



Dignity (2002) Limited

Unaudited Investor Report

for the 52 week period ended 28 June 2013

To: BNY Corporate Trustee Services Limited

Fitch Ratings Limited

Standard & Poor's

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.

Furthermore, the Group reports its results in accordance with International Financial Reporting Standards ('IFRS'), whilst the Dignity (2002) Group will continue to apply UK Generally Accepted Accounting Principles ('UK GAAP').

Dignity (2002) Limited

Unaudited Investor Report

for the 52 week period ended 28 June 2013

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Dignity (2002) Limited

Financial Overview

Review of operations

- Unaudited EBITDA for the 52 week period ended 28 June 2013 was £83.9m compared to £78.1m for the audited 52 week period ended 28 December 2012.
- This performance is due to increased contributions from all operating divisions.

Trading locations

- The number of funeral locations within the Securitisation Group at the period end was 624, which compares to 615 at 28 December 2012. The movement in the portfolio is shown below:

Number of locations at 28 December 2012 ^{§1}	615
Acquisitions – leasehold	1
Satellite locations – short leasehold	9
Branch closure – leasehold	(1)
Number of locations at 28 June 2013 ^{§1}	<u>624</u>

- Non-Obligors also acquired 40 funeral locations in the year (Dec 2012: 12) and as a result, the entire Dignity Group operated 685 funeral locations as at 28 June 2013 (Dec 2012: 636). The 40 Non-Obligor funeral locations arose from the acquisition of Yew Holdings Limited on 25 January 2013.
- The Dignity (2002) Group operates from 37 crematoria (Dec 2012: 37). Non-Obligors also acquired two crematoria (Dec 2012: nil) from the acquisition of Yew Holdings Limited, and as a result, the entire Dignity Group operated 39 crematoria as at 28 June 2013 (Dec 2012: 37).
- The Dignity (2002) Group continues to pursue other opportunities to acquire small, 'bolt-on' funeral locations and additional crematoria as part of its stated strategy of developing its portfolio of funeral locations and crematoria.

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 28 June 2013 and 52 week period ending 28 December 2012.

^{§1} Excludes 8 telephone branches.

Dignity (2002) Limited

Consolidated EBITDA and capital expenditure

for the 52 week period ended 28 June 2013

	Note	Funeral services £m	Crematoria £m	Pre-arranged funeral plans £m	Portfolio £m	Central overheads £m	52 week period ending 28 Jun 2013 £m	52 week period ending 28 Dec 2012 £m
Net revenue		160.3	50.1	25.4	235.8	-	235.8	225.2
Operating expenses	1	(96.4)	(23.2)	(19.6)	(139.2)	(12.7)	(151.9)	(147.1)
EBITDA	1	63.9	26.9	5.8	96.6	(12.7)	83.9	78.1
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	(9.2)	(8.4)
Minimum Capex Maintenance Amount	3	n/a	n/a	n/a	n/a	n/a	(9.5)	(9.3)
Free Cashflow		n/a	n/a	n/a	n/a	n/a	65.2	60.4
Actual Capital Maintenance Expenditure – <i>calendar YTD</i>		5.2	0.7	-	5.9	0.5	6.4	11.6
Expenditure on Permitted Crematorium Developments by Obligors – <i>52 week period</i>		-	-	-	-	-	-	-

Dignity (2002) Limited

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

as at 28 June 2013

	<i>Note</i>	<i>28 Jun</i> <i>2013</i> <i>£m</i>	<i>28 Dec</i> <i>2012</i> <i>£m</i>
Consolidated Net Assets:	4		
Fixed assets		245.9	246.1
Total current assets	5	43.5	68.5
Creditors: amounts falling due within one year		(156.9)	(180.0)
Net current liabilities		(113.4)	(111.5)
Total assets less current liabilities		132.5	134.6
Creditors: amounts falling due after more than one year		(301.8)	(306.8)
Provisions for liabilities		(8.3)	(9.4)
Pension (liability)/asset (net of deferred tax)		(2.5)	0.1
Net liabilities		(180.1)	(181.5)
Cash balances – amounts standing to the credit of:			
Capex Reserve Account		-	-
Funeral Home Reserve Account		-	-
Loan Payments Account	6	5.3	14.3
Issuer Transaction Account	6	0.1	15.8
Crematorium Reserve Account		-	-
Principal Reserve Account		-	-
Elective Capex Account	6	1.9	1.9
Special Capex Account		-	-
Restricted Payments Account		-	-
Upgrade Reserve Account	6	2.4	1.9
Permitted Obligor Acquisitions and Permitted Obligor Disposals:			
Permitted Obligor Acquisitions (gross) in the Relevant Period	7	7.9	6.4
Permitted Obligor Disposals (gross) in the Relevant Period (where Net Sale Proceeds exceeds £50,000 x RPI)	8	0.5	0.6
Financial Indebtedness:	10	439.8	452.8

