

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

FINANCIAL REPORT – QUARTER 3 (MAY 2020)

CONTENTS

	<i>Page</i>
Introduction	2
Profit Commentary	2
Estate Portfolio	3
Investment in Pub Estate	3
Interest Cover Ratio	4
Free Cash Flow to Debt Service Ratio	4
Net Debt	5
Excess Cash	6
Net Senior Leverage	7
Profit and Loss Account	8
Consolidated Balance Sheet	9
Consolidated Cash Flow	10
Financial Ratio Compliance Certificate	11 - 14

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

FINANCIAL REPORT – QUARTER 3 (MAY 2020)

Introduction

This report covers the 12 week period to 24 May 2020, which is the third quarter of the 2019/20 financial year.

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

During the period the business has seen an impact on trading levels from the Covid-19 coronavirus pandemic. On 20 March 2020, the UK government announced the temporary closure of all pubs in the UK. Consequently the business has seen an impact on trading levels in the period, with minimal drink sales since the 20 March and reduced rental income due to rent concessions implemented to support Publicans during the closure period. The reopening scheduled for 4 July 2020 in England, 15 July 2020 in Scotland and anticipated later in July in Wales.

To reflect this, the Service Provider under the Management Services Agreement has not charged Service Fees to all Service Recipients in the Punch group, this will be kept under review as the situation develops.

On 14 May 2020 Noteholders approved a simple and targeted amendment to the basis on which the Securitisation's EBITDA is calculated for covenant purposes in order to deal specifically with the impact of the COVID-19 Restrictions, and to permit Punch to accommodate rent deferrals or reductions for tenants who are struggling to pay their rent on time during the period that the COVID-19 Restrictions are in place.

Profit Commentary

Trading results for the third quarter were as follows:

- **Sales**
Turnover for the 12 week period to 24 May 2020 was £11.6m, of which rent contributed 47.4%.
- **Gross Profits**
The total gross profit in the 12 week period to 24 May 2020 was £8.2m, which gave a gross profit margin of 70.7%.
- **EBITDA**
EBITDA in the 12 week period to 24 May 2020 amounted to £7.1m.

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

FINANCIAL REPORT – QUARTER 3 (MAY 2020)

Estate Portfolio

- During the period, nine pubs were disposed of individually

	<u>Quarter 3</u> 12 weeks to 24 May 2020	<u>YTD</u> 40 weeks to 24 May 2020
Number of Core Pubs		
Opening	1,035	1,049
Lease expiry / unlicensed	-	(2)
Disposals	(7)	(19)
End of Period	<u>1,028</u>	<u>1,028</u>
Number of Non-core Pubs		
Opening	125	139
Lease expiry / unlicensed	-	(1)
Disposals	(2)	(15)
End of Period	<u>123</u>	<u>123</u>

Investment in Pub Estate

	<u>Quarter 3</u> 12 weeks to 24 May 2020	<u>YTD</u> 40 weeks to 24 May 2020
	<u>£m</u>	<u>£m</u>
Spend on Core pubs	6.7	21.5
Spend on Non-core / Unlicensed / Central assets ¹	(1.3)	4.7
Total Spend on Estate	<u>5.4</u>	<u>26.2</u>
Proceeds from Core pubs	2.1	5.8
Proceeds from Non-core assets	1.9	7.7
Total Disposal Proceeds	<u>4.0</u>	<u>13.5</u>

¹ Movement in the period relates to a reclassification of assets from central assets to core pubs.

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

FINANCIAL REPORT – QUARTER 3 (MAY 2020)

Interest Cover Ratio

	<u>Quarter 3</u> Rolling 4 quarters to 24 May 2020
	<u>£m</u>
Adjusted EBITDA ¹	<u><u>73.7</u></u>
Interest Charges	<u><u>32.4</u></u>
Interest Cover Ratio	2.3:1

Free Cash Flow to Debt Service Ratio

	<u>Quarter 3</u> Rolling 4 quarters to 24 May 2020
	<u>£m</u>
Free Cash Flow ²	<u><u>54.7</u></u>
Interest Charges	32.4
Repayments of Principal	8.5
	<u><u>40.9</u></u>
Free Cash Flow to Debt Service Ratio	1.3:1

¹ Calculated based on the COVID-19 amendment deed, if this deed was not taken into account the rolling EBITDA for Q3 is £60.0m and therefore interest cover ratio would be 1.9:1

² Calculated based on the COVID-19 amendment deed, if this deed was not taken into account the rolling Free Cash Flow is £41.0m and therefore free cash flow to debt service ratio would be 1.0:1

