

Dignity (2002) Limited
Unaudited Investor Report
for the 52 week period ended 26 June 2020

To: BNY Mellon Corporate Trustee Services Limited

Fitch Ratings Limited

Standard & Poor's

Bloomberg

From: Dignity (2002) Limited (as Borrower)

Terms defined in the Issuer / Borrower Loan Agreement ('IBLA') shall have the same meaning herein.

NOTICE TO THE READER

The information contained in this report represents information on Dignity (2002) Limited and its subsidiaries (the 'Dignity (2002) Group'), a sub-group of the Dignity plc group ('Group').

The information set out herein is not necessarily representative of the performance of the Group as a whole and should not be relied upon in this respect. For example it does not include profits and losses generated by certain companies held outside the Dignity (2002) Group or any dividends declared to shareholders of Dignity plc.

Dignity (2002) Limited

Unaudited Investor Report

for the 52 week period ended 26 June 2020

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Dignity (2002) Limited

Financial Overview

Review of operations

- Unaudited EBITDA for the 52 week period ended 26 June 2020 was £73.0m compared to £72.3m for the audited 52 week period ended 27 December 2019.

Change in accounting policy

- The Dignity (2002) Group has changed its accounting policies relating to the adoption of IFRS 16. See note 14 for further information. Financial Covenants are not affected.

Competition and Markets Authority ('CMA') investigation update

- On 28 May 2020, the CMA issued an updated administrative timetable. Consequently, their Provisional Decision Report is expected in August 2020. This will be followed by response hearings in the autumn, which the Dignity (2002) Group anticipates being invited to participate in. The CMA has set a deadline of 29 January 2021 for any final responses to the Provisional Decision Report, consistent with their legal requirement to issue the Final Decision Report on or before 27 March 2021.

Trading locations

- The number of funeral locations within the Dignity (2002) Group at the period end was 739, which compares to 750 at 27 December 2019. The movement in the portfolio is shown below:

	Dignity (2002) Group	Non-Obligor	Dignity Group
Number of locations at 27 December 2019 ^{§1}	750	70	820
Branch closure - freehold	(3)	-	(3)
Branch closure – leasehold	(8)	(2)	(10)
Number of locations at 26 June 2020 ^{§1}	739	68	807

- The Dignity (2002) Group operates from 40 crematoria (Dec 2019: 40). Non-Obligors operate from an additional 6 crematoria (Dec 2019: 6).

Post balance sheet event

- On 25 July 2020, the Dignity (2002) Group used pre-existing abilities in the securitisation documentation to acquire various trading assets held by Non Obligors.

This action will allow the profit generated by these assets to be recorded as EBITDA for the Financial Covenant and will therefore generate additional covenant headroom in the future. In the twelve months ended 26 June 2020, the assets now transferred generated approximately £12 million of EBITDA (and generated approximately £10 million in 2019).

^{§1} Excludes eight telephone branches within the Dignity (2002) Group and three telephone branches relating to Non-Obligors.

Dignity (2002) Limited

Consolidated EBITDA and capital expenditure

for the 52 week period ended 26 June 2020

	<i>Note</i>	<i>Funeral services</i>	<i>Crematoria</i>	<i>Pre-arranged funeral plans</i>	<i>Portfolio</i>	<i>Central overheads</i>	52 week period ending 26 Jun 2020	<i>52 week period ending 27 Dec 2019</i>
		<i>£m</i>	<i>£m</i>	<i>£m</i>	<i>£m</i>	<i>£m</i>	£m	<i>£m</i>
Net revenue		189.7	71.9	23.8	285.4	-	285.4	273.5
Operating expenses		(127.6)	(30.4)	(23.8)	(181.8)	(30.6)	(212.4)	(201.2)
EBITDA	1	62.1	41.5	-	103.6	(30.6)	73.0	72.3
Movement in provisions		n/a	n/a	n/a	n/a	n/a	-	-
Taxation	2	n/a	n/a	n/a	n/a	n/a	(3.7)	(5.2)
Minimum Capex Maintenance Amount	3	n/a	n/a	n/a	n/a	n/a	(10.9)	(10.9)
Free Cashflow		n/a	n/a	n/a	n/a	n/a	58.4	56.2
Actual Capital Maintenance Expenditure – <i>calendar YTD</i>		2.9	1.2	-	4.1	0.4	4.5	10.4
Expenditure on Permitted Crematorium – Developments by Obligors – <i>52 week period</i>		-	1.4	-	1.4	-	1.4	3.4

