

Center Parcs (Holdings 2) Limited

Financial statements

52 weeks ended 25 April 2019

Center Parcs (Holdings 2) Limited

Annual report and financial statements

For the 52 weeks ended 25 April 2019

Company registration number: 07656407

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Financial statements

52 weeks ended 25 April 2019

Contents	Page
Strategic report	1
Directors' report	2
Income Statement	4
Statement of Changes in Equity	5
Balance Sheet	6
Cash Flow Statement	7
Notes to the financial statements	8

Strategic report

For the 52 weeks ended 25 April 2019

The Directors present their strategic report on the Company for the 52 weeks ended 25 April 2019 (2018: 53 weeks ended 26 April 2018).

Review of the Business

The Company did not trade during the current or prior period.

During the current period, the Company received dividends of £448.8 million (2018: £74.5 million) from Center Parcs (Holdings 3) Limited, its subsidiary undertaking.

Principal risks and uncertainties

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

Key performance indicators

The key performance indicators (KPIs) and financial risk management of the Company are integrated with those of the Center Parcs (Holdings 1) Limited Group and are not assessed separately. An analysis of the KPIs of the Group, which include those of the Company, together with the Group's financial risk exposure, and the management objectives and policies thereon, is presented within the Business review of the Center Parcs (Holdings 1) Limited Annual Report which does not form part of this report.

By order of the board



C G McKinlay
Director
21 June 2019

Directors' report

For the 52 weeks ended 25 April 2019

The Directors present their report and the unaudited financial statements for the 52 weeks ended 25 April 2019 (2018: 53 weeks ended 26 April 2018), which have been prepared in accordance with International Financial Reporting Standards (IFRSs), as adopted by the European Union.

The registration number of the Company is 07656407.

Future developments

No changes to the nature of the business are anticipated.

Financial risk management objectives

Details of financial risk management objectives can be found under the heading 'Key performance indicators', found in the strategic report, and form part of this report by cross-reference.

Dividends

During the current period, the Company declared and paid dividends totalling £448.8 million to its parent company, Center Parcs (Holdings 1) Limited (2018: £74.5 million declared and paid). The Directors have proposed the payment of a final dividend of £20.1 million (2018: proposed final dividends of £10.0 million and £25.9 million).

Going concern

The Company had no liabilities at the balance sheet date and the only activity anticipated by the Directors for the foreseeable future is the receipt of dividends from the Company's subsidiary undertaking and the subsequent on-payment of those dividends to Center Parcs (Holdings 1) Limited. As such, the financial statements have been prepared on the going concern basis.

Directors

The Directors who served during the period and up to the date of this report were as follows:

M P Dalby
C G McKinlay
Z B Vaughan
K O McCrain
N Adomait

During the period, the Company had in place Directors' and officers' insurance.

Directors' report

For the 52 weeks ended 25 April 2019 (continued)

Statement of Directors' responsibilities


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

Company law requires the Directors to prepare financial statements for each financial period. Under that law the Directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs as adopted by the European Union have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the board



C G McKinlay
Director
21 June 2019

Income Statement

for the 52 weeks ended 25 April 2019

	Note	52 weeks ended 25 April 2019 £m	53 weeks ended 26 April 2018 £m
Operating profit		-	-
Income from Group undertakings	3	448.8	74.5
Profit before taxation		448.8	74.5
Taxation	4	-	-
Profit for the period attributable to equity shareholders	7	448.8	74.5

All amounts relate to continuing activities.

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

The notes on pages 8 to 13 form part of these financial statements.

Statement of Changes in Equity

for the 52 weeks ended 25 April 2019

	Attributable to owners of the parent		
	Share capital	Retained earnings	Total
	£m	£m	£m
At 26 April 2018	-	466.9	466.9
Comprehensive income			
Profit for the period	-	448.8	448.8
Transactions with owners			
Dividends	-	(448.8)	(448.8)
At 25 April 2019	-	466.9	466.9

	Attributable to owners of the parent		
	Share capital	Retained earnings	Total
	£m	£m	£m
At 20 April 2017	-	466.9	466.9
Comprehensive income			
Profit for the period	-	74.5	74.5
Transactions with owners			
Dividends	-	(74.5)	(74.5)
At 26 April 2018	-	466.9	466.9

The notes on pages 8 to 13 form part of these financial statements.

