 (i.e. those who had a Center Parcs break in the last 26 months or have an active booking). Over 34% of guests return within 14 months, and approximately 54% return within five years. Given the cost effectiveness of targeting guests who have previously stayed at a Center Parcs village, a significant proportion of the Center Parcs marketing budget is focused on communicating with its existing guest base, targeting repeat visits and the sale of on-site activities. When making a booking all guests create a Center Parcs account, which allows them to store their information and party details and simplify their ongoing booking process with Center Parcs. This is also an opportunity for Center Parcs to track and analyse data for insight over time. The retention strategy focuses on an email programme that maintains communication with guests, from initial enquiry for information, through booking of accommodation, pre-arrival booking of activities, to the post-visit Welcome Home and Anniversary emails. Constantly evolving communications methods in line with consumer behaviour, Center Parcs are moving to eradicate paper communications. Recently the Village Life magazine was moved to an online digital communication rather than paper, with content complementing the ongoing lifestyle blog, "Under The Treetops". A series of pre-arrival emails to guests encourages them to plan and book their itinerary of activities and restaurant bookings well in advance and, again, this has moved to be purely via digital channels. In addition, Center Parcs constantly monitors on-going guest feedback through its online guest service questionnaire, which has been completed by approximately 33% of guests in financial year 2020, as well as through various quantitative and qualitative research projects (including surveys and focus groups), website behavioural tracking and social media reporting and monitoring to review the various elements of its business. Guest questionnaires are also exclusively online delivering industry-leading response percentages and therefore rich guest feedback. Such research helps guide marketing communications, and has also been the basis of improvements in both guest service and product development (for example, accommodation refurbishment, pool upgrades, new leisure activities and software developments). Center Parcs also offers a "come back soon" price guarantee to guests when they leave thus incentivising guests to return and quickly rebook within a month of their visit.

In addition to its retention strategy, Center Parcs integrates acquisition marketing activities across a mix of available marketing channels such as TV, radio, web, email, newspapers and magazines, outdoor and social media, all aimed primarily towards a more affluent market to bring in new affluent guests that have the potential to provide repeat business and good lifetime value through multiple return visits. Typically, Center Parcs runs an integrated cross-channel media campaign, led by television and internet advertising and search, supplemented by email, social media and other forms of public relations activities, all of which are seasonally, geographically and demographically targeted for optimal effects. The largest spend of the year is focused upon the key booking period from late December through to late February, when large numbers of UK consumers are in the market for holidays and short-breaks and the propensity to book is higher.

Center Parcs operates a service programme called "Delivering Excellent Service" to enhance the level of service it provides to its guests. All staff have been trained under the Making Memorable Moments Programme. This effort has yielded improved results, as measured by responses to guest questionnaires.

## **Information Technology**

Center Parcs' has a modern information technology platform utilising proprietary and third-party hardware and software, including market-standard booking and customer relationship management tools, firewalls and data protection mechanisms, off-site servers, and dedicated on-site IT staff. Center Parcs uses price variability between seasons and across villages in order to respond to changes in demand, local economic conditions, and guest spending profiles.

Center Parcs maintains a sophisticated customer database with fully integrated accommodation and on-site spend data, designed to improve customer analytics, full social media and customer relationship management and a robust online platform recognising individuals and profile segments. As a result, Center Parcs is building the future opportunity to (i) improve its ability to identify and target the most profitable guest profiles and customer lifetime value;

(ii) develop and facilitate access to guest data for guest-facing service departments and provide more targeted guest services, such as differentiating between first-time guests and repeat guests and recognising differing family make ups, such as children's ages; (iii) boost individual guest identification indicating individual preferences to enable Center Parcs to better tailor guest services; and (iv) allow for an improved user booking experience by providing a seamless, consistent and more responsive process across its booking systems.

