



PUNCH TAVERNS FINANCE B
PUNCH TAVERNS HOLDCO (B) LIMITED AND SUBSIDIARY COMPANIES

FINANCIAL REPORT – QUARTER 3 (MAY 2017)

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FINANCIAL REPORT – QUARTER 3 (MAY 2017)

Introduction

This report covers the 12 week period to 27 May 2017, which is the third quarter of the 2016/17 financial year.

This report is prepared under International Financial Reporting Standards (“IFRS”).

Profit Commentary

Trading results for the third quarter were as follows:

- **Sales**
Turnover for the 12 week period to 27 May 2017 was £36.9m, of which rent contributed 22.0%.
- **Gross Profits**
The total gross profit in the 12 week period to 27 May 2017 was £21.4m, which gave a gross profit margin of 58.0%.
- **EBITDA**
EBITDA in the 12 week period to 27 May 2017 amounted to £16.6m.



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Estate Portfolio

- During the period, nine pubs were disposed of individually.

	<u>Quarter 3</u> 12 weeks to 27 May 2017	<u>YTD</u> 40 weeks to 27 May 2017
Number of Core Pubs		
Opening	1,110	1,115
Lease expiry / unlicensed	-	(2)
Disposals	-	(3)
End of Period	<u><u>1,110</u></u>	<u><u>1,110</u></u>
Number of Non-core Pubs		
Opening	199	214
Disposals	(9)	(24)
End of Period	<u><u>190</u></u>	<u><u>190</u></u>

Investment in Pub Estate

	<u>Quarter 3</u> 12 weeks to 27 May 2017	<u>YTD</u> 40 weeks to 27 May 2017
	<u>£m</u>	<u>£m</u>
Spend on Core pubs	8.3	19.1
Spend on Non-core / Unlicensed / Central assets	1.0	4.4
Total Spend on Estate	<u><u>9.3</u></u>	<u><u>23.5</u></u>
Proceeds from Core pubs	-	3.5
Proceeds from Non-core assets	4.1	7.9
Total Disposal Proceeds	<u><u>4.1</u></u>	<u><u>11.4</u></u>



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Interest Cover Ratio

	<u>Quarter 3</u> Rolling 4 quarters to 27 May 2017 <u>£m</u>
EBITDA	<u>67.1</u>
Interest Charges	<u>35.3</u>
Interest Cover Ratio	1.9:1

Free Cash Flow to Debt Service Ratio

	<u>Quarter 3</u> Rolling 4 quarters to 27 May 2017 <u>£m</u>
Free Cash Flow	<u>60.4</u>
Interest Charges	35.3
Repayments of Principal	25.1
	<u>60.4</u>
Free Cash Flow to Debt Service Ratio	1:1



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Net Debt

Nominal value of net debt:

	As at 27 May 2017 £m	As at 20 August 2016 £m
Swap Loan	4.3	12.9
A3	112.3	120.5
A6	216.0	220.0
A7	138.4	139.3
B3	72.9	72.9
Gross Debt	<u>543.9</u>	<u>565.6</u>
Cash	26.5	37.3
Net Debt	<u>517.4</u>	<u>528.3</u>



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Excess Cash

	<u>Relevant Period</u> <u>12 weeks</u> <u>ending</u> <u>27 May 2017</u> <u>£m</u>
Collection Account*	14.9
Operating Account	(2.4)
Working Capital Reserve	(10.0)
Debt Service Accrual	(14.8)
Total	<hr/> <hr/> <u>(12.3)</u>
Excess Cash Amount	<hr/> <hr/> <u>-</u>
Disposal Proceeds Account	<hr/> <hr/> <u>0.7</u>

*Including Eligible Investments



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Net Senior Leverage

	<u>Quarter 3</u> Rolling 4 quarters to 27 May 2017
	<u>£m</u>
EBITDA	<u><u>67.1</u></u>
Net Senior Debt	444.5
Liquidity Facility amounts outstanding	-
	<u><u>444.5</u></u>
Ratio of Net Senior Debt plus Liquidity Facility amounts outstanding to EBITDA	6.6:1