Dignity (2002) Limited

Consolidated Net Assets, Cash balances, Financial Indebtedness, Permitted Obligor Acquisitions and Permitted Disposals

as at 26 June 2020

	Note	26 Jun 2020	27 Dec 2019
Consolidated Net Assets:	4	<i>£m</i>	<i>£m</i>
Fixed assets		1,540.6	1,459.9
Other current assets		95.6	83.7
Total current assets	5	95.6	83.7
Other creditors: amounts falling due within one year		(353.5)	(339.3)
Creditors: amounts falling due within one year		(353.5)	(339.3)
Net current liabilities		(257.9)	(255.6)
Total assets less current liabilities		1,282.7	1,204.3
Creditors: amounts falling due after more than one year		(1,845.4)	(1,753.3)
Provisions for liabilities		(2.8)	(9.8)
Pension liability		(34.5)	(26.0)
Net liabilities		(600.0)	(584.8)
Cash balances – amounts standing to the credit of:			
Capex Reserve Account	6	0.5	-
Funeral Home Reserve Account		-	-
Loan Payments Account	6	17.8	4.9
Issuer Transaction Account		17.3	17.3
Crematorium Reserve Account		-	-
Principal Reserve Account		-	-
Elective Capex Account		-	0.1
Special Capex Account		-	-
Restricted Payments Account		-	-
Upgrade Reserve Account		-	-
Permitted Obligor Acquisitions and Permitted Disposals:			
Permitted Obligor Acquisitions (gross) in the Relevant Period	7	0.1	0.4
Permitted Disposals (gross) in the Relevant Period (where Net Sale Proceeds exceeds £75,000 x CPI)	8	0.5	1.9
Financial Indebtedness:	10	719.7	724.9

Dignity (2002) Limited

Coverages and covenants

for the 52 week period ended 26 June 2020

		52 week period ending	<i>52 week period ending</i>
	Note	26 Jun 2020 £m	<i>27 Dec 2019 £m</i>
EBITDA for the Relevant Period		73.0	72.3
Free Cashflow for the Relevant Period		58.4	56.2
Debt Service for the Relevant Period	9	34.0	34.0
Financial Covenant			
EBITDA DSCR ('Debt Service cover ratio') :			
Target		>= 1.5 : 1	>= 1.5 : 1
Actual		2.15 :1	2.13 :1
Restricted Payment Condition			
Free Cashflow DSCR :			
Target		>= 1.4 : 1	>= 1.4 : 1
Actual		1.72 :1	1.65 :1
EBITDA DSCR :			
Target		>=1.85:1	>=1.85 : 1
Actual		2.15 :1	2.13 :1

Confirmations

The Dignity (2002) Group confirms that the Financial Covenant has been observed for the Relevant Period ending 30 June 2020.

The Restricted Payment Condition in relation to each Restricted Payment below has been satisfied.

On 14 July 2020, Restricted Payments totalling £16.3m were paid to members of the Dignity Group.

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 26 June 2020

1 EBITDA

EBITDA has been calculated in accordance with the definition in the IBLA. Pension costs are stated on a cash basis and have been allocated on a divisional basis.

