

## Bridge Leisure Topco Limited

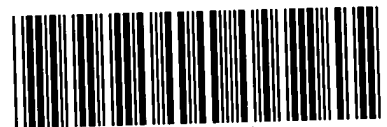
Annual Report and Financial Statements

Year Ended

31 December 2020

Company Number 09083797

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# Bridge Leisure Topco Limited

## Company Information

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<b>Directors</b>	A N Clish C A Ling J A Sills R L Ullman
<b>Registered number</b>	09083797
<b>Registered office</b>	31 & 32 Shenley Pavilions Chalkdell Drive Shenley Wood Milton Keynes England MK5 6LB
<b>Independent auditor</b>	BDO LLP Two Snowhill Birmingham B4 6GA

# Bridge Leisure Topco Limited

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# Bridge Leisure Topco Limited

## Group Strategic Report For the Year Ended 31 December 2020

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### Introduction

The directors present their strategic report together with the audited financial statements for the year ended 31 December 2020.

### Group Overview

Bridge Leisure Parks is an owner and operator of holiday parks in the UK. The group now owns and operates nine parks in attractive locations around the UK, comprised of a mixture of small (c. 200 pitches) scenic parks and larger all inclusive parks with extensive central facilities. Bridge Leisure's parks are well invested and have in place land and planning permissions for substantial additional pitch development, providing organic growth opportunities. Revenues are primarily generated through a mixture of caravan holiday home sales (and associated annual pitch fees) and holiday lettings. In addition, the group generates retail income through its onsite attractions and facilities.

The group, through its Bridge Leisure Management Limited (BLM) and Bridge Leisure Management (North) Limited (BLMN) subsidiaries, provides consultancy services to the holiday park industry, as well as management services for holiday parks.

### Highlights

Bridge Leisure Parks performance was impacted in the first half by the national lockdown due to the Coronavirus pandemic, but saw improved demand in both van sales and holidays in the second half as the measures were eased. The key driver of van sales was new business where there is increased demand for UK holiday homes. Retail sales were impacted in the second half due to the ongoing limitations on social distancing to ensure a safe environment for staff and customers.

Van sales volumes were down on 2019, primarily due to a shortened trading period with prospective owners unable to visit parks. However, weaker van sales revenues were partly offset by strong demand for holidays during peak season when the parks were able to open.

Further infrastructure investment was limited where possible in order to preserve the Groups cash position during the pandemic.

Bridge Leisure TopCo Limited continues to execute its strategic aims. These include:

- Continuing to acquire attractive holiday parks around the UK
- Investing at the group's existing parks, including continued development of new pitches and further investment in infrastructure, in order to attract new owners, holidaymakers, and to provide high standards of service for our existing caravan and lodge owners
- Driving organic growth across the estate through improvements to sales and marketing and proposition improvements

# Bridge Leisure Topco Limited

## Group Strategic Report (continued) For the Year Ended 31 December 2020

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### Business review

At the year end the group owned and operated nine holiday parks: Sand Le Mere Holiday Village; Trevella Park; Turnberry Holiday Park; Silver Sands Holiday Park; Seaview Holiday Village; Ashbourne Heights Country Park; Hedley Wood Caravan Park; Hengar Manor Country Park, and Bowland Fell Park.

During the year, the company was significantly impacted by the Covid 19 global pandemic. The primary impact was the UK wide lockdown which began on 23 March 2020 and meant that all our parks were closed for visitors until they were allowed to reopen in July. During this period the company worked hard to minimise cash losses and preserve liquidity while looking after its employees and customers through a combination of investor and government support.

The company agreed amendments to its existing financing facility in July 2020 which provided it with covenant and liquidity headroom for the foreseeable future. In addition, the shareholders continued to support the business with a further cash investment in the form of both equity and loan notes.

Since reopening the parks in July 2020, the company has seen trading recover quickly to expected levels.

A further lockdown for England was implemented on 5 November 2020 lasting through to 2 December 2020, followed by a tiered system of restrictions at regional levels. However, there was limited financial impact to the business compared to the previous lockdown as the parks are in their low season period whereby there are minimal volumes of holidays and many of the parks begin to wind down for winter closure.

Year on year revenue decreased from £27.7m to £20.9m in 2020, (25% down year on year) due to the impact of the pandemic as described above. Revenues in the second half of the year, which was less impacted by the pandemic grew from £15.1m in 2019 to £16.4m, 8.8% growth.

Although the group reports a loss before tax for the year of £10.6m (2019 £9.2m), £8.1m (2019 £7.5m) of the costs contributing to the loss are in the form of interest payable and similar charges, of which £4.1m (2019 £3.7m) is non cash paid interest accrued on shareholder loan notes. Furthermore, there is £4.7m (2019 £4.5m) of charges attributable to non cash items including depreciation and amortisation. The number of parks, developed pitches and owners is broadly flat year on year as there were no acquisitions in 2020, and expansion investment was scaled back to preserve cash during the uncertainty of the lockdown periods.

The group produced a net increase in cash in the year at £4.7m (2019 a decrease of £5.8m). The current year included cash inflows from investors of £3.0m and utilisation of bank facilities of £2.0m, whereas 2019 included a one off VAT payment of £4.6m relating to the ground rent transaction which took place in 2018. Adjusting for these items in each produces an underlying cashflow of £(0.3)m for 2020 and £(1.2)m for 2019. As at 31 December 2020, the group had a cash balance of £6.8m (2019 £2.1m).

The shareholders' deficit of the group is £(38.4)m (2019: £(28.6)m). Management have considered the going concern status of the group, including the review of medium and long term forecasts, and conclude that the group continues to be a going concern, see note 2.2.

# Bridge Leisure Topco Limited

## Group Strategic Report (continued) For the Year Ended 31 December 2020

### Employees

Bridge Leisure Parks is proud to be a great employer with a highly motivated and experienced team of directors and employees. We have a policy of supporting our experienced managers in running their parks for the benefit of owners and holiday makers alike and view our employees as key assets of the business, with their welfare integral to the continued growth of the business.

### Disabled employees

Bridge Leisure is committed to encouraging equality & valuing diversity among our workforce, and eliminating unlawful discrimination. The aim is for our workforce to be truly representative of all sections of society and our customers, and for each employee to feel respected and able to give their best.

In adopting these principles Bridge Leisure provides all reasonable assistance to employees who are or who become disabled, making reasonable adjustments wherever possible to provide continued employment.

We ensure an appropriate risk assessment is carried out and that appropriate specialist advice is obtained when necessary.

### Key performance indicators

The key performance indicators of the group are as follows:

	2021	2020	Growth	Growth %
No of owned parks	9	9	0	0
No of developed pitches	3,208	3,204	4	0
No of Owners	1,795	1,685	110	7
Turnover (£m)	20.9	27.7	(6.8)	(25)
Park EBITDAR (£m)	6.2	7.4	(1.2)	(14)
Group EBITDAR (£m)	3.5	4.6	(1.3)	(22)

EBITDAR is defined as being earnings before interest, tax, depreciation, amortisation and ground rent. The difference between Group EBITDAR and Park EBITDAR is the central costs and results of BLM and BLMN.