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PROFIT AND LOSS ACCOUNT

	<u>Quarter 3</u> 12 weeks to 27 May 2017	<u>Year to date</u> 40 weeks to 27 May 2017
	<u>£m</u>	<u>£m</u>
Turnover		
Beer (net of discounts)	22.0	67.8
Rent	8.1	27.2
Machines	0.9	2.9
Other	5.9	18.1
Total Turnover	<u>36.9</u>	<u>116.0</u>
Gross Profit		
Beer	10.4	31.3
Rent	8.1	27.2
Machines	0.9	2.9
Other	2.0	6.1
Total Gross Profit	<u>21.4</u>	<u>67.5</u>
Operating Costs	(4.8)	(14.8)
EBITDA	<u>16.6</u>	<u>52.7</u>
Impairment of Tangible Fixed ,	-	(0.7)
Property Related Profits	0.9	3.4
Depreciation and Amortisation	(1.0)	(3.6)
Exceptional Items ¹	(0.1)	(0.3)
Cash Interest Receivable	0.1	0.1
Cash Interest Payable	(8.1)	(27.2)
Non-Cash Interest Charge	(0.2)	(0.8)
Profit Before Taxation	<u>8.2</u>	<u>23.6</u>
Taxation	(2.0)	(3.4)
Profit for the Period	<u>6.1</u>	<u>20.1</u>

¹ Exceptional items relates to lease surrender compensation.



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CONSOLIDATED BALANCE SHEET

	As at 27 May 2017	As at 20 August 2016
	<u>£m</u>	<u>£m</u>
Fixed Assets		
Tangible Fixed Assets	791.3	777.5
NON CURRENT ASSETS	<u>791.3</u>	<u>777.5</u>
Debtors		
Trade	7.8	7.7
Prepayments	1.9	2.5
Non-current assets classified as held for sale	4.4	7.0
	<u>14.1</u>	<u>17.2</u>
Cash at Bank and In Hand	26.5	37.3
CURRENT ASSETS	40.6	54.5
Creditors: amounts falling due within one year		
Loans	(16.1)	(24.7)
Trade Creditors	(1.6)	(2.4)
Other Creditors	(8.1)	(8.2)
Social Security and Other Taxes	(1.2)	(1.6)
Accruals and Deferred Income	(9.0)	(10.1)
Amounts owed to Group Undertakings	(6.1)	(4.1)
	<u>(42.1)</u>	<u>(51.1)</u>
NET CURRENT (LIABILITIES) / ASSETS	(1.5)	3.4
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>789.8</u>	<u>780.9</u>
Creditors: amounts falling due after more than one year		
Loans	(525.5)	(538.3)
Provisions for Liabilities and Charges	(6.2)	(3.3)
Pension – Defined Benefit Liability	(6.0)	(11.7)
Subordinated Loan Funding	(3.5)	(3.3)
NET ASSETS	<u><u>248.6</u></u>	<u><u>224.3</u></u>
Capital and Reserves		
Share Capital	-	-
Share Premium	2.7	2.7
Revaluation Reserve	102.4	100.6
Merger reserve	91.6	91.6
Profit and Loss Reserves	51.9	29.4
SHAREHOLDERS' FUNDS	<u><u>248.6</u></u>	<u><u>224.3</u></u>



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CONSOLIDATED CASH FLOW

	<u>Quarter 3</u> <u>Year to date</u> <u>40 weeks to</u> <u>27 May 2017</u>	<u>Quarter 3</u> <u>Prior Year to</u> <u>date</u> <u>40 weeks to</u> <u>28 May 2016</u>
	<u>£m</u>	<u>£m</u>
Operating profit	49.1	52.6
Depreciation and amortisation	3.6	1.5
Cash flows from exceptional items	(0.3)	(0.1)
Increase in working capital	(2.9)	(5.7)
Net Cash Inflow from Operating Activities	<u>49.5</u>	<u>48.3</u>
Returns on Investment and Servicing of Finance		
Interest paid	(26.7)	(27.9)
Interest received	0.2	0.4
	<u>(26.5)</u>	<u>(27.5)</u>
Capital Expenditure and Financial Investment		
Investment spend on fixed assets	(23.5)	(17.4)
Receipt from sale of fixed assets	11.4	36.8
	<u>(12.1)</u>	<u>19.4</u>
Net Cash Inflow Before Financing	10.9	40.2
Financing		
Loans repaid	(21.7)	(34.9)
NET (DECREASE) / INCREASE IN CASH	<u><u>(10.8)</u></u>	<u><u>5.3</u></u>