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

FINANCIAL REPORT – QUARTER 3 (MAY 2020)

Net Debt

Nominal value of net debt:

	As at	As at
	24 May 2020	18 August
	£m	2019
	<u>£m</u>	<u>£m</u>
A3	97.5	99.8
A6	206.0	208.8
A7	134.5	135.5
B3	72.9	72.9
Gross Debt	<u>510.9</u>	<u>517.0</u>
Cash	63.6	73.4
Net Debt	<u>447.3</u>	<u>443.6</u>

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

FINANCIAL REPORT – QUARTER 3 (MAY 2020)

Excess Cash

	<u>Relevant Period</u> <u>12 weeks</u> <u>ending</u> <u>24 May 2020</u> <u>£m</u>
Collection Account*	4.2
Operating Account	5.2
Working Capital Reserve	(10.0)
Debt Service Accrual	(10.5)
Total	(11.1)
Excess Cash Amount	-
Disposal Proceeds Account*	48.0

*Including Eligible Investments

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

FINANCIAL REPORT – QUARTER 3 (MAY 2020)

Net Senior Leverage

	<u>Quarter 3</u> Rolling 4 quarters to 24 May 2020
	<u>£m</u>
Adjusted EBITDA	<u><u>73.7</u></u>
Net Senior Debt	374.4
Liquidity Facility amounts outstanding	-
	<u><u>374.4</u></u>
Ratio of Net Senior Debt plus Liquidity Facility amounts outstanding to EBITDA	5.1:1

¹ Calculated based on the COVID-19 amendment deed, if this deed was not taken into account the rolling EBITDA for Q3 is £60.0m and therefore ratio of net senior debt plus liquidity facility amounts outstanding to EBITDA would be 6.2:1

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PROFIT AND LOSS ACCOUNT

	<u>Quarter 3</u> 12 weeks to 24 May 2020	<u>Year to date</u> 40 weeks to 24 May 2020
	<u>£m</u>	<u>£m</u>
Turnover		
Beer (net of discounts)	4.4	48.6
Rent	5.5	27.0
Machines	0.3	2.2
Other	1.4	15.0
Total Turnover	<u>11.6</u>	<u>92.8</u>
Gross Profit		
Beer	2.0	21.2
Rent	5.5	27.0
Machines	0.3	2.2
Other	0.4	4.5
Total Gross Profit	<u>8.2</u>	<u>54.9</u>
Operating Costs	(1.1)	(10.2)
EBITDA	<u>7.1</u>	<u>44.7</u>
Impairment of Tangible Fixed Assets	(1.5)	(1.5)
Property Related Profits	0.9	1.1
Depreciation and Amortisation	(1.4)	(4.5)
Exceptional Items	(0.1)	(1.6)
Cash Interest Receivable	0.1	0.3
Cash Interest Payable	(7.5)	(25.3)
Non-Cash Interest Charge	(0.2)	(0.7)
(Loss) / Profit Before Taxation	<u>(2.6)</u>	<u>12.5</u>
Taxation	0.1	(3.6)
(Loss) / Profit for the Period	<u>(2.5)</u>	<u>8.9</u>

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

CONSOLIDATED BALANCE SHEET

	As at 24 May 2020	As at 18 August 2019
	<u>£m</u>	<u>£m</u>
Fixed Assets		
Tangible Fixed Assets	785.2	768.3
NON CURRENT ASSETS	<u>785.2</u>	<u>768.3</u>
Debtors		
Trade	10.4	5.5
Prepayments	0.2	2.8
Non-current Assets Classified as Held for Sale	5.3	14.7
Amounts due from Group Undertakings	1.7	-
	<u>17.6</u>	<u>23.0</u>
Cash at Bank and In Hand	63.6	73.4
CURRENT ASSETS	<u>81.2</u>	<u>96.4</u>
Creditors: amounts falling due within one year		
Loans	(11.1)	(8.1)
Trade Creditors	(2.8)	(2.4)
Other Creditors	(7.8)	(7.9)
Social Security and Other Taxes	(3.3)	(1.7)
Accruals and Deferred Income	(6.9)	(8.6)
Amounts owed to Group Undertakings	-	(4.7)
	<u>(31.9)</u>	<u>(33.4)</u>
NET CURRENT ASSETS	<u>49.3</u>	<u>63.0</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>834.5</u>	<u>831.3</u>
Creditors: amounts falling due after more than one year		
Loans	(498.7)	(507.5)
Provisions for Liabilities and Charges	(0.4)	(0.4)
Deferred Tax	(17.8)	(14.2)
Pension – Defined Benefit Liability	(3.9)	(4.3)
Subordinated Loan Funding	(4.3)	(4.0)
NET ASSETS	<u><u>309.4</u></u>	<u><u>300.9</u></u>
Capital and Reserves		
Share Capital	-	-
Share Premium	2.7	2.7
Revaluation Reserve	111.9	111.9
Merger reserve	91.6	91.6
Profit and Loss Reserves	103.2	94.7
SHAREHOLDERS' FUNDS	<u><u>309.4</u></u>	<u><u>300.9</u></u>