Center Parcs (Holdings 2) Limited

Balance Sheet

as at 25 April 2019

	Note	25 April 2019 £m	26 April 2018 £m
Assets			
Non-current assets			
Investments	5	466.9	466.9
Net assets			
Equity			
Share capital	6	-	-
Retained earnings	7	466.9	466.9
Total equity		466.9	466.9

Statements:

- (a) For the 52 weeks ended 25 April 2019 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.
- (b) The members have not required the Company to obtain an audit in accordance with section 476 (1) of the Companies Act 2006.
- (c) The Directors acknowledge their responsibilities for:
- Ensuring the Company keeps accounting records in accordance with Section 386; and
 - Preparing financial statements which give a true and fair view of the state of affairs of the Company as at the end of the period and of its profit and loss for the period in accordance with the requirements of Section 393, and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the Company.

The financial statements on pages 4 to 13 were approved by the board of Directors on 21 June 2019 and were signed on its behalf by:



C McKinlay
Director

Center Parcs (Holdings 2) Limited
Registered no. 07656407

The notes on pages 8 to 13 form part of these financial statements.

Cash Flow Statement

for the 52 weeks ended 25 April 2019

	Note	25 April 2019 £m	26 April 2018 £m
Cash flows from investing activities			
Dividends received	3	138.0	-
Dividends paid	7	(138.0)	-
Net cash from investing activities		-	-
Net movement in cash and cash equivalents		-	-
Cash and cash equivalents at the start of the period		-	-
Cash and cash equivalents at the end of the period		-	-

The notes on pages 8 to 13 form part of these financial statements.

Notes to the financial statements

For the 52 weeks ended 25 April 2019

1. Accounting policies

General information

The Company is a private company limited by shares, which is incorporated and domiciled in the UK and is registered in England and Wales. The address of its registered office is One Edison Rise, New Ollerton, Newark, Nottinghamshire, NG22 9DP.

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations adopted by the European Union (EU) and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

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

Basis of preparation

The financial statements have been prepared under the historical cost convention and on a going concern basis.

The Company's accounting reference date is 22 April.

The Company was, at the end of the period, a wholly-owned subsidiary of another company incorporated in the EEA and in accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated financial statements.

Going concern

The Company had no liabilities at the balance sheet date and the only activity anticipated by the Directors for the foreseeable future is the receipt of dividends from the Company's subsidiary undertaking and the subsequent on-payment of those dividends to Center Parcs (Holdings 1) Limited. As such, the financial statements have been prepared on the going concern basis.

Key assumptions and significant judgements

The preparation of financial statements requires management to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The directors do not consider that there are any critical account judgments or key sources of estimation uncertainty.

Investments in subsidiary undertakings

Investments are stated at cost, less any provision for permanent diminution in value. If there are indications of impairment, an assessment is made of the recoverable amount. An impairment loss is recognised in the income statement when the recoverable amount is lower than the carrying value.

Dividends receivable from investments in subsidiary undertakings are recognised in the income statement when approved by the shareholders of the company paying the dividend.

Notes to the financial statements

For the 52 weeks ended 25 April 2019 (continued)

1. Accounting policies (continued)

Share capital

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

Dividend distribution

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

Current and deferred tax

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date and is measured at the amount expected to be paid to or recovered from the tax authorities.

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

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

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

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

New standards and interpretations

A number of new standards, amendments and interpretations have been issued by the International Accounting Standards Board with effective dates both prior to and post 25 April 2019. None of these have had, or are expected to have, a significant impact on the financial statements of the Company.

2. Employees

The Company has no employees other than the Directors (2018: none). No salaries or wages have been paid to employees, including the Directors, during the period (2018: £nil).

Notes to the financial statements

For the 52 weeks ended 25 April 2019 (continued)

3. Income from Group undertakings

	52 weeks ended 25 April 2019 £m	53 weeks ended 26 April 2018 £m
Dividends receivable	448.8	74.5

During the period the Company's subsidiary undertaking, Center Parcs (Holdings 3) Limited, distributed £138.0 million of cash and £310.8 million of receivables to the Company. Details of the receivables distributed are set out in note 8.

4. Taxation

(a) Taxation

The tax charge for the period is £nil (2018: £nil).