# Bridge Leisure Topco Limited

## Group Strategic Report (continued) For the Year Ended 31 December 2020

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### Principal risks and uncertainties

Whilst the global Covid 19 pandemic continues there remains uncertainty on whether there will be future lockdowns either at a regional or national level. The current financial position of the company is considered by the directors to be sufficient to be able to cope with a similar timing of lockdown as that experienced from March 2020.

Holiday expense is a discretionary expense in the average family budget and as such is impacted by the state of the wider economy, however domestic holidays are generally viewed as counter cyclical.

Furthermore, variable summer weather in the UK can impact upon customer holiday enjoyment, especially on the tenting and touring customer, providing them with reason to delay holiday booking until good weather can be forecast.

The provision of finance to individuals to assist in the purchase of holiday homes continues to be an area of concern to the industry. However, more stringent review of finance applicants by the finance providers has resulted in a much reduced level of customer defaults for the industry.

The impact of Brexit upon our operations is expected by the Board to be immaterial. Anything that encourages our customers to holiday in the UK is to the benefit of our business whilst employees at our parks are all from the local environs.

The Board regularly assessed the risk faced by the group to increases in the Bank of England base rate and hence the increase in future interest payments on the group's borrowings during the year. As a result of the acquisition of the Group by Park Holidays on 18 May 2021, all outstanding external debt was repaid. Therefore, the Board no longer considers there to be a risk.

# Bridge Leisure Topco Limited

## Group Strategic Report (continued) For the Year Ended 31 December 2020

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### Recent developments

Since the year end, the UK was placed in to a further lockdown with parks only able to reopen during April, after the peak Easter weeks. This impacted the results for the initial period of 2021 and the company minimised the cash impacts while also looking after its employees through use of government support schemes.

Since reopening in April, the parks have seen recovery in trading back to expected levels. Demand for holidays during the remainder of 2021 is ahead of expectations following high demand and implementation of new initiatives to drive growth, occupancy and margin.

However, a restructuring exercise has commenced to consider the extent of ongoing trade and activities in the Group and its subsidiaries which may include transfer of trade and assets to other Park Holiday group entities. The exercise is in the early stage of review with no committed actions at the date of approval of these financial statements.

On 18 May 2021, all the issued shares in Bridge Leisure Topco Limited were acquired by Tiger Bidco Limited, part of the Park Holidays Group. All bank debt and loan notes in the Group were settled in full by the Park Holidays Group.

### Going concern

On 18 May 2021, Bridge Leisure Topco Limited ("the Group") and its subsidiaries were acquired by Tiger Bidco Limited, part of the Park Holidays Group.

Following the acquisition, all bank debt and loan notes in the Group were settled in full by the Park Holidays Group.

The closure of parks during 2020 and early 2021 adversely impacted profits and cashflows during the lockdown periods. However, the foreign travel restrictions and uncertainty in 2020 and 2021 provided a welcome boost to the UK holiday industry. Combined with industry wide support in the form of furlough schemes, rates relief and temporary VAT rate reductions current profits and cashflow are positive and offset the losses seen during the pandemic. In the mid to long term, COVID is not expected to have an overall adverse affect on the Group or the industry.

The trading of the Group is now monitored as part of the wider Park Holidays Group. The Directors of Park Holidays Group have prepared detailed trading and cash flow forecasts including sensitivity and reverse stress testing scenarios. These forecasts include the Group's trading and show that the Group will be able to continue to operate and pay its liabilities as they fall due for payment for at least twelve months from the date of approval of these financial statements and the date of signing the audit report ("going concern assessment period") with the continued support of the Park Holidays Group.

A restructuring exercise has commenced to consider the extent of ongoing trade and activities in the Group and its subsidiaries which may include transfer of trade and assets to other Park Holiday group entities. The exercise is in the early stage of review with no committed actions at the date of approval of these financial statements.

During the period of restructuring, the Group and its subsidiaries are reliant on the support of the Park Holidays Group to continue to meet its liabilities as they fall due. Park Holidays Group has provided confirmation of this support in writing and accordingly the Directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis.



# Bridge Leisure Topco Limited

## Group Strategic Report (continued) For the Year Ended 31 December 2020

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### Section 172 (1) Statement

The following disclosure describes how the directors have had regard to the matters set out in section 172(1) (a) (f) Companies Act 2006 in exercising their duty to promote the success of the Company for the benefit of its members as a whole.

#### Our stakeholders

The directors consider that the following groups are the Company's key stakeholders. The Board seeks to understand the respective interests of such stakeholder groups so that these may be properly considered in the Board's decisions. We do this through various methods, including: direct engagement by Board members; receiving reports and updates from members of management who engage with such groups; and coverage in our Board papers of relevant stakeholder interests with regard to proposed courses of action.

- a) Employees
- b) Investors
- c) Customers
- d) Suppliers
- e) Communities and the environment

#### The likely consequences of any decision in the long term

The Board reviews the long term strategy and budget on an annual basis. Within this review, we consider the balance of capital investment for future, long term growth with the need to maintain a resilience to risk through having sufficient liquidity.

#### The interests of the company's employees

The Board actively engage with all employees in the company through:

- 1) Effective communication using online tools such as Workspace.
- 2) Regular park visits to engage with employees at all levels and in all areas of the workforce. Obtaining feedback and supporting the employees that may be facing difficult or challenging circumstances.

#### The need to foster the company's business relationships with suppliers, customers and others

The Board is briefed on any changes in key suppliers and where this is material the Board approves such changes. The Board places high importance on customer satisfaction and we receive regular updates on feedback and is expanding emphasis on net promoter score targets.

#### The impact of the company's operations on the community and the environment

The company engages with local planning authorities in all aspects of the regulatory framework governing the development of the parks and the Board takes its responsibilities regarding this with high esteem.

#### The desirability of the company maintaining a reputation for high standards of business conduct

The Board recognises the importance of operating a robust corporate governance framework. We have regular Board meetings addressing audit, risk and compliance.  
The company does not make any political donations.

#### The need to act fairly as between members of the company

The majority of shareholders were represented by Bridge Leisure Topco Limited and then these shareholders were changed subsequent to the year end on 18 May 2021 to Tiger Bidco Limited. All shareholders are treated equally and fairly. The Board ensures that the shareholder interests are considered in key decisions.

# Bridge Leisure Topco Limited

## Group Strategic Report (continued) For the Year Ended 31 December 2020

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### Future developments

Following a challenging 2020 due to the impacts of the Covid 19 global pandemic the Directors expect to see growth moving forward into 2021, as caravan sales begin to return to historical levels and UK holidays experiencing unprecedented demand.

This report was approved by the board on 30 September 2021 and signed on its behalf.

A handwritten signature in black ink, appearing to be 'C A Ling', with a stylized, cursive script.

