



Dignity (2002) Limited  
Unaudited Investor Report  
for the 52 week period ended 25 June 2004

To: J.P. Morgan 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 the costs of non-executive directors or any dividends declared to shareholders of Dignity plc.

The reader's attention is also directed to the interim report and trading statement issued by Dignity plc today for general information on the performance of the Group as a whole during the 26 week period ended 25 June 2004.

# Dignity (2002) Limited

## Unaudited Investor Report

for the 52 week period ended 25 June 2004

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# Dignity (2002) Limited

## Financial Overview

### Review of operations

- Unaudited EBITDA for the 52 week period ended 25 June 2004 was £42.9m compared to £39.9m for the audited 52 week period ended 26 December 2003.
- This strong performance is due to a combination of a £2.4m growth in revenues, compared to 2003, allied to continued strong cost control: EBITDA margin for 52 weeks ending 26 June 2004 was 32.6% compared to 30.9% at December 2003.

### Trading locations

- The number of funeral locations at the period end was 511, which compares to 507 at December 2003. The movement in the portfolio is shown below:

Number of locations at 26 December 2003 <sup>1</sup>	507
Acquisitions – short leasehold	3
Funeral home start-up – short leasehold	2
Branch closure – freehold	(1)
Number of locations at 25 June 2004 <sup>1</sup>	511

- The Group traded from 21 crematoria throughout the entire period.
- The Crematorium Development at North Lanarkshire is planned to be opened on 18 August 2004.
- The Group and South Lanarkshire council continue to seek planning permission for the alternative site of the proposed Crematorium Development.
- The Group has acquired the trade and assets of two funerals businesses since December 2003 and is pursuing a number of other opportunities to acquire small, 'bolt-on', funeral homes as part of its stated strategy of churning its funeral home portfolio.

### Quarterly reference date

The 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 25 June 2004 and 26 December 2003.

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<sup>1</sup> Excludes 10 telephone branches

## Dignity (2002) Limited

### Consolidated EBITDA and capital expenditure

for the 52 week period ended 25 June 2004

		<i>Funeral services</i>	<i>Crematoria</i>	<i>Pre-arranged funeral plans</i>	<i>Portfolio</i>	<i>Central overhead</i>	<b>52 week period ending 25 Jun. 2004</b>	<i>52 week period ending 26 Dec. 2003</i>
	<i>Note</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<b><i>£'000</i></b>	<i>£'000</i>
<b>Net revenue</b>		105,278	20,779	5,315	131,372	-	<b>131,372</b>	128,978
Operating expenses	1	(67,934)	(9,272)	(3,784)	(80,990)	(7,494)	<b>(88,484)</b>	(89,104)
<b>EBITDA</b>	1	<b>37,344</b>	<b>11,507</b>	<b>1,531</b>	<b>50,382</b>	<b>(7,494)</b>	<b>42,888</b>	39,874
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	<b>(108)</b>	(42)
Minimum Capex Maintenance Amount	3	n/a	n/a	n/a	n/a	n/a	<b>(7,100)</b>	(7,000)
<b>Free Cashflow</b>		<b>n/a</b>	<b>n/a</b>	<b>n/a</b>	<b>n/a</b>	<b>n/a</b>	<b>35,680</b>	32,832
Actual Capital Maintenance Expenditure – <i>calendar YTD</i>		1,048	284	-	1,332	159	<b>1,491</b>	<b>6,874</b>
Expenditure on Permitted Developments – <i>52 week period</i>		n/a	228	n/a	228	n/a	<b>228</b>	<b>2,149</b>

## Dignity (2002) Limited

### Consolidated Net Assets, cash balances, Permitted Financial Indebtedness, Permitted Acquisitions and Permitted Disposals