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FINANCIAL RATIO COMPLIANCE CERTIFICATE

To: Deutsche Trustee Company Limited

1. We, Steve Dando and Ed Bashforth, each being a director of Punch Partnerships (PML) Limited, HEREBY CERTIFY without incurring any personal liability for the same, that for the Financial Quarter just ended:

- (a) that the financial covenants for the undertakings in Clause 15 (Financial Covenants) of the Issuer / Borrower Facility Agreement have been observed;
- (b) as at the Financial Quarter Date for the Relevant Period ending on 27 May 2017, the Interest Cover Ratio was 1.9:1.
- (c) as at the Financial Quarter Date for the Relevant Period ending on 27 May 2017, the Free Cash Flow Ratio was 1:1.
- (d) as at the Financial Quarter Date for the Relevant Period ending on 27 May 2017, Net Senior Leverage was 6.6:1.
- (e) the Net Worth of the New Securitisation Group calculated in accordance with Clause 15.1 (D) (Net Worth) of the Issuer/Borrower Facility Agreement is not tested this quarter. Net Worth will be tested as at 19 August 2017.
- (f) for the purposes of calculating the ratios, above, the following values were relevant for the Relevant Period just ended:

	<u>Relevant period</u> <u>Rolling 4</u> <u>quarters to</u> <u>27 May 2017</u>
EBITDA:	£67.1m
Debt Service:	£60.4m
Interest Charges:	£35.3m
Free Cash Flow:	£60.4m

- (g) in addition, the following values were relevant for the Financial Quarter(s) and Interest Period just ended:

the average and final balance of each of the New Securitisation Group Entity Accounts during the Financial Quarter and on Financial Quarter Date were:

	Average	Final Balance
	£m	£m
Excess cash	-	-
Capex	-	-
Collection*	14.5	14.9
Disposal Proceeds	1.1	0.7
Debt Service Reserve*	8.6	13.6
Cure	-	-
Suspense	-	-
Operating	(2.2)	(2.4)

* Including eligible investments.



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FINANCIAL RATIO COMPLIANCE CERTIFICATE (continued)

	Financial Quarter Date 27 May 2017 £m
the amount of Core Disposal Proceeds standing to credit of the Disposal Proceeds Account	0.7
the amounts standing to the credit of the Cure Account	-
the cumulative aggregate amount transferred to the Debt Service Reserve Account*	20.0
the amounts standing to credit of the Debt Service Reserve Account*	13.6
the amounts standing to the credit of the Suspense Account	-
Minimum CapEx Amount	2.1
CapEx Amounts Expended	10.0
the amounts standing to the credit of the Excess Cash Account	-
Applied Restricted Funds	-
Reserved Collection Account Amounts	-
Senior Liabilities	475.7
Shortfall	-
Swap Loan Redemption Amount	2.5
Number of Punch Taverns B Mortgaged Properties disposed of or acquired (number)	9
Number of Pubs in Portfolio (number)	1,300
Excess Cash Amount	-
Weighted Average Return on all CapEx Amounts spend on all trading Pubs during the 24 months (%)	48.4%

*Including Eligible Investments.



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FINANCIAL RATIO COMPLIANCE CERTIFICATE (continued)

- (h) The Borrower Accounts have been operated in compliance with the conditions of operation of the Borrower Accounts;
- (i) as of the date of this Certificate, no Borrower Event of Default or Potential Borrower Event of Default (which in either case, has not previously been notified to the Security Trustee) has occurred;
- 3. In accordance with Clause 14.1(C)(ii)(t) (Financial Statements) of the Issuer/Borrower Facility Agreement, we confirm that:
 - (a) there have been no material amendments made to the Material Contracts since the date of the last Financial Ratio Compliance Certificate;
 - (b) there have been no Material Contracts entered into since the date of the last Financial Ratio Compliance Certificate which contain a prohibition on assigning;
 - (c) there have been no Material Contracts where consent to assignment has been obtained, where such consent was required;
 - (d) there have been no new franchise agreements or licences which we consider, acting in good faith, to be material to the interests of the Issuer and the Security Trustee.



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5. Terms used in the Financial Ratio Compliance Certificate that are not defined herein shall have the meaning given to them in the Master Definitions and Construction Schedule dated 8 October 2014.

Dated: 11 July 2017

Signed for and on behalf of Punch Partnerships (PML) Limited

Finance Director

Director