Dignity (2002) Limited

Coverages and covenants

for the 52 week period ended 28 June 2013

		<i>52 week period ending</i>	<i>52 week period ending</i>
	<i>Note</i>	<i>28 Jun 2013 £m</i>	<i>28 Dec 2012 £m</i>
EBITDA for the Relevant Period		83.9	78.1
Free Cashflow for the Relevant Period		65.2	60.4
Debt Service for the Relevant Period	9	32.2	32.1

Financial Covenant

EBITDA DSCR ('Debt Service cover ratio') :

Target	>= 1.5 : 1	>= 1.5 : 1
Actual	2.61:1	2.43:1

Restricted Payment Condition

Free Cashflow DSCR :

Target	>= 1.4 : 1	>= 1.4 : 1
Actual	2.02:1	1.88:1

EBITDA DSCR :

Target	>=1.85 : 1	>=1.85 : 1
Actual	2.61:1	2.43:1

Confirmations

The Dignity (2002) Group confirms that the Financial Covenant has been observed for the Relevant Period ending 30 June 2013.

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

On 31 December 2012, a Restricted Payment totalling £9.5m was paid to Dignity Holdings Limited as a loan. This loan was offset against the existing loan from Dignity Holdings Limited to Borrower in accordance with clause 19.16.1 (b) of the IBLA. These funds were subsequently paid to Dignity plc by way of a dividend.

On 28 June 2013, a Restricted Payment totalling £16.7m was paid to Dignity (2004) Limited as a dividend. These funds were subsequently paid to Dignity plc by way of a dividend.

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 28 June 2013

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 28 Jun 2013</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	160.3	50.1	25.4	-	235.8
Operating expenses	(96.4)	(23.2)	(19.6)	(12.7)	(151.9)
EBITDA	63.9	26.9	5.8	(12.7)	83.9
<i>52 week period ended 28 Dec 2012</i>					
Net revenue	153.5	46.6	25.1	-	225.2
Operating expenses	(93.2)	(21.9)	(19.9)	(12.1)	(147.1)
EBITDA	60.3	24.7	5.2	(12.1)	78.1

2 Taxation

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

3 Capex Maintenance Amount

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

4 Consolidated net assets

The consolidated net assets as at 28 December 2012 as disclosed in this Investor Report represent the final audited figures as per the 2012 statutory accounts.

Following the issuance of the Investor Report as at 28 December 2012, an adjustment has been made to the balance sheet of the Dignity (2002) Group to reflect a reclassification of £0.1m between Creditors: amounts falling due within one year, and Creditors: amounts falling due after more than one year. Accordingly, the consolidated net assets as at 28 December 2012 have been adjusted to the following:

- Creditors: amounts falling due within one year (£180.0m)
- Net current liabilities (£111.5m)
- Total assets less current liabilities £134.6m
- Creditors: amounts falling due after more than one year (£306.8m)

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

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 28 June 2013

5 Total current assets

Total current assets include cash at bank and in hand of £9.9m (Dec 2012: £35.3m).

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.

Elective Capex Account

The balance in this account represents the receipt of the actuarial surplus from the Pre-arranged funeral plan trust and proceeds from the sale of freehold properties.

Upgrade Reserve Account

The balance on the Upgrade Reserve Account is £2.4m. The movement in the balance during the Relevant Period is net of contributions and withdrawals.

The Dignity (2002) Group is now compliant with environmental legislation that required all crematoria in the United Kingdom to reduce their emissions of mercury by 50% by 2012.