### **Bookings Systems**

Center Parcs' pre-arrivals booking systems comprise a telephone-based in-house contact centre and an online service via its website. Center Parcs significantly improved cost efficiency and efficiency of email and call handling through the consolidation of its call centre operations to its head office in 2010. Guests are able to book leisure activities in advance through these booking systems. In addition to benefiting guests, these pre-arrivals booking systems help optimise yield management and give Center Parcs greater planning time to ensure it meets demand through extra sessions/capacity. A dedicated revenue management team ensures that accommodation demand and capacity are constantly monitored to ensure revenue optimisation. In financial year 2020, more than 64% of activities were pre-booked and pre-paid prior to arrival. All bookings are made directly with Center Parcs, with approximately 87% of accommodation bookings made online in financial year 2020. Guests can book either online (using Center Parcs' website or mobile site) or on-site using purpose built on-site booking points.

### **Intellectual Property**

CP Opco and Center Parcs Limited, together, owned 33 registered trademarks as of 28 August 2020. These include trademarks for the Center Parcs® name and logo; restaurants such as The Pancake House® and Hucks®; leisure venues like The Venue®; activities such as Action Challenge® and Aqua Sana® spa; ParcMarket® on-site supermarket; and Jardin Des Sports® sports centre.

Under the Center Parcs name, Center Parcs Europe NV operates 25 villages across the Netherlands, Belgium, Germany and France. Center Parcs Europe NV is not owned by Brookfield. CP Opco and Center Parcs Europe NV are party to a brand sharing agreement pursuant to which CP Opco is exclusively entitled to use its trademark registrations for the Center Parcs brand in the United Kingdom, Channel Islands and the Republic of Ireland, and Center Parcs Europe NV is exclusively entitled to use its trademark registrations for the Center Parcs brand in Albania, Austria, Belgium, Belarus, Bosnia-Herzegovina, Bulgaria, Croatia, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Israel, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Macedonia, Monaco, the Netherlands, Norway, Poland, Portugal, Romania, Serbia, Slovak Republic, Slovenia, Spain, Sweden, Switzerland and Ukraine. If CP Opco or Center Parcs Europe NV intend to use the Center Parcs name or other trademarks that include or are confusingly similar to them to brand a holiday centre in a jurisdiction outside of these territories, the party planning to expand into that new territory must submit a detailed business plan to the other party inviting them to participate in all aspects of the development, funding, ownership and future management of that holiday centre in that new territory such that CP Opco and Center Parcs Europe NV will participate on terms identical to each other. If the other party accepts the invitation, and CP Opco and Center Parcs Europe NV participate in the development and management of a holiday centre in a new territory, trade mark applications and registrations used in connection with any such development will generally be jointly applied and paid for. If the other party does not accept the invitation, the offering party will have the exclusive rights to open and operate holiday centres under the Center Parcs name and the other trademarks. The brand sharing agreement also governs the marketing arrangements pursuant to which Center Parcs Europe NV may market its holidays in the CP Opco territory pursuant to distribution agreements with travel agents in the United Kingdom provided that the content of any publicity referring to Center Parcs Europe NV's holidays has been previously agreed by CP Opco. CP Opco must include in its brochures a page promoting Center Parcs Europe NV's holiday villages, the content of which is agreed with CP Opco. The page includes clear language that the two entities are owned separately. Under the marketing arrangements, CP Opco is required to take telephone inquiries and bookings for Center Parcs Europe NV from customers calling the number in its brochure. For this service, it is entitled to receive a variable commission based on the annual accommodation revenue of the bookings made.

Center Parcs believes that its trademarks are valuable to the operation of its villages and are an integral part of its marketing strategy, and is not aware of any existing infringing uses that could reasonably be expected to materially affect its business.

### **Employees**

As of 19 June 2020, 18.7% of employees have been with Center Parcs for over ten years and less than 2% of hours worked for the financial year 2020 were by employees on zero hour contracts. As of 19 June 2020, Center Parcs employed a total of 8,699 colleagues (including fixed term or temporary colleagues) with a full-time equivalent of 5,213 employees. Of the full-time equivalent of 5,213 employees, 326 were based at the head office, and an average of 977

full-time equivalent employees were working at each village. As at 4 September 2020, less than 1% of employees remained on furlough pursuant to the UK government's CJRS. The following table provides a breakdown of Center Parcs' number of employees by village for the last three financial years.