**C A Ling**  
Director

# Bridge Leisure Topco Limited

## Directors' Report For the Year Ended 31 December 2020

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The directors present their report and the audited financial statements for the year ended 31 December 2020.

### Results and dividends

The loss for the year, after taxation, amounted to £10,000,635 (2019 - loss £8,821,172).

The directors do not recommend the payment of a final dividend (2019 - £Nil).

### Directors

The directors who served during the year were:

S J Elliott (resigned 2 September 2020)  
A S Howe (resigned 18 May 2021)  
Simon Williams (resigned 18 May 2021)  
A W Muirhead (resigned 21 January 2020)  
R A Hunt (resigned 9 December 2019)  
W Skinner (resigned 18 May 2021)  
Sean Williams (appointed 2 January 2020, resigned 18 May 2021)  
R J Thompson (appointed 2 September 2020, resigned 18 May 2021)

A N Clish, C A Ling, J A Sills and R L Ullman were appointed as Directors on 18 May 2021.

The above directors are covered by the company's directors and officer's indemnity insurance.

### Engagement with employees

Bridge Leisure Parks is proud to be a great employer with a highly motivated and experienced team of directors and employees. We have a policy of supporting our experienced managers in running their parks for the benefit of owners and holiday makers alike and view our employees as key assets of the business, with their welfare integral to the continued growth of the business.

### Matters covered in the strategic report

Disclosures required under S416(4) of the Companies Act 2006 are commented upon in the Strategic Report as the directors consider them to be of strategic importance to the Group and Company.

### Post balance sheet events

On 18 May 2021 the entire share capital of Bridge Leisure Topco Limited was acquired by Tiger Bidco Limited, part of the Park Holidays Group. As a result of this transaction all bank debt and investor loan notes within the Bridge Leisure Group were settled in full on the same date from acquisition proceeds. The Bridge Leisure Group has no continuing obligations towards its lenders or investors.

Following the acquisition, a restructuring exercise has commenced to consider the extent of ongoing trade and activities in the Group and its subsidiaries which may include transfer of trade and assets to other Park Holiday group entities. The exercise is in the early stage of review with no committed actions at the date of approval of these financial statements.

# Bridge Leisure Topco Limited

## Directors' Report (continued) For the Year Ended 31 December 2020

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### Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company and the Group's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company and the Group's auditor is aware of that information.

### Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 30 September 2021 and signed on its behalf.



C A Ling  
Director

# Bridge Leisure Topco Limited

## Directors' Responsibilities Statement For the Year Ended 31 December 2020

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The directors are responsible for preparing the Group 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 year. Under that law the directors have elected to prepare the Group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 Group and the company and of the profit or loss of the Group 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 to 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.

# Bridge Leisure Topco Limited

## Independent Auditor's Report to the Members of Bridge Leisure Topco Limited

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### Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2020 and of the Group's loss for the year then ended;
- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Bridge Leisure Topco Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2020 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated and Company Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

### Basis for opinion on the financial statements

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Independence*

We remain independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

# Bridge Leisure Topco Limited

## Independent Auditor's Report to the Members of Bridge Leisure Topco Limited (continued)

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### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

# Bridge Leisure Topco Limited

## Independent Auditor's Report to the Members of Bridge Leisure Topco Limited (continued)

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### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

#### *Extent to which the audit was capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- Enquiring of management and the Board, including obtaining and reviewing supporting documentation, concerning the Group's and the Parent Company's policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they had knowledge of any actual, suspected or alleged fraud; and
  - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We obtained an understanding of the legal and regulatory frameworks applicable to Group and the Parent Company based on our understanding of the Group and the Parent Company and sector experience and discussions with management. We considered the most significant laws and regulations for the Group and the Parent Company to be the applicable accounting framework, Companies Act 2006, corporate taxes and VAT legislation, employment taxes, health and safety and the Bribery Act 2010.
- Discussing among the engagement team, to assess how and where fraud might occur in the financial statements and any potential indicators of fraud and non-compliance with laws and regulation.

We designed and executed procedures in line with our responsibilities to detect material misstatements in respect of irregularities, including fraud. These procedures, together with the extent to which they are capable of detecting irregularities, including fraud, are detailed below:

- We made enquiries of management and those charged with governance and reviewed correspondence with the relevant authorities to identify any irregularities or instances of non-compliance with laws and regulations. We corroborated our enquiries through our review of board minutes.
- We tested the appropriateness of accounting journals on a sample basis and other adjustments made in the preparation of the financial statements. We used data assurance techniques to identify and analyse the complete population of all journals in the year to identify and test any which we considered were indicative of management override.
- We reviewed the Group's and the Parent Company's accounting policies for non-compliance with relevant standards. Our work also included considering significant accounting estimates for evidence of misstatement or possible bias and testing any significant transactions that appeared to be outside the normal course of business.
- We also tested manual journals posted to revenue, agreeing them to supporting documentation to check that they were appropriate, correctly recorded and supported by appropriate evidence.



# Bridge Leisure Topco Limited

## Independent Auditor's Report to the Members of Bridge Leisure Topco Limited (continued)

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Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

*Laurie Hannant*

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Laurie Hannant (Senior Statutory Auditor)  
For and on behalf of BDO LLP, statutory auditor  
Birmingham, UK  
Date 30 September 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# Bridge Leisure Topco Limited

## Consolidated Statement of Comprehensive Income For the Year Ended 31 December 2020

	Note	2020 £	2019 £
Turnover	4	20,899,845	27,741,980
Cost of sales		(9,564,518)	(12,845,903)
<b>Gross profit</b>		<b>11,335,327</b>	<b>14,896,077</b>
Administrative expenses		(14,911,395)	(16,601,923)
Other operating income	5	1,060,732	-
<b>Operating loss</b>	6	<b>(2,515,336)</b>	<b>(1,705,846)</b>
Interest payable and similar charges	9	(8,053,968)	(7,513,456)
<b>Loss before tax</b>		<b>(10,569,304)</b>	<b>(9,219,302)</b>
Tax on loss	10	568,669	398,130
<b>Loss for the year</b>		<b>(10,000,635)</b>	<b>(8,821,172)</b>
<b>Loss for the year attributable to:</b>			
Owners of the parent company		<b>(10,000,635)</b>	<b>(8,821,172)</b>

There was no other comprehensive income for 2020 (2019 :£NIL).

The notes on pages 21 to 43 form part of these financial statements.

