

Dignity (2002) Limited
Unaudited Investor Report
for the 52 week period ended 26 March 2021

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 March 2021

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Dignity (2002) Limited

Financial Overview

Review of operations

- Unaudited EBITDA for the 52 week period ended 26 March 2021 was £77.3m compared to £67.6m for the audited 52 week period ended 25 December 2020.

Acquisition of trading assets held by Non-Obligors

- As disclosed in the June 2020 Investor Report, 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).

Trading locations

- The number of funeral locations within the Dignity (2002) Group at the period end was 793 which compares to 795 at 25 December 2020. The movement in the portfolio is shown below:

	Dignity (2002) Group
Number of locations at 25 December 2020 ^{§1}	795
Branch closure – freehold	(1)
Branch closure – leasehold	(1)
Other openings	-
Number of locations at 26 March 2021 ^{§1}	<u><u>793</u></u>

- Following the acquisition of trading assets held by Non-Obligors, there are no other funeral locations outside of the Dignity (2002) Group.
- The Dignity (2002) Group operates from 44 crematoria (Dec 2020: 44). Non-Obligors operate from an additional 2 crematoria (Dec 2020: 2).

^{§1} Excludes 12 (2020: 12) telephone branches within the Dignity (2002) Group.

Dignity (2002) Limited

Consolidated EBITDA and capital expenditure

for the 52 week period ended 26 March 2021

		<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 Mar 2021	52 week period ending 25 Dec 2020
	<i>Note</i>	<i>£m</i>	<i>£m</i>	<i>£m</i>	<i>£m</i>	<i>£m</i>	<i>£m</i>	<i>£m</i>
Net revenue		200.1	80.6	31.6	312.3	-	312.3	294.2
Operating expenses		(138.0)	(32.1)	(31.6)	(201.7)	(33.3)	(235.0)	(226.6)
EBITDA	1	62.1	48.5	-	110.6	(33.3)	77.3	67.6
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	(2.8)	(3.1)
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	63.6	53.6
<hr/>								
Actual Capital Maintenance Expenditure – calendar YTD		1.8	1.2	-	3.0	0.6	3.6	9.4
Expenditure on Permitted Crematorium – Developments by Obligors – 52 week period		-	1.2	-	1.2	-	1.2	1.1

Dignity (2002) Limited

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

as at 26 March 2021

	Note	26 Mar 2021	25 Dec 2020
Consolidated Net Assets:	4	£m	£m
Fixed assets		1,663.0	1,654.3
Other current assets		107.6	91.2
Total current assets	5	107.6	91.2
Other creditors: amounts falling due within one year		(446.4)	(448.1)
Creditors: amounts falling due within one year		(446.4)	(448.1)
Net current liabilities		(338.8)	(356.9)
Total assets less current liabilities		1,324.2	1,297.4
Creditors: amounts falling due after more than one year		(1,843.6)	(1,845.6)
Provisions for liabilities		(11.9)	(12.0)
Pension liability		(36.3)	(36.6)
Net liabilities		(567.6)	(596.8)
Cash balances – amounts standing to the credit of:			
Capex Reserve Account	6	2.0	0.5
Funeral Home Reserve Account		-	-
Loan Payments Account	6	1.7	2.2
Issuer Transaction Account		0.4	17.3
Latent Tax Reserve Account	6	0.4	0.4
Crematorium Reserve Account		-	-
Principal Reserve Account		-	-
Elective Capex Account		0.2	0.2
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	0.1
Permitted Disposals (gross) in the Relevant Period (where Net Sale Proceeds exceeds £75,000 x CPI)	8	0.7	0.7
Financial Indebtedness	10	799.6	793.2

Dignity (2002) Limited

Coverages and covenants

for the 52 week period ended 26 March 2021

		<i>52 week period ending</i>	<i>52 week period ending</i>
	<i>Note</i>	<i>26 Mar 2021 £m</i>	<i>25 Dec 2020 £m</i>
EBITDA for the Relevant Period		77.3	67.6
Free Cashflow for the Relevant Period		63.6	53.6
Debt Service for the Relevant Period	9	33.9	34.0
Financial Covenant			
EBITDA DSCR ('Debt Service cover ratio') :			
Target		>= 1.5 : 1	>= 1.5 : 1
Actual		2.28 :1	1.99 :1
Restricted Payment Condition			
Free Cashflow DSCR :			
Target		>= 1.4 : 1	>= 1.4 : 1
Actual		1.88 :1	1.57 :1
EBITDA DSCR :			
Target		>=1.85:1	>=1.85 : 1
Actual		2.28 :1	1.99 :1

Confirmations

The Dignity (2002) Group confirms that the Financial Covenant has been observed for the Relevant Period ending 31 March 2021.

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 March 2021

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 Mar 2021</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	200.1	80.6	31.6	-	312.3
Operating expenses	(138.0)	(32.1)	(31.6)	(33.3)	(235.0)
EBITDA	62.1	48.5	-	(33.3)	77.3
<i>52 week period ended 25 Dec 2020</i>					
Net revenue	189.7	75.7	28.8	-	294.2
Operating expenses	(133.7)	(31.6)	(28.8)	(32.5)	(226.6)
EBITDA	56.0	44.1	-	(32.5)	67.6

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 March 2021

4 Consolidated Net Assets

The consolidated net assets as at 25 December 2020 in this Investor Report remain subject to audit. Any changes are not anticipated to result in any changes to the Financial Covenants and audited financial statements will be delivered to the Note Trustee on or before 24 May 2021, as required by the IBLA.

5 Total current assets

Total current assets include cash at bank and in hand of £57.0m (Dec 2020: £45.6m) of which £25.4m (Dec 2020: £2.9m) is cash held for operations.

6 Reserve account balances

Loan Payments Account

The balance in this account represents cash set aside to pay the future tax payments of the Dignity (2002) Group.

Capex Reserve Account

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

Latent Tax Reserve Account

The balance in this account represents cash set aside pursuant to clause 17.6.6 (b) 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 four 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 March 2021

9 Debt Service and Financial Covenant

The Dignity (2002) Group confirms that none of the following occurred in the Relevant Period ending 31 March 2021:

- 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 2020):

	<i>Interest</i>	<i>Principal</i>
	<i>£'000</i>	<i>£'000</i>
Class A Secured 3.5456% Notes due 2034	6,673	9,821
Class B Secured 4.6956% Notes due 2049	16,735	-
	23,408	9,821

Debt Service for the Relevant Period ending 31 March 2021 has been calculated as follows:

		<i>Principal</i>	<i>Annual rate</i>	<i>Interest</i>
	<i>Note</i>	<i>£'000</i>	<i>%</i>	<i>£'000</i>
Senior Interest accruing in the period				
Class A Notes		180,829	3.5556%	6,607
Class B Notes		356,402	4.7056%	16,771
Working capital facility	15	5,000	1.10%	28
Liquidity facility		55,000	1.10%	605
Senior Interest accrued in the period				24,011
Finance leases				68
Interest received in the period		Variable	Variable	(19)
Scheduled repayments of principal in the period			n/a	9,821
Debt Service for the Relevant Period				33,881

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 26 March 2021

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 March 2021

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 March 2021

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 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 March 2021 and 52 week period ending 25 December 2020.

15 Ancillary Facilities

The Dignity (2002) Group's £5 million Working Capital Facility has not been renewed and expired during October 2020.

The Dignity (2002) Group's £55 million Liquidity Facility remains available.