### Employees by village

	As of 26 April 2018		As of 25 April 2019		As of 23 April 2020 <sup>(1)</sup>	
	Full-time equivalents	Total	Full-time equivalents	Total	Full-time equivalents	Total
Sherwood.....	900	1,734	937	1,763	982	1,767
Elveden.....	975	1,804	977	1,830	1,036	1,844
Longleat.....	898	1,674	894	1,632	948	1,653
Whinfell.....	886	1,320	926	1,421	970	1,475
Woburn.....	934	1,690	961	1,738	978	1,649
Head Office..	286	323	317	354	327	363
<b>Total.....</b>	<b>4,879</b>	<b>8,545</b>	<b>5,012</b>	<b>8,738</b>	<b>5,242</b>	<b>8,751</b>

(1) As of 23 April 2020, approximately 90% of Center Parcs employees were furloughed pursuant to the UK government's CJRS.

As of 19 June 2020, 42% of the Group's employees were housekeepers, 20% of employees were employed in leisure activities and 24% of employees were employed in food and beverage outlets.

Center Parcs is a large local employer in the locations where it operates and its strong brand awareness helps it attract new employees. Center Parcs uses a centralised online recruitment system, in addition to references from current employees. All new employees go through an induction programme that introduces them to Center Parcs' customer service initiatives. Employees also have access to on-the-job training including a management training course for employees looking to transition into management roles. Center Parcs also offers apprenticeships, diploma courses and over 200 technical and professional courses each year to its employees.

### Maintenance and Inspection

Center Parcs uses both planned preventative maintenance and reactive maintenance regimes to ensure that its accommodation, facilities, amenities, plant, equipment, fixtures and fittings are inspected and maintained to a standard acceptable to its target guest base.

The planned preventative maintenance regime helps to ensure that Center Parcs has visibility of the total cost of maintaining its assets and the cost of replacing end of life assets. The reactive maintenance regime ensures that Center Parcs has a technical services team on call to attend to any maintenance issue 24 hours a day, 365 days a year. The technical services teams are complimented by external experts, technicians and engineers as required.

The Director of Operations and the senior management team of each village meet regularly. The Director of Operations and CEO undertake an annual inspection of standards and maintenance related issues and there is an annual asset review undertaken with the CEO, Development Director, Head of Assets, Director of Operations and Village Director.

### Insurance

Center Parcs maintains insurance of the types it believes to be commercially reasonable and available to businesses in its industry, and in amounts exceeding the statutory minimums. It maintains insurance policies that provide coverage for property related risks, business interruption following loss of or damage to property, employers' liability and public and product liability.

Center Parcs' current insurance policies expire on 30 June of each year. While insurance premiums have remained relatively stable over recent years, Center Parcs expects its insurance premiums to increase materially as a result of the COVID-19 pandemic, including those for directors and officers insurance, public liability insurance, employers' liability insurance and travel insurance. Center Parcs cannot predict the level of the premiums it may be required to pay for subsequent insurance coverage or the level of insurance available.

### Legal Proceedings

From time to time, Center Parcs has been and is involved in disputes and litigation related to its business and operations.

In particular, the nature of the leisure activities which it provides and the industry in which it operates tend to expose Center Parcs to claims by guests for personal injuries. Center Parcs investigates such claims thoroughly and, depending on the circumstances, will settle or defend the claim accordingly. Center Parcs may also be subject to investigations and prosecution for alleged violations of health and safety laws and regulations. For example, Center Parcs was party to proceedings involving an alleged health and safety violation in connection with an employee injured on site at Woburn Forest in 2014. In March 2018, Center Parcs was party to proceedings involving an alleged health and safety violation in connection with a guest's injury at Woburn Forest in 2015. As of 13 July 2020, these disputes have been resolved and related costs paid.

Center Parcs is not currently party to any actual or threatened legal proceedings or disputes which may have a material adverse effect on its business, results of operations or financial condition.

## **Regulation and Environment**

The villages operated by Center Parcs are subject to a number of national and local laws relating to the operation of holiday breaks, including those regarding the sale of alcohol and offering of entertainment. Operating in forested areas with endangered wildlife, the villages are also required to adhere to strict environmental codes.

