

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

£350,000,000 2.666% CLASS A3 FIXED RATE SECURED NOTES DUE 2042

Class A3 Regulation S Notes

Common Code: 124017009

ISIN Number: XS1240170099

Dated: 20 November 2018

Reference is made to the note trust deed, dated as of 28 February 2012 (the *Original Note Trust Deed* and together with, and as amended by, the First Supplemental Note Trust Deed dated 1 June 2015, the *Note Trust Deed*) among CPUK Finance Limited, as Issuer (the *Company*), HSBC Corporate Trustee Company (UK) Limited, as Class A Note Trustee, pursuant to which the Company has issued the £350,000,000 2.666% Class A3 Fixed Rate Secured Notes due 2042 (the *Class A3 Notes*).

Capitalised terms used herein but not otherwise defined shall have the respective meanings ascribed to them in the Note Trust Deed and the Class A3 Notes.

Pursuant to clause 2.8(a) of the Note Trust Deed, the Company has provided a notice to the Trustee, of its intention to redeem all of the outstanding Class A3 Notes.

The Company hereby notifies you of the redemption of all of the Class A3 Notes and provides the following information:

- a) the Company has received a notice of prepayment from the Borrowers under the Class A Issuer/Borrower Loan Agreement of the Borrowers' intention to prepay the Class A3 Loan in full in accordance with the Class A Issuer/Borrower Loan Agreement;
- b) the Company intends to redeem the Class A3 Notes on 30 November 2018 (such date, the *Redemption Date*), with the redemption payment being made to the Holders of record of the Class A3 Notes as of 28 November 2018 (the *Record Date*);
- c) The Class A3 Notes will be redeemed at the applicable Redemption Percentage as set out in the Conditions.
- d) The total principal amount of the Class A3 Notes to be redeemed will be £350,000,000.
- e) Unless the Issuer defaults in making the redemption payment pursuant to the terms of the Note Trust Deed, interest on the Class A3 Notes called for redemption ceases to accrue on and after the Redemption Date.
- f) The redemption shall occur pursuant to Condition 6.2 of the Class A3 Notes.

HSBC Bank plc is the Principal Paying Agent and has the following address:

Address: HSBC BANK PLC
8 Canada Square
London E14 5HQ

A copy of this Notice of Redemption is being sent to all Holders of record of the Class A3 Notes.

Questions regarding this Notice of Redemption should be directed to the Issuer, at

CPUK Finance Limited
44 Esplanade
St Helier, Jersey JE4 9WG