as at 25 June 2004

	<i>Note</i>	<i>25 Jun. 2004</i>	<i>26 Dec. 2003</i>
		<i>£'000</i>	<i>£'000</i>
<b>Consolidated Net Assets:</b>			
<b>Fixed assets</b>		<b>190,483</b>	193,770
Total current assets	4	<b>73,369</b>	64,621
Creditors: amounts falling due within one year		<b>(32,019)</b>	(31,880)
<b>Net current assets</b>		<b>41,350</b>	32,741
<b>Total assets less current liabilities</b>		<b>231,833</b>	226,511
Creditors: amounts falling due after more than one year		<b>(296,726)</b>	(299,158)
Provisions for liabilities and charges		<b>(10,519)</b>	(10,020)
<b>Net liabilities</b>		<b>(75,412)</b>	(82,667)
<b>Balances – amounts standing to the credit/ (debit) of:</b>			
Capex Reserve Account		<b>127</b>	-
Funeral Home Reserve Account		-	-
Loan Payments Account		<b>9,597</b>	7,509
Issuer Transaction Account		<b>8,770</b>	7,436
Crematorium Reserve Account		-	-
Principal Reserve Account		-	-
Elective Capex Account	6	<b>11,256</b>	10,401
Special Capex Account	5	-	-
Restricted Payments Account		-	-
Upgrade Reserve Account		-	-
<b>Permitted Financial Indebtedness:</b>			
As defined under paragraphs (a) and (c) to (o) inclusive	10	<b>340,058</b>	335,255
The balance above includes the following:			
Per paragraph (i) – DHL inter-company loans	10	<b>67,853</b>	67,199
Per paragraph (j) – Mezz On-Loan	10	<b>42,948</b>	45,228
<b>Permitted Acquisitions and Permitted Disposals:</b>			
Permitted Acquisitions (gross) in the Relevant Period	6	<b>8,378</b>	7,885
Permitted Disposals (gross) in the Relevant Period (where Net Sale Proceeds exceeds £50,000 x RPI)	7	<b>1,275</b>	590

# Dignity (2002) Limited

## Coverages and covenants

for the 52 week period ended 25 June 2004

	Note	52 week period ending	
		25 June 2004 £'000	26 Dec 2003 £'000
EBITDA for the Relevant Period		42,888	39,874
Free Cashflow for the Relevant Period		35,680	32,832
Debt Service for the Relevant Period	9	17,087	17,721

### Financial Covenant

EBITDA DSCR ('Debt Service cover ratio') :

Target	>= 1.5 : 1	>= 1.5 : 1
Actual	2.51 : 1	2.25 : 1

### Restricted Payment Condition

Free Cashflow DSCR :

Target	>= 1.4 : 1	>= 1.4 : 1
Actual	2.09 : 1	1.85 : 1

EBITDA DSCR :

Target	>= 1.85 : 1	>= 1.85 : 1
Actual	2.51 : 1	2.25 : 1

### Confirmations

The directors confirm that the Financial Covenant has been observed for the Relevant Period ending 30 June 2004.

£5,833,000 was paid (from the Loan Payments Account) in respect of accrued interest on the Mezz On-Loan on 30 January 2004. The same amount was then used by Dignity Mezzco Limited to repay accrued interest on the Mezzanine Loan.

The directors confirm that the Restricted Payment Condition was satisfied with regard to the above Restricted Payment.

On 18 March 2004, a dividend of £399,541 was declared and paid by the Company to its immediate parent undertaking, Dignity (2004) Limited (formerly Broomco (3369) Limited).

# Dignity (2002) Limited

## Notes to the Investor Report

for the 52 week period ended 25 June 2004

### 1 EBITDA

EBITDA has been calculated in accordance with the definition in the IBLA. Pension costs are stated before any non-cash SSAP 24 adjustments and have been allocated on a divisional basis.

The allocation of pension cash costs to the relevant division is a change in presentation from Investor Reports issued in 2003, where the costs were allocated to Central overheads.

Furthermore, comparative figures have been extracted from the audited consolidated financial statements of Dignity (2002) Limited.

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

<b>52 week period ended 26 Dec. 2003</b>	<b>Funeral Services £'000</b>	<b>Crematoria £'000</b>	<b>Pre-arranged funeral plans £'000</b>	<b>Central overhead £'000</b>	<b>Group £'000</b>
Revenues	103,093	20,136	5,749	-	128,978
Expenses	(67,833)	(9,591)	(4,608)	(7,072)	(89,104)
EBITDA	35,260	10,545	1,141	(7,072)	39,874
<b>52 week period ended 25 Jun. 2004</b>					
Revenues	105,278	20,779	5,315	-	131,372
Expenses	(67,934)	(9,272)	(3,784)	(7,494)	(88,484)
EBITDA	37,344	11,507	1,531	(7,494)	42,888

The reconciliation between the December 2003 Investor Report and the audited financial statements (required under clause 13.2.4 of the IBLA) has been issued to the Note Trustee.