For the benefit of users of this report, divisional EBITDA for the Relevant Periods was as follows:

<i>52 week period ended 26 Jun 2020</i>	<i>Funeral services £m</i>	<i>Crematoria £m</i>	<i>Pre-arranged funeral plans £m</i>	<i>Central overheads £m</i>	<i>Group £m</i>
Net revenue	189.7	71.9	23.8	-	285.4
Operating expenses	(127.6)	(30.4)	(23.8)	(30.6)	(212.4)
EBITDA	62.1	41.5	-	(30.6)	73.0
<i>52 week period ended 27 Dec 2019</i>					
Net revenue	183.3	69.0	21.2	-	273.5
Operating expenses	(122.6)	(30.3)	(21.2)	(27.1)	(201.2)
EBITDA	60.7	38.7	-	(27.1)	72.3

2 Taxation

Taxation represents amounts paid in cash or falling due in respect of Tax during the Relevant Period.

3 Minimum Capex Maintenance Amount

The IBLA requires the Minimum Capex Maintenance Amount rather than actual spend to be deducted in arriving at Free Cashflow.

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 26 June 2020

4 Consolidated Net Assets

The consolidated net assets as at 27 December 2019 as disclosed in this Investor Report represent the final audited figures as per the 2019 statutory accounts.

Following the issuance of the Investor Report as at 27 December 2019, adjustments have been made to the balance sheet of the Dignity (2002) Group, which increased Other current assets by £0.7m, increased Total current assets by £0.7m, reduced Other creditors: amounts falling due within one year by £0.1m, reduced Creditors: amounts falling due within one year by £0.1m, reduced Net current liabilities by £0.8m, increased Total assets less current liabilities by £0.8m and reduced Net liabilities by £0.8m.

These changes did not result in any changes to the financial covenants.

5 Total current assets

Total current assets include cash at bank and in hand of £53.2m (Dec 2019: £39.2m) of which £6.8m (Dec 2019: £0.9m) is cash held for operations.

6 Reserve account balances

Loan Payments Account

On 14 July 2020, Restricted Payments totalling £16.3m were paid from the Loan Payments Account to members of the Dignity Group.

Capex Reserve Account

The balance in this account represents cash set aside under clause 15.1 of the IBLA.

7 Permitted Obligor Acquisitions

The expenditure in the Relevant Period relates to the acquisition of businesses and properties other than crematoria properties and Funeral Home Start-Ups.

8 Permitted Disposals

There are two asset disposals by Obligors in the Relevant Period, where the market value exceeded £75,000 x CPI, comprised of freehold properties that were not directly EBITDA generating.

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 26 June 2020

9 Debt Service and Financial Covenant

The Dignity (2002) Group confirms that none of the following occurred in the Relevant Period ending 30 June 2020:

- Loan Event of Default
- Potential Loan Event of Default
- Financial Adviser Appointment Event

The Dignity (2002) Group made the following debt repayments to Bondholders during the Relevant Period (paid on 30 June 2020 and 31 December 2019):

	<i>Interest</i>	<i>Principal</i>
	<i>£'000</i>	<i>£'000</i>
Class A Secured 3.5456% Notes due 2034	6,844	9,649
Class B Secured 4.6956% Notes due 2049	16,735	-
	<u>23,579</u>	<u>9,649</u>

Debt Service for the Relevant Period ending 30 June 2020 has been calculated as follows:

	<i>Principal</i>	<i>Annual rate</i>	<i>Interest</i>
	<i>£'000</i>	<i>%</i>	<i>£'000</i>
Senior Interest accruing in the period			
Class A Notes	185,784	3.5556%	6,864
Class B Notes	356,402	4.7056%	16,771
Working capital facility	5,000	1.10%	55
Liquidity facility	55,000	1.10%	605
Senior Interest accrued in the period			24,295
Finance leases			70
Interest received in the period	Variable	Variable	(29)
Scheduled repayments of principal in the period		n/a	9,649
Debt Service for the Relevant Period			33,985

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 26 June 2020

10 Financial Indebtedness

“**Financial Indebtedness**” means any indebtedness for or in respect of:

- (a) moneys borrowed;
- (b) any amount raised by acceptance under any acceptance credit facility;
- (c) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument;
- (d) the amount of any liability in respect of any lease, credit sale, conditional sale agreement or hire purchase contract which would, in accordance with Accounting Policies, be treated as a finance or capital lease;
- (e) receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis);
- (f) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing;
- (g) any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account);
- (h) any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; and
- (i) the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (a) to (h) above.