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

CONSOLIDATED CASH FLOW

	<u>Quarter 3</u>	<u>Quarter 3</u>
	<u>Year to date</u>	<u>Prior Year to</u>
	<u>40 weeks to</u>	<u>date</u>
	<u>24 May 2020</u>	<u>40 weeks to</u>
		<u>26 May 2019</u>
	<u>£m</u>	<u>£m</u>
Operating profit	38.7	45.7
Depreciation, impairment and amortisation	6.0	4.2
Cash flows from exceptional items	(1.6)	(0.9)
Increase in working capital	(9.7)	(17.9)
Net Cash Inflow from Operating Activities	<u>33.4</u>	<u>31.1</u>
Returns on Investment and Servicing of Finance		
Interest paid	(24.8)	(25.4)
Interest received	0.4	0.5
	<u>(24.4)</u>	<u>(24.9)</u>
Capital Expenditure and Financial Investment		
Investment spend on fixed assets	(26.2)	(25.0)
Receipt from sale of fixed assets	13.5	18.9
	<u>(12.7)</u>	<u>(6.1)</u>
Net Cash (Outflow) / Inflow Before Financing	(3.7)	0.1
Financing		
Loans repaid	(6.1)	(6.2)
NET DECREASE IN CASH	<u><u>(9.8)</u></u>	<u><u>(6.1)</u></u>

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

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 24 May 2020, the Interest Cover Ratio was 2.3:1.
- (c) as at the Financial Quarter Date for the Relevant Period ending on 24 May 2020, the Free Cash Flow Ratio was 1.3:1.
- (d) as at the Financial Quarter Date for the Relevant Period ending on 24 May 2020, Net Senior Leverage was 5.1:1.
- (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 16 August 2020.
- (f) for the purposes of calculating the ratios above, the following values were relevant for the Relevant Period just ended:

**Relevant period
Rolling 4
quarters to
24 May 2020**

Adjusted EBITDA: ¹	£73.7m
Debt Service:	£40.9m
Interest Charges:	£32.4m
Free Cash Flow:	£54.7m

¹ Calculated based on the COVID-19 amendment deed, if this deed was not taken into account the rolling EBITDA for Q3 is £60.0m.

- (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*	8.2	4.2
Disposal Proceeds*	46.9	48.0
Debt Service Reserve*	7.5	6.0
Cure	-	-
Suspense	-	-
Operating	(4.5)	5.2

* Including eligible investments.

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

FINANCIAL RATIO COMPLIANCE CERTIFICATE (continued)

	Financial Quarter Date 24 May 2020 £m
the amount of Core Disposal Proceeds standing to credit of the Disposal Proceeds Account	48.0
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*	6.0
the amounts standing to the credit of the Suspense Account	-
Minimum CapEx Amount	2.1
CapEx Amounts Expended	5.7
the amounts standing to the credit of the Excess Cash Account	-
Applied Restricted Funds	-
Reserved Collection Account Amounts	-
Senior Liabilities	442.0
Shortfall	-
Swap Loan Redemption Amount	-
Properties disposed of or acquired (number)	9
Number of Pubs in Portfolio (number)	1,151
Excess Cash Amount	-
Weighted Average Return on all CapEx Amounts spend on all trading Pubs during the 24 months (%) ¹	76.2%

*Including Eligible Investments.

¹ Calculated based on the COVID-19 amendment deed, if this deed was not taken into account the weighted average return on all CapEx amounts spend on all trading Pubs during the 24 months (%) would be 52.0%

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

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.
- 4. In accordance with clause 16.3(N) (Tenancy Agreements) of the Issuer/Borrower Facility Agreement, the Borrower hereby certifies to the Borrower Security Trustee that aggregate Relevant Changes during the preceeding 12 month period have not exceeded 3 per cent. of aggregate TA Receivables other than in circumstances where such a Relevant Change resulted from a COVID Closure.

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

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 July 2020

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

Finance Director

Director