### 2 Taxation

The tax charge relates the estimated current tax payable arising in 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. RPI for 2003 has been calculated at 2.86%.

# Dignity (2002) Limited

## 4 Total current assets

Total current assets include cash at bank and in hand of £38,474,000 (Dec 2003: £29,262,000) of which £8,420,000 (Dec 2003: £3,631,000) is cash held for operations.



# **Dignity (2002) Limited**

## **Notes to the Investor Report**

for the 52 week period ended 25 June 2004

### **5 Cash balances**

There were no deposits made in the Special Capex Account in the Relevant Period.

The balance in the Elective Capex account includes £2,200,000 actuarial surplus received in the Relevant Period.

### **6 Permitted Acquisitions**

The expenditure since the last report relates to the acquisition of the trade and assets of two funeral businesses and Funeral Home Start-Ups.

### **7 Permitted Disposals**

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

### **8 Material changes in assets**

There have been no significant changes in the Group's assets in the Relevant Period.

The Company's ultimate parent undertaking, Dignity plc, was admitted to the Official List of the London Stock Exchange on 08 April 2004. Dignity plc raised c£115.2m (after fees) from the placing, which was used to repay existing indebtedness on borrowings outside the Dignity (2002) Group.

Whilst the flotation is not expected to alter the underlying financial position of the Dignity (2002) Group, the directors consider that the strengthening of the ultimate parent's equity position can only be of benefit to the Dignity (2002) Group.

# Dignity (2002) Limited

## Notes to the Investor Report

for the 52 week period ended 25 June 2004

### 9 Debt Service and Financial Covenant

The directors confirm that none of the following occurred in the Relevant Period ending 30 June 2004:

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

During the Relevant Period to 30 June 2004, the Company made the following debt repayments (paid on 30 June and 31 December):

	<b>Interest</b>	<b>Principal</b>
	<b>£'000</b>	<b>£'000</b>
Class A Secured 6.310% Notes due 2023	6,845	2,360
Class B Secured 8.151% Notes due 2031	8,161	-

The interest payments above include the 1bp margin payable under the IBLA. The actual payments to bondholders were £6,834,000 and £8,151,000 under the Class A and Class B Notes respectively.

# Dignity (2002) Limited

## Notes to the Investor Report

for the 52 week period ended 25 June 2004

### 9 Debt Service and Financial Covenant (continued)

Debt Service for the Relevant Period has been calculated as follows:

	Principal	Annual rate	Interest
Senior Interest accruing in the period	£'000	%	£'000
£110m Class A Notes	108,885	6.32%	6,845
£100m Class B Notes	100,000	8.161%	8,161
Working capital facility	5,000	0.45%	23
Liquidity facility	30,000	0.35%	105
Hedging documents	202,500	0.3404% <sup>2</sup>	691
<b>Senior Interest accrued in the period</b>			<b>15,825</b>
Other interest charges in the period			5
Interest received in the period	variable	variable	(1,279)
Scheduled repayments of principal in the period		n/a	2,360
Repayments of other Financial Indebtedness in the period		n/a	176
<b>Debt Service for the Relevant Period</b>			<b>17,087</b>

The repayments of other Financial Indebtedness in the period relate to £156,000 floating rate unsecured Loan Notes and £20,000 in respect of deferred consideration outstanding at the 28 June 2003.

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<sup>2</sup> Net rate payable on principal

# Dignity (2002) Limited

## Notes to the Investor Report

for the 52 week period ended 25 June 2004

### 10 Permitted Financial Indebtedness

There were no significant movements in Permitted Financial Indebtedness ("PFI") in the Relevant Period

For the avoidance of doubt, PFI excludes any cash balances held.

The PFI falling due under paragraphs (b) and (p) relates to Inter-Company loans within the securitisation group. Consequently, these are £Nil on a consolidated basis. On a company-by-company basis however, the level of indebtedness under these paragraphs is £169,639,000 and £185,861,000 respectively.

Set out below is the definition of Permitted Financial Indebtedness extracted from the IBLA.