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 26 June 2020

11 Dignity plc

For the avoidance of doubt, the financial information contained elsewhere in this report relates to the unaudited consolidated results and financial position of Dignity (2002) Limited and its subsidiaries ('the Dignity (2002) Group') as required under the IBLA. The ultimate parent undertaking of Dignity (2002) Limited is Dignity plc.

Consequently, the financial information set out elsewhere in this report does not include the results of either the ultimate or intermediate parent undertakings of Dignity (2002) Limited, nor any adjustments necessary as to present the consolidated results and financial position of the combined groups.

Specifically, the financial information set out elsewhere in this report does not include certain adjustments, including, but not limited to, the following:

- Certain administrative expenses accruing to the parent undertakings of the Dignity (2002) Group;
- Interest payable and receivable on borrowings or loans between the Dignity (2002) Group and its parent undertakings;
- Interest payable or receivable on borrowings or loans held by either the ultimate or intermediate parent undertakings of Dignity (2002) Limited;
- Dividends declared or receivable by either the ultimate or intermediate parent undertakings of Dignity (2002) Limited;
- The non-cash effects of IAS 19 in the Relevant Period;
- The net assets of either the ultimate or intermediate parent undertakings of Dignity (2002) Limited; and
- Any adjustments necessary in order to present the combined results and financial position of any entity outside the control of the Dignity (2002) Group.

This report has been prepared under EU adopted International Financial Reporting Standards (IFRS).

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 26 June 2020

12 Terminology

The following capitalised terms and phrases used in this report are defined in the Issuer / Borrower Loan Agreement ('IBLA') and have the same meanings in this report as defined in the IBLA:

Accounting Standards Change	Additional Obligor	Annual Upgrade Update	Borrower	Capital Maintenance Expenditure	Change of Basis Election
Debt Service	Dignity Group	EBITDA	Financial Adviser Appointment Event	Financial Covenant	Financial Indebtedness
Free Cashflow	Funeral Home Start-Up	Issuer	Loan Event of Default	Minimum Capex Maintenance Amount	Non-Obligor
Non-Obligor Investment	Note Trustee	Obligor Transaction Documents	Permitted Crematorium Development	Permitted Disposal	Permitted Obligor Acquisition
Portfolio	Potential Loan Event of Default	Relevant Period	Restricted Payment	Restricted Payment Condition	Senior Interest
Secured Notes	Securitisation Group	Security Trustee	Tax	Tax Deed of Covenant	

13 Investor Report Information to Bloomberg

The Dignity (2002) Group is a sub-group of the Dignity plc Group, which is listed on the London Stock Exchange. As a result, this Investor Report is publicly available on the Group's Investor website www.dignityfunerals.co.uk/corporate. The Dignity (2002) Group has therefore published this entire Investor Report on Bloomberg, rather than restricting the information provided as permitted by the IBLA.

14 Accounting Standards Change

The Dignity (2002) Group has adopted IFRS 15 retrospectively and has also changed its accounting policy regarding certain pre-arranged funeral plan trusts. Further details may be found in the Dignity plc Group's 2019 Annual Report, which is available on the Group's investor website.

The Dignity (2002) Group has also adopted IFRS 16 from the start of 2020. Further details on the impact of this accounting policy change can be found in the audited financial statements of the Dignity (2002) Group once filed at Companies House.

In accordance with clause 13.6 of the Issuer/Borrower Loan Agreement, the Borrower has notified the Security Trustee that it is making a Change of Basis Election in respect of these Accounting Standards Change.

These Accounting Standards Change does not therefore result in a change to the Impacted Ratios and Tests. However, as the Consolidated Net Assets is not an Impacted Ratio or Test, the Consolidated Net Assets statement has been restated.

15 Quarterly reference dates

The Dignity (2002) Group prepares accounts drawn up to the nearest Friday before the Quarter End Date each quarter. As a result the combined and consolidated information reflects the 52 week period ending 26 June 2020 and 52 week period ending 27 December 2019.