# Bridge Leisure Topco Limited

Registered number:09083797

## Consolidated Statement of Financial Position As at 31 December 2020

	Note	2020 £	2019 £
<b>Fixed assets</b>			
Intangible assets	11	12,856,329	15,002,866
Tangible assets	12	57,746,611	58,642,354
		<u>70,602,940</u>	<u>73,645,220</u>
<b>Current assets</b>			
Stocks	14	1,722,337	1,686,527
Debtors	15	1,641,873	1,894,370
Cash at bank and in hand		6,763,158	2,110,455
		<u>10,127,368</u>	<u>5,691,352</u>
Creditors: amounts falling due within one year	16	(11,042,796)	(9,283,012)
<b>Net current liabilities</b>		<u>(915,428)</u>	<u>(3,591,660)</u>
<b>Total assets less current liabilities</b>		<u>69,687,512</u>	<u>70,053,560</u>
Creditors: amounts falling due after more than one year	17	(104,776,970)	(94,552,060)
<b>Provisions for liabilities</b>			
Deferred tax	20	(3,254,737)	(3,855,071)
Other provisions	21	(100,000)	(100,000)
		<u>(3,354,737)</u>	<u>(3,955,071)</u>
<b>Net liabilities</b>		<u>(38,444,195)</u>	<u>(28,453,571)</u>
<b>Capital and reserves</b>			
Called up share capital	22	30,499	20,488
Share premium account	23	77,873	77,873
Profit and loss account	23	(38,552,567)	(28,551,932)
		<u>(38,444,195)</u>	<u>(28,453,571)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 September 2021.

  
C A Ling  
Director

The notes on pages 21 to 43 form part of these financial statements.

# Bridge Leisure Topco Limited

Registered number:09083797

## Company Statement of Financial Position As at 31 December 2020

	Note	2020 £	2019 £
<b>Fixed assets</b>			
Investments	13	75,465	75,465
		<u>75,465</u>	<u>75,465</u>
<b>Current assets</b>			
Debtors	15	46,521	33,645
<b>Net current assets</b>		<u>46,521</u>	<u>33,645</u>
<b>Net assets</b>		<u><u>121,986</u></u>	<u><u>109,110</u></u>
<b>Capital and reserves</b>			
Called up share capital	22	30,499	20,488
Share premium account	23	77,873	77,873
Profit and loss account brought forward		10,749	8,151
Profit for the year		<u>2,865</u>	<u>2,598</u>
Profit and loss account carried forward		<u><u>13,614</u></u>	<u><u>10,749</u></u>
		<u><u>121,986</u></u>	<u><u>109,110</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 September 2021.

  
C A Ling  
Director

The notes on pages 21 to 43 form part of these financial statements.

## Bridge Leisure Topco Limited

### Consolidated Statement of Changes in Equity For the Year Ended 31 December 2020

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2020	20,488	77,873	(28,551,932)	(28,453,571)
<b>Comprehensive expense for the year</b>				
Loss for the year	-	-	(10,000,635)	(10,000,635)
<b>Total comprehensive expense for the year</b>	-	-	(10,000,635)	(10,000,635)
Shares issued during the period	10,011	-	-	10,011
<b>At 31 December 2020</b>	<b>30,499</b>	<b>77,873</b>	<b>(38,552,567)</b>	<b>(38,444,195)</b>

The notes on pages 21 to 43 form part of these financial statements.

### Consolidated Statement of Changes in Equity For the Year Ended 31 December 2019

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2018	20,488	77,873	(19,730,760)	(19,632,399)
<b>Comprehensive expense for the year</b>				
Loss for the year	-	-	(8,821,172)	(8,821,172)
<b>Total comprehensive expense for the year</b>	-	-	(8,821,172)	(8,821,172)
<b>At 31 December 2019</b>	<b>20,488</b>	<b>77,873</b>	<b>(28,551,932)</b>	<b>(28,453,571)</b>

The notes on pages 21 to 43 form part of these financial statements.

## Bridge Leisure Topco Limited

### Company Statement of Changes in Equity For the Year Ended 31 December 2020

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2020	20,488	77,873	10,749	109,110
<b>Comprehensive income for the year</b>				
Profit for the year	-	-	2,865	2,865
<b>Total comprehensive income for the year</b>	-	-	2,865	2,865
<b>Contributions by and distributions to owners</b>				
Shares issued during the year	10,011	-	-	10,011
<b>At 31 December 2020</b>	<b>30,499</b>	<b>77,873</b>	<b>13,614</b>	<b>121,986</b>

The notes on pages 21 to 43 form part of these financial statements.

### Company Statement of Changes in Equity For the Year Ended 31 December 2019

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2018	20,488	77,873	8,151	106,512
<b>Comprehensive income for the year</b>				
Profit for the year	-	-	2,598	2,598
<b>Total comprehensive income for the year</b>	-	-	2,598	2,598
<b>At 31 December 2019</b>	<b>20,488</b>	<b>77,873</b>	<b>10,749</b>	<b>109,110</b>

The notes on pages 21 to 43 form part of these financial statements.

# Bridge Leisure Topco Limited

## Consolidated Statement of Cash Flows For the Year Ended 31 December 2020

	2020 £	2019 £
<b>Cash flows from operating activities</b>		
Loss for the financial year	(10,000,635)	(8,821,172)
<b>Adjustments for:</b>		
Amortisation of intangible assets	2,146,537	2,282,823
Depreciation of tangible assets	2,570,417	2,167,679
Interest paid	8,053,968	7,513,456
Taxation charge	(568,669)	398,130
(Increase)/decrease in stocks	(196,867)	289,785
Decrease in debtors	219,792	74,046
Increase/(decrease) in creditors	554,109	(2,660,148)
Corporation tax received/(paid)	1,040	(787,257)
<b>Net cash generated from operating activities</b>	<b>2,779,692</b>	<b>457,342</b>
<b>Cash flows from investing activities</b>		
Purchase of tangible fixed assets	(1,546,991)	(3,229,613)
Sale of tangible fixed assets	33,374	3,535
<b>Net cash used in investing activities</b>	<b>(1,513,617)</b>	<b>(3,226,078)</b>
<b>Cash flows from financing activities</b>		
Issue of ordinary shares	10,011	-
New secured loans	2,000,000	-
Other new loans	2,993,142	-
Repayment of finance leases	(7,282)	(32,543)
Interest paid	(1,609,243)	(2,987,240)
<b>Net cash generated from/(used in) financing activities</b>	<b>3,386,628</b>	<b>(3,019,783)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>4,652,703</b>	<b>(5,788,519)</b>
Cash and cash equivalents at beginning of year	2,110,455	7,898,974
<b>Cash and cash equivalents at the end of year</b>	<b>6,763,158</b>	<b>2,110,455</b>
<b>Cash and cash equivalents at the end of year comprise:</b>		
Cash at bank and in hand	6,763,158	2,110,455

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

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### 1. General information

Bridge Leisure Topco Limited is a private company, limited by shares, incorporated in England & Wales under the Companies Act. The address of the registered office is given in the Company Information page and its principal activities are outlined in the Group Strategic Report.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The presentation currency is pounds sterling (GBP). All amounts are rounded to the nearest pound.

The following principal accounting policies have been applied:

#### 2.2 Going concern

On 18 May 2021, Bridge Leisure Topco Limited ("the Group") and its subsidiaries were acquired by Tiger Bidco Limited, part of the Park Holidays Group.