(b) Factors affecting the tax charge

The tax assessed for the period is lower (2018: lower) than that resulting from applying the standard rate of corporation tax in the UK of 19% (2018: 19%). The difference is reconciled below:

	52 weeks ended 25 April 2019 £m	53 weeks ended 26 April 2018 £m
Profit before taxation	448.8	74.5
Profit before taxation multiplied by the standard rate of corporation tax in the UK of 19% (2018: 19%)	85.3	14.2
Income from subsidiary undertakings – not subject to tax	(85.3)	(14.2)
Tax charge for the period (note 4(a))	-	-

There is no deferred tax, either recognised or unrecognised, at the balance sheet date (2018: £nil).

Change of corporation tax rate and factors that may affect future tax charges

Finance Act 2016, which was substantively enacted on 6 September 2016, included provisions to reduce the standard rate of corporation tax in the UK to 17% with effect from 1 April 2020.

Notes to the financial statements

For the 52 weeks ended 25 April 2019 (continued)

5. Investments

	Investment in subsidiary undertaking £m
Cost and net book value	
At 20 April 2017, 26 April 2018 and 25 April 2019	466.9

Investments represent 100% of the ordinary shares of Center Parcs (Holdings 3) Limited, a company registered in England and Wales. The principal activity of Center Parcs (Holdings 3) Limited is that of an intermediate holding company.

Center Parcs (Holdings 3) Limited made a pre-tax profit of £311.3 million for the 52 weeks ended 25 April 2019 (2018: profit of £379.4 million) and its net assets at that date were £412.7 million (2018: £550.2 million).

The Directors believe that the carrying value of investments is supported by the fair value of the investee and its subsidiary businesses.

The registered office for all subsidiary undertakings is the same as the Company (One Edison Rise, New Ollerton, Newark, Nottinghamshire, NG22 9DP).

6. Share capital

	2019 £m	2018 £m
Allotted and fully paid		
4 ordinary shares of £1 each	-	-

Management of capital

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

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

Notes to the financial statements

For the 52 weeks ended 25 April 2019 (continued)

7. Retained earnings

	£m
At 26 April 2018	466.9
Profit for the period	448.8
Dividends	(448.8)
At 25 April 2019	466.9

During the period the Company distributed £138.0 million of cash and £310.8 million of receivables to Center Parcs (Holdings 2) Limited, its parent undertaking. Details of the receivables distributed are set out in note 8.

	£m
At 20 April 2017	466.9
Profit for the period	74.5
Dividends	(74.5)
At 26 April 2018	466.9

8. Related party transactionsCenter Parcs (Holdings 1) Limited

Center Parcs (Holdings 3) Limited, the Company's subsidiary undertaking, distributed a £310.6 million receivable due from Center Parcs (Holdings 1) Limited to the Company during the period. This was subsequently distributed to Center Parcs (Holdings 1) Limited, the Company's parent undertaking.

Zinc Investments Sarl

Center Parcs (Holdings 3) Limited, the Company's subsidiary undertaking, distributed a £0.2 million receivable due from Zinc Investments Sarl to the Company during the period. This was subsequently distributed to Center Parcs (Holdings 1) Limited, the Company's parent undertaking.

Zinc Investments Sarl has the same ultimate parent company as Center Parcs (Holdings 2) Limited.

9. Contingent liabilities

The Company, along with other members of the group headed by Center Parcs (Holdings 1) Limited, is an obligor in securing the Group's external borrowings of £1,889.5 million (26 April 2018: £1,760.0 million).

Notes to the financial statements

For the 52 weeks ended 25 April 2019 (continued)

10. Ultimate parent company and controlling parties

The immediate parent undertaking is Center Parcs (Holdings 1) Limited, a company registered in England and Wales. The ultimate parent company and controlling party is Brookfield Asset Management Inc., a company incorporated in Canada.

The largest group in which the results of the Company are consolidated is that headed by Brookfield Asset Management Inc. The consolidated financial statements of Brookfield Asset Management Inc. are available to the public and may be obtained from Brookfield Place, Suite 300, 181 Bay Street, Toronto, ON M5J 2T3 (registered office).

The smallest group in which the results of the Company are consolidated is that headed by Center Parcs (Holdings 1) Limited. A copy of the Center Parcs (Holdings 1) Limited financial statements can be obtained on application to The Company Secretary, One Edison Rise, New Ollerton, Newark, Nottinghamshire, NG22 9DP (registered office).