

**NOTICE TO THE HOLDERS OF
CPUK FINANCE LIMITED**

**£440,000,000 Class A2 Fixed Rate Secured Notes due 2042
XS0749350798**

**£340,000,000 Class A4 Fixed Rate Secured Notes due 2042
XS1240177342**

(together, the *Notes*)

Notice is given to holders of the Notes that certain amendments were made to the covenants in the Class A IBLA and the related definitions in the Master Definitions Schedule referred to below in order to reflect the introduction of International Financial Reporting Standard 16 (*IFRS 16*). The amendments were approved by HSBC Corporate Trustee Company (UK) Limited (as Class A Note Trustee, Class B Note Trustee, Issuer Security Trustee and Borrower Security Trustee) as a Discretion Matter pursuant to an ICA Proposal dated 6 November 2018.

Capitalised terms used, but not defined, in this notice have the meaning given to them (directly or indirectly) in the Master Definitions Schedule dated 28 February 2012 as amended and restated on 1 June 2015, 11 June 2015, 15 June 2017 and 20 November 2018 (the *Master Definitions Schedule*) and the Transaction Documents referred to therein.

IFRS16 related amendments

The Obligor Group's interest in two of the villages in the United Kingdom is held as a leasehold interest: the site where the Village in Woburn is located is held by CP Woburn Opco Limited under a 99 year headlease with the Duke of Bedford (commencing in 2010) (the *Woburn Lease*) and the site where the village at Longleat is located is held under a three headleases with the Marquis of Bath (with a term of 64 years (from 2009) in the case of one of the headleases, and 72 years (commencing in 2000) in the case of the remaining headleases) (collectively, the *Longleat Leases*). In each case, the Propco has granted security over the leasehold interest to the Borrower Security Trustee for itself and the other Borrower Secured Creditors.

Under the previous accounting standard applicable to leases – International Accounting Standard 17 (Leases) (*IAS 17*) leases were classified as either a finance lease or an operating lease and the financing arrangements also recognised this distinction. Finance leases were treated under IAS 17 as a borrowing and were captured as Financial Indebtedness whereas operating leases were considered differently and no particular restrictions were placed on the business in relation to entering into operating leases from time to time.

With the introduction of IFRS 16 both the Woburn Lease and the Longleat Leases will be brought onto the balance sheet as lease liabilities. As a result, these leases will become Financial Indebtedness for the purposes of the Class A IBLA.

As a result, the following amendments have been made to the Class A IBLA and the Master Definitions Schedule:

- (a) carving out any leasehold interest in a Holiday Park held by an Obligor from the £2 million threshold in paragraph (b) of the definition of Permitted Financial Indebtedness and incorporating an additional limb of Permitted Financial Indebtedness to allow for the Financial Indebtedness represented by leasehold interests in the Holiday Parks to exist in the structure; and

- (b) carving-out the Financial Indebtedness represented by leasehold interests in any Additional Site from the conditions to the accession of Additional Sites in Clause 21.3 of the Class A IBLA.

The Issuer Security Trustee and Borrower Security Trustee gave their consent to the amendments outlined above on 15 December 2018 and these amendments were implemented on 20 November 2018. Pursuant to Clause 21.3 of the Intercreditor Agreement such amendments approved by the Issuer Security Trustee and the Borrower Security Trustee are binding on all Issuer Secured Creditors and Borrower Secured Creditors.

A copy of this notice is being sent to all holders of record of the Notes.

Any enquiries in relation to this notice should be directed to:

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