Following the acquisition, all bank debt and loan notes in the Group were settled in full by the Park Holidays Group.

The closure of parks during 2020 and early 2021 adversely impacted profits and cashflows during the lockdown periods. However, the foreign travel restrictions and uncertainty in 2020 and 2021 provided a welcome boost to the UK holiday industry. Combined with industry wide support in the form of furlough schemes, rates relief and temporary VAT rate reductions current profits and cashflow are positive and offset the losses seen during the pandemic. In the mid to long term, COVID is not expected to have an overall adverse affect on the Group or the industry.

The trading of the Group is now monitored as part of the wider Park Holidays Group. The Directors of Park Holidays Group have prepared detailed trading and cash flow forecasts including sensitivity and reverse stress testing scenarios. These forecasts include the Group's trading and show that the Group will be able to continue to operate and pay its liabilities as they fall due for payment for at least twelve months from the date of approval of these financial statements and the date of signing the audit report ("going concern assessment period") with the continued support of the Park Holidays Group.

A restructuring exercise has commenced to consider the extent of ongoing trade and activities in the Group and its subsidiaries which may include transfer of trade and assets to other Park Holiday group entities. The exercise is in the early stage of review with no committed actions at the date of approval of these financial statements.

During the period of restructuring, the Group and its subsidiaries are reliant on the support of the Park Holidays Group to continue to meet its liabilities as they fall due. Park Holidays Group has provided confirmation of this support in writing and accordingly the Directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis.



# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

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### 2. Accounting policies (continued)

#### 2.3 Parent company reduced disclosure exemptions

In preparing the financial statements of the parent company, advantage has been taken of the following disclosure exemptions under FRS 102:

- No cash flow statement has been prepared for the parent company.
- Disclosures in respect of the parent company's financial instruments have not been presented as equivalent disclosures have been provided in respect of the group as a whole.
- No disclosure has been given for the aggregate remuneration of the key management personnel of the parent company as their remuneration is included in the total for the group as a whole.
- The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

#### 2.4 Basis of consolidation

The consolidated financial statements present the results of Group and its own subsidiaries ("the Group") as they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

#### 2.5 Turnover

Turnover represents sales to external customers at invoiced amounts less any applicable value added tax.

Turnover on caravan sales is recognised when the risks and rewards of ownership are transferred to the customer which is generally on delivery. Turnover arising from the sale of a caravan involving a part exchange with a customer is measured at the fair value of the consideration receivable. The operation of on-park retail facilities turnover is recognised on the provision of services.

Holiday income is recognised in the accounts in the period in which the holiday is taken. Similarly, income from owners' pitch fees is recognised in the period to which the fee relates.

Turnover on monthly management fees and the recharge of employee costs to parks managed by the group is recognised at invoiced amounts less value added tax or local taxes on sales. Turnover is recognised on the provision of services.

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

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### 2. Accounting policies (continued)

#### 2.6 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased asset to the Company. All other leases are classified as operating leases.

Assets held under finance lease are recognised initially at the fair value of the leased asset (or, if lower, the present value of minimum lease payments) at the inception of the lease. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are analysed between finance charges and reduction of the lease obligation using the effective interest method so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are deducted in measuring profit or loss. Assets held as finance lease are included in tangible fixed assets and depreciated and assessed for impairment loss in the same way as owned assets. The ground rent sale and lease back transaction in the period has been accounted for as a finance lease.

#### 2.7 Pensions

##### Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

#### 2.8 Government grants

Payments received from the government under the Coronavirus Job Retention Scheme ("furlough") are a form of grant. This grant money is receivable as compensation for expenses already incurred, and where this is not in respect of future related costs, is recognised in income in the period in which it becomes receivable and the related expense is incurred.

#### 2.9 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

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### 2. Accounting policies (continued)

#### 2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

#### 2.11 Intangible assets

##### Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, Goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Income Statement over its useful economic life, which is considered to be 10 years.

##### Other intangible assets

Intangible assets, which consist of brands and customer relationships, are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All Intangible assets are considered to have a finite useful life which for brands and customer relationships is considered to be 15 years and 10 years respectively.

#### 2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

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### 2. Accounting policies (continued)

#### 2.12 Tangible fixed assets (continued)

Land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold property	- 2 - 5% straight line
Leasehold improvements	- 5 - 10% straight line
Plant and machinery	- 15 - 20% straight line
Motor vehicles	- 25% straight line
Fixtures and fittings	- 15% straight line
Office equipment	- 25% straight line
Caravans	- over 7 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

The Group operates a flexi-fleet system whereby caravans are transferred between Hire Fleet Fixed Assets and Stock to meet the demands of the business. All such transfers, either from or to stock, are carried out at net book value. A caravan is held in stock when it is held for the purpose of resale. A caravan is held in Fixed Assets when it used to provide rented holiday accommodation to customers.

#### 2.13 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 2.14 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis.

Where an item of stock is acquired on a part exchange transaction with a customer, stock is initially recognised at the fair value of consideration receivable.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

#### 2.15 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

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### 2. Accounting policies (continued)

#### 2.16 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

#### 2.17 Financial instruments

Debt instruments (other than those wholly repayable or receivable within one year), including bank loans and loan notes, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received.

Financial liabilities, excluding derivatives, are measured at transaction price and subsequently measured at amortised cost.

Derivative financial instruments are held at fair value at the reporting date with changes in fair value recorded in the Statement of Comprehensive Income.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

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### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

Certain reported amounts of assets and liabilities are subject to estimations and assumptions. Estimates and judgements by Management are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

#### **Judgements**

##### *Impairment of intangible assets including goodwill*

The carrying amount of assets are reviewed to determine if there is any indication of impairment. An asset is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

If such an indication exists, a full impairment review is undertaken for that asset, or group of assets, and any estimated loss is recognised in the Statement of Comprehensive Income. The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated cash flows. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

##### *Impairment of assets*

The Group determines whether property, plant and equipment are impaired when there is an indicator of potential impairment. This requires the determination of the recoverable amount of the cash-generating units to which property, plant and equipment are allocated. The recoverable amounts are determined by estimating the value in use of those cash-generating units. Value in use calculations require the Group to make an estimate.

##### *Ground rent leases*

Determination on whether leases entered into by the Group under the ground rent agreement are operating or finance leases. The decision depend on an assessment of whether risks and rewards of ownership have been transferred from the lessor to the lessee on a lease-by-lease basis.

#### **Estimates**

##### *Business Combinations*

On business combinations an assessment is made of the fair value of assets and liabilities acquired. This principally required management to assess the value of acquired property and to identify whether there are any separable intangible assets on acquisition. Where an intangible asset has been identified, such as a brand or customer relationship, the valuation of the asset is calculated using valuation techniques requiring certain assumptions including discount rates, royalty rates and expected customer attrition. Intangible assets are amortised over the directors' estimate of their expected useful life.