Center Parcs' operations are subject to increasingly stringent national and local environmental laws and regulations, including laws and regulations governing air and noise emissions; wastewater and storm water discharges and uses; oil spillages; the maintenance of storage tanks and the use, release, storage, disposal, handling and transportation of, and exposure to, chemicals and hazardous substances; and otherwise relating to health, safety and the protection of the environment and natural resources and the remediation of contaminated soil and groundwater.

As a result of the COVID-19 pandemic, Center Parcs' operations have been and may continue to be subject to additional regulations, including health and safety requirements such as required social distancing, use of personal protective equipment, and mandatory closure of certain activities. Center Parcs has implemented these regulations as well as increased cleaning of communal areas and touch points (door handles, handrails, table tops etc), order and pay technology to reduce face to face interactions and cashless to remove payment by notes and coins. Center Parcs has also benefited from UK governmental support initiatives, such as the CJRS, the VAT reduction and business rates' holiday. See *"Risk Factors—The COVID-19 pandemic has negatively affected and may continue to negatively affect Center Parcs' business, financial condition and results of operations"* and *"Risk Factors—Governmental regulation may adversely affect Center Parcs' existing and future operations and results"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Factors Affecting Results Of Operations—The COVID-19 pandemic."*

Center Parcs is subject to applicable rules and regulations relating to its relationship with its employees, including minimum wage requirements, child labour laws, health benefits, and overtime and working condition requirements. In addition, Center Parcs is subject to the Equality Act 2010.

Center Parcs was the first UK organisation to receive the Wildlife Trust's "Biodiversity Benchmark" across all of its sites, with all of the villages retaining their certification as of October 2018.

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

### Longford Management Services Agreement

The services agreement between CP Opco and Center Parcs Ireland Limited (“**CP Ireland**”) dated on or about the Fourth Closing Date (the “**Longford Management Services Agreement**”) provides for CP Opco to provide certain operating services and development management services in relation to the sixth Center Parcs village to be developed and opened at Newcastle, Ballymahon, County Longford, Ireland (the “**Longford Forest**”), in return for the payment of on-going charges of £500,000 per annum in respect of development management services provided until practical completion of Longford Forest and ongoing operating services (such per annum amount to be invoiced by CP Opco monthly in arrears). CP Opco will be required to provide or procure a broad range of services, including: pre-opening operating services; human resources support; sales and marketing services; guest services; pricing and accounts; using all reasonable endeavours to procure insurance in the name of CP Ireland; legal, compliance and company secretarial support; central purchasing and liaison with suppliers; health and safety advice; procurement and management of IT services; vehicle fleet management; site maintenance services; management of concessions and licensed units; internal audit services; services in respect of the preparation of management accounts and statutory accounts; tax; strategic support; advice in relation to tender processes for the building of infrastructure; using all reasonable endeavours to obtain required licences and consents; appointment of consultants; liaising with external counsel and negotiation with contractors; management of the construction programme; using all reasonable endeavours to monitor building contracts; arranging appropriate financing arrangements; and any other services provided by CP Opco to the existing villages. CP Opco is required to provide the operating services and the development management services to at least the same overall standard, scope and quality as are provided to the existing villages.

CP Opco also grants CP Ireland a royalty-free, non-exclusive, non-transferable, irrevocable and perpetual licence to use and reproduce any brands or trademarks owned or licensed by CP Opco and used by any of the existing villages (including the core “Center Parcs” brand and trademarks) for the purposes of running the business of Longford Forest which is described in further detail below. This IP licence is terminable only in certain limited circumstances as described below.