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 Obligor Disposals

Asset disposals in the Relevant Period, where the market value exceeded £50,000, comprised of four freehold properties that were not directly EBITDA-generating.

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 28 June 2013

9 Debt Service and Financial Covenant

The Dignity (2002) Group confirms that none of the following occurred in the Relevant Period ending 30 June 2013:

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

The Company made the following debt repayments during the Relevant Period (paid on 31 December 2012 and 28 June 2013):

	<i>Interest</i>	<i>Principal</i>
	<i>£'000</i>	<i>£'000</i>
Class A Secured 6.310% Notes due 2023	9,211	8,621
Class B Secured 8.151% Notes due 2030	13,515	-

The interest payments above include the 1bp margin payable under the IBLA. The actual payments to bondholders were £9,196,000 and £13,498,000 under the Class A and Class B Notes respectively.

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 28 June 2013

9 Debt Service and Financial Covenant (continued)

Debt Service for the Relevant Period ending 30 June 2013 has been calculated as follows:

	<i>Principal</i>	<i>Annual rate</i>	<i>Interest</i>
Senior Interest accruing in the period	£'000	%	£'000
Class A Notes	143,627	6.32%	9,211
Class B Notes	165,600	8.161%	13,515
Working capital facility	5,000	0.45%	22
Liquidity facility	50,000	0.75% ^{§1}	312
Hedging documents	202,500	0.3404% ^{§2}	689
Senior Interest accrued in the period			23,749
Interest received in the period	Variable	Variable	(129)
Scheduled repayments of principal in the period		n/a	8,621
Debt Service for the Relevant Period			32,241

^{§1} The annual interest rate for the £50m liquidity facility increased by 25 basis points to 0.75% from 12 January 2013.

^{§2} Net rate payable on notional principal.

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 28 June 2013

10 Financial Indebtedness

Following the issue of further Class A and B secured notes on 21 February 2006, the IBLA was amended and restated. The restatement at this time incorporated an amendment that replaced the requirement to report Permitted Financial Indebtedness with that of Financial Indebtedness, which is defined as follows:

“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 UK GAAP, 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 28 June 2013

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 FRS 17 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 UK Generally Accepted Accounting Principles ('UK GAAP'). Dignity plc prepares its consolidated financial statements under IFRS principles.

Dignity (2002) Limited

Notes to the Investor Report

for the 52 week period ended 28 June 2013

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:

Additional Obligors	Annual Upgrade Update	Borrower	Debt Service	EBITDA	Financial Adviser Appointment
Financial Covenant	Financial Indebtedness	Free Cashflow	Funeral Home Start-Ups	Issuer	Loan Event of Default
Maintenance Capex	Non-Obligor	Note Trustee	Permitted Obligor Acquisition	Permitted Crematorium Development	Permitted Obligor Disposal
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	Transaction Documents

13 Raters re-affirmation

In September 2012, both Fitch and S&P reaffirmed their ratings of the Secured Notes. Further details may be obtained from those parties.

14 Working capital facility

On 9 April 2013, the Securitisation Group's working capital facility was renewed for a further 12 months on identical terms. The facility is therefore available until 11 April 2014.

15 Issue of further Secured Notes

On 22 July 2013, Dignity Finance PLC issued a prospectus in respect of a further issue of Class A and Class B Secured Notes.

On 30 July 2013, completion occurred and gross proceeds of £97.7 million were raised.

As described in the Prospectus, the proceeds have or will be used by the Securitisation Group to:

- (i) Allow Dignity Funerals No. 2 Limited to repay existing third party indebtedness of c£33 million. Dignity Funerals No.2 Limited is now part of the Securitisation Group as a result of the transaction and its trading history is described in the Prospectus;
- (ii) Remit funds to Dignity plc, which, subject to shareholder approval on 8 August 2013, will, together with cash already held by Dignity plc, be used to help provide shareholders with a £61.9 million Return of Cash equating to £1.08 per Ordinary Share;
- (iii) Deposit £18 million into the Elective Capex Account;
- (iv) Make a payment of £1 million to the Dignity Pension and Assurance Scheme; and
- (v) Pay fees relating to the transaction.