**'Permitted Financial Indebtedness'** means Financial Indebtedness:

- (a) Under this agreement, the Working Capital Facility Agreement, a £350,000 open credit facility with Lloyds TSB Bank PLC to cover arrangements to cash cheques and the Hedging Documents;
- (b) of an Obligor to an Obligor;
- (c) under any conditional purchase, hire purchase, finance lease or capital lease permitted under this Agreement;
- (d) under any BACS Facility provided by an Approved Bank;
- (e) under the netting arrangements of an Approved Bank in relation to the operating accounts of an Obligor (including in relation to any one Obligor at any one time up to £6,000,000 of Financial Indebtedness incurred by that Obligor to the Approved Bank provided always that, when netted against the amounts standing to the credit of the accounts of the other Obligors with the Approved Bank at any time, the aggregate netted balance is not less than £1);
- (f) under any Acquisition Loan Notes issued by the Obligors or any of them, in an aggregate principal amount for all Obligors not exceeding £10,000,000 at any time and satisfying the following conditions:
  - (i) the full face value of such Acquisition Loan Notes and any interest that may accrue thereon
  - (ii) up to maturity is collateralised by a charge over cash in favour of the relevant vendor;
  - (iii) the charge secures only the Acquisition Loan Notes in question;
  - (iv) the vendor in respect of the relevant Permitted Acquisition is not entitled to retain, and does not retain, any proprietary interest in the assets the subject thereof; and
  - (v) the cash collateral is funded exclusively from the sources of funding permitted in respect of such Permitted Acquisitions;

# Dignity (2002) Limited

## Notes to the Investor Report

for the 52 week period ended 25 June 2004

### 10 Permitted Financial Indebtedness (continued)

- (g) under any construction bonding facility in respect of Permitted Developments in favour of the Obligors or any of them, in an aggregate principal amount for all Obligors not exceeding £10,000,000 at any time provided that the following conditions are satisfied:
  - (i) the full amount that may be called in respect of any bond issued under such bonding facility is collateralised by a charge over cash in favour of the relevant bondsman;
  - (ii) the charge secures only such bond calls; and
  - (iii) the cash collateral is funded exclusively from the sources of funding permitted in respect of the relevant Permitted Development and is the bondsman's sole recourse;
- (h) constituted by advance payments or trade credit made in the ordinary course of business;
- (i) existing under the DHL Non-Interest Bearing Loan and the DHL Interest Bearing Loan;
- (j) existing under the Mezz On-Loan;
- (k) of £80,000 outstanding at the date of this Agreement in respect of deferred consideration owed to David Stockwell **provided that** such Financial Indebtedness is repaid in full on or before 2 February 2007;
- (l) of £96,228 of floating rate unsecured loan notes due 2050 issued by Great Southern Group plc jointly to Eileen Davies and Christopher Hill outstanding at the date of this Agreement;
- (m) of £203,956 of floating rate unsecured loan notes issued by DFL to H. Cooksley at the date of this Agreement **provided that** such Financial Indebtedness is repaid in full on or before 31 October 2006;
- (n) of £263,929 representing amounts due but unpaid to former shareholders of Great Southern Group plc and Plantsbrook Group Limited; and
- (o) under a guarantee of any overdraft facility granted to the KCH JV provided that the maximum contingent liability under such guarantee does not exceed £200,000; and
- (p) any other loans owed by the Obligors (including to Jerseyco) if subordinated under the Subordination Deed or the Dormant Company Subordination Deed to their actual and contingent liabilities in respect of indebtedness under the facility, the Working Capital Facility and the Hedging Documents provided that such subordination shall not be required in respect of loans owed to any of the Dormant Companies having an aggregate principal amount not exceeding £1,000,000.

# Dignity (2002) Limited

## Notes to the Investor Report

for the 52 week period ended 25 June 2004

### 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 SSAP24 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.

### 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:

Debt Service	EBITDA	Free Cashflow	Financial Adviser Appointment Event	Financial Covenant	Financial Indebtedness
Funeral Home Start-Ups	Loan Event of Default	Maintenance Capex	Permitted Acquisition	Permitted Development	Permitted Disposal
Portfolio	Potential Loan Event of Default	Relevant Period	Restricted Payment	Restricted Payment Condition	Senior Interest