The Longford Management Services Agreement, but not the licence of the intellectual property rights, may be terminated in the following circumstances: (i) if CP Opco and CP Ireland cease to be affiliates, by either CP Opco or CP Ireland providing two years’ written notice; and (ii) by either CP Opco or CP Ireland for non-payment, subject to an aggregate grace period for payment of 15 days. If CP Opco and CP Ireland cease to be affiliates, CP Opco may terminate the Longford Management Services Agreement and the licence of the intellectual property rights by written notice if CP Ireland does or omits to do anything which causes a material adverse effect to the value of the core “Center Parcs” brand and trademarks (taken as a whole). In addition, if CP Opco and CP Ireland cease to be affiliates: (i) CP Ireland may terminate the licence of the intellectual property rights only by six months’ written notice and (ii) CP Opco may terminate the licence of the intellectual property rights only by three months’ written notice if CP Ireland ceases to brand Longford Forest as a “Center Parcs” site. The licence of CP Opco’s intellectual property rights (excluding the marks referred to below) is a royalty free, non-exclusive and non-transferable (subject to the terms of the Longford Management Services Agreement) licence whereas the licence of the trademarks (which includes the core Center Parcs brand and trademarks, and any other brands or trademarks owned or licensed by CP Opco and used by any of the existing villages) is a royalty-free, non-exclusive, non-transferable (subject to the terms of the Longford Management Services Agreement) and (unless terminated in accordance with the Longford Management Services Agreement) irrevocable and perpetual licence.

Where a notice of termination has been served by CP Opco due to CP Ireland doing or omitting to do anything which causes a material adverse effect on the value of the core “Center Parcs” brand and trademarks (taken as a whole) the licence of the intellectual property rights will terminate on the date on which CP Ireland receives the written notice of termination whereas, in respect of the other provisions of the Longford Management Services Agreement, CP Opco shall provide exit services to CP Ireland for a period of 12 months from the date of the written notice of termination. If CP Opco and CP Ireland cease to be affiliates and either CP Opco or CP Ireland provides two years’ written notice to the other to terminate, CP Opco shall provide exit services to CP Ireland for six months prior to the end of the two year notice period. Such exit services include the handover of data (to the extent permitted by law) required to honour future bookings of Longford Forest and market to past and existing guests of Longford Forest and assistance with the handover or replacement of third party supplier contracts, shared IT services and equipment, payroll and HR systems, and the phasing out of the use of CP Opco’s intellectual property rights. The exit services will be provided in return for a service charge of a sum equal to CP Opco’s cost of providing the exit services, such amount being increased by 20% if CP Opco and CP Ireland cease to be affiliates. At any time when exit services are provided, CP Opco and CP Ireland will not be affiliates and the termination events which lead to CP Opco being required to provide exit services only apply once CP Opco and CP Ireland cease to be affiliates.

The liability of CP Opco to CP Ireland whether arising from negligence, breach of contract or otherwise shall not exceed an aggregate cap of £15 million. CP Opco may also be liable to CP Ireland where it causes damage to any physical property up to an aggregate cap of £10 million provided that CP Ireland must first recover any loss for damage to physical property from insurance proceeds. Neither CP Opco nor CP Ireland limits its liability for fraud, death or personal injury arising from its negligence or that of its employees, agents or subcontractors. Neither CP Opco nor CP Ireland shall be liable to each other for: (i) loss of profits, revenues or contracts, business interruption, or loss or corruption of data; or (ii) indirect, special or consequential loss or damage, even if such loss was reasonably foreseeable and whether arising from negligence, breach of contract or otherwise.

#### **Intercompany Account Agreement**

On 10 July 2020, CP Opco entered into the Intercompany Account Agreement with BSREP II Center Parcs Jersey Ltd. (the *Lender*) pursuant to which the Lender has made available an intercompany account of up to £90,925,000 (the *Intercompany Account*) (or its equivalent in any other currency acceptable to the Lender). CP Opco has made a drawing of £70,000,000 under the Intercompany Account. No interest shall accrue on amounts advanced under the Intercompany Account.

Amounts drawn under the Intercompany Account shall be repayable within one Business Day of demand by the Lender subject to the satisfaction of the Class A Restricted Payment Condition under the Class A Issuer/Borrower Loan Agreement. The liabilities of CP Opco under the Intercompany Account are subordinated pursuant to the Intercreditor Agreement to the liabilities of the Obligors arising in respect of the Class A Loans and Class B Loans.

#### **Other Related Party Transactions**

In the ordinary course of business, Center Parcs may enter into transactions, including intercompany loans and investments, with related parties.