##### *Provisions*

Provisions are recognised where the Company has an obligation at the reporting date, it is probable that there will be an outflow of economic benefit, and the obligation can be estimated reliably. Management exercise significant judgement in estimating the liability arising from the obligation. The provision involves a large population of items and the estimate reflects the weighting of expected outcomes, including interest and penalties where applicable. See note 20.

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 4. Turnover

An analysis of turnover by class of business is as follows:

	2020 £	2019 £
Sales of caravans	8,058,565	11,178,150
Holiday income	4,631,462	5,732,675
Management services	1,184,223	1,099,987
Site fees and associated income	5,163,771	5,673,915
Retail income	1,763,168	3,580,597
Other income	98,656	476,656
	<u>20,899,845</u>	<u>27,741,980</u>

All turnover arose within the United Kingdom.

### 5. Other operating income

	2020 £	2019 £
Government grants receivable - coronavirus job retention scheme	<u>1,060,732</u>	<u>-</u>

### 6. Operating loss

The operating loss is stated after charging:

	2020 £	2019 £
Depreciation of tangible fixed assets	2,570,417	2,167,679
Amortisation of intangible assets, including goodwill	2,146,537	2,282,823
Fees payable to the Group's auditor and its associates for the audit of the company's annual accounts	5,500	5,500
- The audit of the Group's subsidiaries pursuant to legislation	88,000	88,000
Other operating lease rentals	186,268	181,642
Defined contribution pension cost	<u>109,842</u>	<u>110,263</u>

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 7. Employees

Staff costs, including directors' remuneration, were as follows:

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Wages and salaries	6,492,748	7,368,452	-	-
Social security costs	525,203	598,545	-	-
Cost of defined contribution scheme	109,842	110,263	-	-
	<u>7,127,793</u>	<u>8,077,260</u>	<u>-</u>	<u>-</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2020 No.	2019 No.
Directors and Central Support	38	35
Employees at managed parks	63	53
Employees at owned parks	288	363
	<u>389</u>	<u>451</u>

The company has no employees other than the directors.

### 8. Directors' remuneration

	2020 £	2019 £
Directors' emoluments	415,073	518,367
Company contributions to defined contribution pension schemes	4,567	2,632
	<u>420,000</u>	<u>521,000</u>

The highest paid director received remuneration of £144,386 (2019 - £156,896).

Key management personnel compensation is the same as directors' emoluments.



# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 9. Interest payable and similar expenses

	2020 £	2019 £
Bank loans and overdrafts	2,764,939	2,811,848
Loan notes	4,140,228	3,656,364
Fair value movement on derivatives	(70,123)	(11,838)
Finance leases and hire purchase contracts	680,367	680,691
Amortisation of debt issue costs	527,611	376,391
Other interest	10,946	-
	<u>8,053,968</u>	<u>7,513,456</u>

### 10. Taxation

	2020 £	2019 £
<b>Corporation tax</b>		
Current tax on profits for the year	-	(2,976)
Adjustments in respect of previous periods	31,665	(49,785)
<b>Total current tax</b>	<u>31,665</u>	<u>(52,761)</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	(563,458)	(351,957)
Adjustments in respect of previous periods	(112,156)	6,588
Changes to tax rates	75,280	-
<b>Total deferred tax</b>	<u>(600,334)</u>	<u>(345,369)</u>
<b>Taxation on loss</b>	<u>(568,669)</u>	<u>(398,130)</u>

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 10. Taxation (continued)

#### Factors affecting tax charge for the year

The tax assessed for the year is higher than (2019 - higher than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
Loss before tax	<b>(10,569,304)</b>	(9,219,302)
Loss multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	<b>(2,008,168)</b>	(1,751,667)
<b>Effects of:</b>		
Non-tax deductible amortisation of goodwill	<b>207,804</b>	232,077
Expenses not deductible for tax purposes	<b>1,238,179</b>	946,568
Adjustments to tax charge in respect of prior periods	<b>(80,491)</b>	(46,173)
Losses carried back	-	76,977
Other timing differences	<b>52,637</b>	144,088
Tax rate differences	<b>26,510</b>	-
Deferred tax - other	<b>(5,140)</b>	-
<b>Total tax charge for the year</b>	<b>(568,669)</b>	(398,130)

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 10. Taxation (continued)

#### Factors that may affect future tax charges

Under legislation substantively enacted on 17 March 2020, the UK tax rate will remain to be 19% from 1 April 2020 onwards. As such, there will be no effect on future tax charges. The budget resolution has announced a rise of the UK Corporation tax rate to 25% from 1 April 2022. This has not been substantively enacted at the year end and as such has not impacted upon the calculation of deferred tax as at 31 March 2021. The utilisation of the new corporation tax rate proposed in the recent budget will be considered in future periods.

### 11. Intangible assets

#### Group

	Patents £	Brands £	Customer relationships £	Goodwill £	Total £
<b>Cost</b>					
At 1 January 2020	4,668	7,745,844	642,095	15,651,224	24,043,831
At 31 December 2020	4,668	7,745,844	642,095	15,651,224	24,043,831
<b>Amortisation</b>					
At 1 January 2020	4,668	2,299,441	230,113	6,506,743	9,040,965
Charge for the year	-	517,206	64,209	1,565,122	2,146,537
At 31 December 2020	4,668	2,816,647	294,322	8,071,865	11,187,502
<b>Net book value</b>					
At 31 December 2020	-	4,929,197	347,773	7,579,359	12,856,329
At 31 December 2019	-	5,446,403	411,982	9,144,481	15,002,866

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 12. Tangible fixed assets

#### Group

	Land and buildings £	Motor vehicles £	Fixtures, fittings and equipment £	Caravans £	Total £
<b>Cost</b>					
At 1 January 2020	58,421,690	318,900	808,113	6,579,317	66,128,020
Additions	1,144,733	2,228	91,077	308,953	1,546,991
Transfer to stock	-	-	-	(505,931)	(505,931)
Disposals	-	-	(8,470)	(245,279)	(253,749)
Transfer from stock	-	-	-	433,663	433,663
At 31 December 2020	<u>59,566,423</u>	<u>321,128</u>	<u>890,720</u>	<u>6,570,723</u>	<u>67,348,994</u>
<b>Depreciation</b>					
At 1 January 2020	4,558,626	62,509	551,445	2,313,086	7,485,666
Charge for the year	1,136,138	18,068	169,907	1,246,304	2,570,417
Disposals	-	-	(8,470)	(211,905)	(220,375)
Transfer to stock	-	-	-	(233,325)	(233,325)
At 31 December 2020	<u>5,694,764</u>	<u>80,577</u>	<u>712,882</u>	<u>3,114,160</u>	<u>9,602,383</u>
<b>Net book value</b>					
At 31 December 2020	<u>53,871,659</u>	<u>240,551</u>	<u>177,838</u>	<u>3,456,563</u>	<u>57,746,611</u>
At 31 December 2019	<u>53,863,064</u>	<u>256,391</u>	<u>256,668</u>	<u>4,266,231</u>	<u>58,642,354</u>

Tangible fixed assets with a carrying value of £57,746,611 (2019: £58,642,354) are pledged as security for the ultimate parent entity's bank loans.

