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CPUK Finance Limited

5 April 2023

CPUK Finance Limited Announces Pricing of

£324,000,000 5.876% Class A6 Fixed Rate Secured Notes due 2047

£324,000,000 6.136% Class A7 Fixed Rate Secured Notes due 2047

Center Parcs, a leading UK short break holiday operator, today announces that CPUK Finance Limited (the “Issuer”) has priced: (i) £324,000,000 in aggregate principal amount of 5.876% Class A6 Fixed Rate Secured Notes due 2047, with an expected maturity date of August 2027 (the “Class A6 Notes”), and (ii) £324,000,000 in aggregate principal amount of 6.136% Class A7 Fixed Rate Secured Notes due 2047, with an expected maturity date of August 2031 (the “Class A7 Notes”). The Issuer will issue the Class A6 Notes at an issue price of 100% and the Class A7 Notes at an issue price of 99.996%. The Class A6 Notes will bear interest at a rate of 5.876% per annum from (and including) the issue date of such notes up to (but excluding) the note interest payment date (adjusted for business days) falling in August 2027, and thereafter, 6.376% per annum. The Class A7 Notes will bear interest at a rate of 6.136% per annum from (and including) the issue date of such notes up to (but excluding) the note interest payment date (adjusted for business days) falling in August 2031, and thereafter, 6.636% per annum.

The proceeds of the Class A6 Notes and the Class A7 Notes will be on-lent to Center Parcs (Holdings 3) Limited as a new “Class A6 Loan” and a new “Class A7 Loan”, respectively. The proceeds of the Class A6 Loan and the Class A7 Loan will be used by the Center Parcs group, directly or indirectly, to: (i) prepay the principal amount outstanding under the Class A2 Loan so as to enable a redemption in full by the Issuer of the Class A2 Notes; (ii) make a distribution to the group’s shareholders; (iii) pay fees, costs and expenses related to the transaction; and (iv) fund general corporate purposes.

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

Raj Singh-Dehal
Chief Corporate Officer
00 44 1623 821624

This announcement is for informational purposes only and is directed only at persons who are located outside the United States. This announcement shall not constitute an offer of the Notes for sale in the United States or any other jurisdiction. The Notes have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the United States or any other jurisdiction and the Notes may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities laws.

This announcement has been prepared on the basis that any offer of the Notes in any Member State of the European Economic Area (the “EEA”) will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish an Offering Circular for offers of the Notes. The expression “Prospectus Regulation” means Regulation (EU) 2017/1129 (as amended or superseded).

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, “retail investor” means a person who is one (or more) of the following: (a) “retail client” as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (b) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

This announcement has been prepared on the basis that any offer of the Notes in the UK will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish an Offering Circular for offers of the Notes. The expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act (“EUWA”).

This announcement is directed only at persons who: (i) are outside the United Kingdom; (ii) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”); (iii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.” of the Financial Promotion Order, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (as amended) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This announcement must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, “retail investor” means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Forward-looking statements

This announcement contains statements that constitute forward-looking statements, beliefs or opinions, including statements relating to business, financial condition and results of operations of Center Parcs. These statements may be identified by words such as “expectation”, “belief”, “estimate”, “plan”, “target”, or “forecast” and similar expressions or the negative thereof; or by the forward-looking nature of discussions of strategy, plans or intentions; or by their context. All statements regarding the future involve known and unknown risks and uncertainties and various factors could cause actual future results, performance or events to differ materially from those described or implied in these statements. Such forward-looking statements are based on numerous assumptions regarding Center Parcs’ present and future business strategies as well as the environment in which Center Parcs expects to operate in the future. Further, certain forward-looking statements are based upon assumptions of future events which may not prove to be accurate and Center Parcs does not accept any responsibility for the accuracy of the opinions expressed in this announcement or the underlying assumptions. Past performance is not an indication of future results and past performance should not be taken as a representation that trends or activities underlying past performance will continue in the future. The forward-looking statements in this document speak only as at the date of this announcement and Center Parcs and its affiliates expressly disclaim any obligation or undertaking to review or release any updates or revisions to these forward-looking statements to reflect any change in Center Parcs’ expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based after the date of this announcement or to update or to keep current any other information contained in this document or to provide any additional information in relation to such forward-looking statements, unless required to do so by applicable law.