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 12. Tangible fixed assets (continued)

The net book value of land and buildings may be further analysed as follows:

	2020 £	2019 £
Freehold	37,831,555	37,572,821
Long leasehold	16,040,104	16,290,243
	<u>53,871,659</u>	<u>53,863,064</u>

The Group has entered into a sale and leaseback agreement in 2018, secured on the land and buildings of the Group at three parks within Group - Seaview Holiday Village, Silver Sands Leisure Park, and Sand Le Mere Caravan Park. Under the terms of the agreement, the Group is subject to ongoing rental obligations ("ground rent") over the next 125 years. The Group has the option to repurchase the assets under finance lease for £1 at the end of the lease term. The total net book value of the assets held under finance lease is £16,040,104 (2019: £16,290,243).

### 13. Fixed asset investments

#### Company

	Investments in subsidiary companies £
<b>Cost and net book value</b>	
At 1 January 2020	75,465
At 31 December 2020	<u>75,465</u>

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 13. Fixed asset investments (continued)

#### Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Principal activity	Class of shares	Holding
Bridge Leisure Parks (Holdings) Limited	Holding company	Ordinary	100%
Bridge Leisure Parks Limited	Caravan park operator	Ordinary	100%
Bridge Leisure Management Limited	Management services company	Ordinary	100%
Trevella Caravan Company Limited	Caravan park operator	Ordinary	100%
Sand Le Mere Caravan Park Limited	Caravan park operator	Ordinary	100%
Bridge Leisure Parks (Finance) Limited	Holding company	Ordinary	100%
Seaview Holiday Village Limited	Caravan park operator	Ordinary	100%
Bridge Leisure Management (North) Limited	Management services company	Ordinary	100%
Turnberry Holiday Park Limited	Caravan park operator	Ordinary	100%
Silver Sands Leisure Park Limited	Caravan park operator	Ordinary	100%
Bridge Leisure Bidco Limited	Holding company	Ordinary	100%
Bridge Leisure Midco Limited	Holding company	Ordinary	100%
Bridge Leisure Finco Limited	Holding company	Ordinary	100%
Bowland Fell Park Limited	Caravan park operator	Ordinary	100%

Bridge Leisure Finco Limited is the only investment that is held directly.

The registered office of the remaining subsidiaries is 31 & 32 Shenley Pavilions, Chalkdell Drive, Shenley Wood, Milton Keynes, England, MK5 6LB.

### 14. Stocks

	Group 2020 £	Group 2019 £
Finished goods and goods for resale	<u>1,722,337</u>	<u>1,686,527</u>

The difference between purchase price of stocks and their replacement cost is not material.

The charge recognised in cost of sales for impairment of stock for the year was £Nil (2019 - £Nil).

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 15. Debtors

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Trade debtors	138,262	356,637	-	-
Amounts owed by group undertakings	-	-	12,979	2,968
Other debtors	592,413	345,899	33,542	30,677
Prepayments and accrued income	499,068	746,999	-	-
Corporation tax repayable	26,995	59,700	-	-
Deferred taxation	385,135	385,135	-	-
	<b>1,641,873</b>	<b>1,894,370</b>	<b>46,521</b>	<b>33,645</b>

Amounts owed by group undertakings are interest free and repayable on demand.

The credit recognised for impairment of trade debtors for the year was £108,056 (2019 - charge £215,326).

### 16. Creditors: Amounts falling due within one year

	Group 2020 £	Group 2019 £
Bank loans	3,000,000	-
Trade creditors	1,460,480	2,152,003
Other taxation and social security	554,569	1,210,103
Obligations under finance lease and hire purchase contracts	20,115	19,547
Other creditors	492,499	2,527,334
Accruals and deferred income	5,497,482	3,286,251
Financial instruments	17,651	87,774
	<b>11,042,796</b>	<b>9,283,012</b>

Obligations under finance lease and hire purchase contracts are secured on the assets to which they relate.

The Company has entered into an unlimited cross guarantee in respect of an overdraft facility, secured over all the assets of the Company and all its subsidiaries, as listed in these accounts. The net indebtedness of the above companies in respect of the overdraft facility at 31 December 2020 was £3,000,000 (2019 - £116,184).

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 17. Creditors: Amounts falling due after more than one year

	Group 2020 £	Group 2019 £
Bank loans	35,137,183	32,037,793
Loan notes	47,387,599	40,254,229
Obligations under finance lease	22,252,188	22,260,038
	<u>104,776,970</u>	<u>94,552,060</u>

Obligations under finance lease are secured on the assets to which they relate.



# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 18. Loans

	Group 2020 £	Group 2019 £
<b>Amounts falling due within one year</b>		
Bank loans	3,000,000	-
<b>Amounts falling due 2-5 years</b>		
Bank loans and facilities	35,137,183	32,037,793
<b>Amounts falling due after more than 5 years</b>		
Loan notes	47,387,599	40,254,229
	<u>85,524,782</u>	<u>72,292,022</u>

Unamortised loan issue costs of £460,824 (2019: £988,434) are capitalised against the bank loan balance.

The facilities are repayable 1 February 2024, other than the revolving credit facility which is repayable 1 February 2023.

Interest is charged at LIBOR + 5% and PIK interest at 2%. Interest arising pursuant to the PIK interest shall be capitalized and added to the outstanding balance.

The facilities are secured by a guarantee from Bridge Leisure Bidco Limited, Bridge Leisure Parks (Holdings) Limited, Bridge Leisure Parks (Finance) Limited, Bridge Leisure Management Limited, Bridge Leisure Parks Limited, Bridge Leisure Management (North) Limited, Sand Le Mere Caravan Parks Limited, Turnberry Holiday Park Limited, Trevella Caravan Company Limited, Sea View Holiday Village Limited and Silver Sands Leisure Parks Limited.

£25,142,211 (2019: £25,142,211) of loan notes accrue interest at a rate of 10% per annum. £2,993,142 (2019: nil) of loan notes carry interest of 8%.

The carrying value of loan notes at 31 December 2020 includes interest of £19,252,246 (2019: £15,112,018). The loan notes mature in January 2025.

In July 2020 the Group refinanced its debt, which included:

- £3,000,000 investment from shareholders in the form of £10,000 additional equity investment (see note 21) and issue of 8% unsecured subordinated redeemable loan notes 31-Jan-2025 for subscription price of £2,990,000.
- Covenant requirements on the bank loan and facilities including minimum liquidity (tested monthly from July 2020), minimum 12-month EBITDA (tested quarterly from December 2021) and a leverage test (suspended until December 2022).
- Revolving credit facility increased to £5,000,000 of which £3,000,000 was utilised at the year end.
- Accrued but unpaid interest outstanding at the date of the refinancing is added to the principal and due for repayment at the end of the term
- The repayment dates remain as 1 February 2024 for all existing bank debt other than the revolving credit facility which is 1 February 2023.

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 19. Financial instruments

	Group 2020 £	Group 2019 £
<b>Financial liabilities</b>		
Derivative financial instruments measured at fair value through profit or loss held as part of a trading portfolio	(17,651)	(87,774)

Derivative financial liabilities measured at fair value through profit or loss comprise interest rate swaps.

A gain of £70,123 was recognized through profit and loss upon revaluation of the interest rate swap at year end (2019 - gain of £11,838).

### 20. Deferred taxation

#### Group

	2020 £	2019 £
At beginning of year	(3,469,936)	(3,815,305)
Charged to profit or loss	600,334	345,369
<b>At end of year</b>	<b>(2,869,602)</b>	<b>(3,469,936)</b>

The deferred tax balance is made up as follows:

	Group 2020 £	Group 2019 £
<b>Comprising:</b>		
Asset - due after one year	4,062,198	4,019,171
Intangible assets	(273,049)	(131,894)
Liability	(937,182)	(385,135)
Other timing differences	17,635	(32,206)
	<b>2,869,602</b>	<b>3,469,936</b>
<b>Comprising:</b>		
Asset - due within one year	385,135	385,135
Liability	(3,254,737)	(3,855,071)
	<b>(2,869,602)</b>	<b>(3,469,936)</b>

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 21. Provisions

#### Group

	Provision for finance sales loss £
At 1 January 2020	100,000
At 31 December 2020	<u>100,000</u>

The provision for financial sales loss represents the expected future losses arising on repossession of caravans from customers who have or may default on their financing agreement.

### 22. Share capital

	2020 £	2019 £
<b>Allotted, called up and fully paid</b>		
76,516 (2019 - 75,465) Ordinary A1 shares of £0.01 each	755	755
1,003,586 (2019 - 2,535) Ordinary A2 shares of £0.01 each	10,036	25
17,600 (2019 - 17,600) Ordinary B shares of £1.00 each	17,600	17,600
2,108 (2019 - 2,108) Ordinary C shares of £1.00 each	2,108	2,108
	<u>30,499</u>	<u>20,488</u>

Only Ordinary A1 shares and Ordinary B shares carry voting rights.

On 10 July 2020 the Company issued at PAR 1,000,000 Ordinary A2 shares for total proceeds of £10,000 to existing shareholders in connection with the refinancing as disclosed in note 18.

On 24 August 2020 the Company issued at PAR 1,051 Ordinary A2 shares for total proceeds of £11.

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 23. Reserves

The Company's capital and reserves/(deficit) are as follows:

#### Called up share capital

Called up share capital represents the nominal value of the shares issued.

#### Share premium account

Share premium account includes the premium on issue of equity shares, net of any issue costs.

#### Profit and loss account

Profit and loss account represents cumulative profits or losses net of dividends paid and other adjustments.

### 24. Pension commitments

The Group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £109,842 (2019 - £110,263). Contributions totalling £19,282 (2019 - £23,626) were payable to the fund at the reporting date.

### 25. Commitments under operating leases

At 31 December 2020 the Group had future minimum lease payments under non-cancellable operating leases as follows:

	Group 2020 £	Group 2019 £
Not later than 1 year	189,676	181,642
Later than 1 year and not later than 2 years	149,887	181,642
Later than 2 years and not later than 5 years	409,872	421,127
Later than 5 years	5,960,624	6,097,248
<b>Total</b>	<b>6,710,059</b>	<b>6,881,659</b>

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 26. Finance leases

Finance lease liabilities of the Group are payable as follows:

	Total minimum lease payments 2020 £	Interest 2020 £	Principal 2020 £	Total minimum lease payments 2019 £	Interest 2019 £	Principal 2019 £
Less than one	679,900	659,786	20,114	679,900	660,354	19,546
Between one and five years	3,399,500	3,289,817	109,683	2,719,600	2,635,569	84,031
More than five years	79,499,868	56,919,557	22,580,311	80,859,669	58,233,591	22,626,078
	<b>83,579,268</b>	<b>60,869,160</b>	<b>22,710,108</b>	<b>84,259,169</b>	<b>61,529,514</b>	<b>22,729,655</b>

The Group entered into a sale and leaseback agreement for 125 years, secured on the freehold land and buildings owned by the Group. The ongoing rental obligations is £679,900 per annum ("ground rent"), increased for indexation annually.

The Group has the option to repurchase the assets under lease for £1 at the end of the lease term.

Arrangement fees associated with the finance lease of £Nil (2019: £Nil) have been capitalised and will be amortised into income over the life of the lease. The rate implicit in this lease is 2.9%. The amount of unamortised fees as at 31 December 2020 was £Nil (2019 - £Nil).

### 27. Analysis of net debt

	At 1 January 2020 £	Cash flows £	Other non- cash changes £	At 31 December 2020 £
Cash at bank and in hand	2,110,455	4,652,703	-	6,763,158
Debt due after 1 year	(72,292,022)	(2,993,142)	(7,239,618)	(82,524,782)
Debt due within 1 year	-	(2,000,000)	(1,000,000)	(3,000,000)
Derivatives	(87,774)	-	70,123	(17,651)
Obligations under finance lease and hire purchase contracts	(22,279,585)	-	(430,523)	(22,710,108)
	<b>(92,548,926)</b>	<b>(340,439)</b>	<b>(8,600,018)</b>	<b>(101,489,383)</b>

# Bridge Leisure Topco Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

### 28. Related party transactions

A S Howe and S Williams were directors of the Company and have an equity interest in the company and the group through their subscription for "A2" and "B" shares in the company.

In addition, A S Howe and S Williams had an interest in management loan notes.

Phoenix Equity Partners were the holders of the "A1" shares in the Company and loan notes.

During the year, the Company entered into transactions, in the normal course of business, with these related parties. The transactions entered into, and the balances outstanding at 31 December 2020 are as follows:

	2021 £	2020 £
<b>Phoenix Equity Partners and Management</b>		
Payable at the beginning of the year	40,254,229	36,597,865
Interest accruing on loan notes	4,140,228	3,656,364
8% loan notes issued in the year	2,993,142	-
	<u>47,387,599</u>	<u>40,254,229</u>

### 29. Events after the reporting date

On 18 May 2021 the entire share capital of Bridge Leisure Topco Limited was acquired by Tiger Bidco Limited, part of the Park Holidays Group. As a result of this transaction all bank debt and investor loan notes within the Bridge Leisure Group were settled in full on the same date from acquisition proceeds. The Bridge Leisure Group has no continuing obligations towards its lenders or investors.

Following the acquisition, a restructuring exercise has commenced to consider the extent of ongoing trade and activities in the Group and its subsidiaries which may include transfer of trade and assets to other Park Holiday group entities. The exercise is in the early stage of review with no committed actions at the date of approval of these financial statements.

### 30. Controlling party

The Company was controlled by Phoenix Equity Partners at the reporting date.