

QUARTERLY FINANCIAL INFORMATION

MITCHELLS & BUTLERS RETAIL LIMITED

This Final Investor Report covers the results for Mitchells & Butlers Retail Limited for the Financial Quarter from 7 July 2019 to 28 September 2019

To: HSBC Trustee (C.I.) Limited (as Borrower Security Trustee and Trustee)
HSBC Global Investor Services (Ireland) Limited (as Irish Paying Agent)
HSBC Bank plc (as Principal Paying Agent)
Ambac Assurance UK Limited
Standard & Poor's Rating Services
Fitch Ratings Limited
Moody's Investors Service Limited

Terms defined in Schedule 1 (*Master Definitions Schedule*) of a master framework agreement (the "**Master Framework Agreement**") dated 13 November 2003, restated and amended on 15 September 2006 and made between, *inter alios*, the Issuer and the Borrower Security Trustee shall bear the same meaning herein.

Definitions :

Q4	means the results for the Financial Quarter from 7 July 2019 to 28 September 2019 (12 weeks);
Relevant Period	means the last two Financial Quarters (24 weeks) and
Relevant Year	means the last four Financial Quarters (52 weeks)

Principal Debt Movements

Q4 Principal Debt Movements on the Notes	Balance as at 7 July 2019 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 28 September 2019 £m
Aggregate Principal Debt Outstanding at the Financial Quarter Date	1,720.6	(22.1)		1,698.4
Class A1N Notes	124.0	(2.7)		121.3
Class A2 Notes	225.5	(4.9)		220.6
Class A3N Notes	\$259.5	\$(5.6)		\$253.9
Class A4 Notes	141.9	(2.6)		139.3
Class AB Notes	325.0			325.0
Class B1 Notes	88.6	(4.5)		84.1
Class B2 Notes	300.7	(4.1)		296.5
Class C1 Notes	200.0			200.0
Class C2 Notes	50.0			50.0
Class D1 Notes	110.0			110.0

Q4 Principal Debt Movements on the Term Advance	Balance as at 7 July 2019 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 28 September 2019 £m
Aggregate principal amount outstanding at the Financial Quarter Date	1,720.6	(22.1)		1,698.4
A1N Term Advance	124.0	(2.7)		121.3
A2 Term Advance	225.5	(4.9)		220.6
A3N Term Advance	154.9	(3.3)		151.6
A4 Term Advance	141.9	(2.6)		139.3
AB Term Advance	325.0			325.0
B1 Term Advance	88.6	(4.5)		84.1
B2 Term Advance	300.7	(4.1)		296.5
C1 Term Advance	200.0			200.0
C2 Term Advance	50.0			50.0
D1 Term Advance	110.0			110.0

Specific Trading Details

Turnover for the 12 weeks comprising Q4 was £389.5m, giving a total of £1,674.3m for the Relevant Year (comprising 52 weeks). EBITDA for the quarter was £87.9m giving a total for the Relevant Year of £367.4m.

	Q4 (12 weeks)	Relevant Period (24 weeks)	Relevant Year (52 weeks)
	£m	£m	£m
Turnover	389.5	784.4	1,674.3
Operating expenses	(322.0)*	(650.2)*	(1,398.8)*
Operating Profit	67.5*	134.2*	275.5*
EBITDA	87.9	175.4	367.4
Free Cash Flow	72.2	138.8	293.2
Debt Service	(47.3)	(90.4)	(197.3)

* Excludes £4m of exceptional movement comprising £2m of impairment recognised on short leasehold and unlicensed properties where their carrying values exceed their recoverable amount and £2m of charge arising from the Company's revaluation of its pub estate. £1.5m of non-cash onerous lease provision release has additionally been excluded from non-exceptional operating expenses.

Coverages and Covenants

Free Cashflow DSCR was 1.5 times and the EBITDA to Debt Service ratio was 1.9 times for the Relevant Year and 1.5 times and 1.9 times respectively for the Relevant Period. The Debt Service Covenant and Restricted Payment Condition were satisfied. Net Worth at the Financial Year end was £2,322m and the Net Worth Covenant is therefore satisfied.

	Q4 (12 weeks)	Relevant Period (24 weeks)	Relevant Year (52 weeks)
Free Cash Flow : Debt Service	1.5 times	1.5 times	1.5 times
EBITDA : Debt Service	1.9 times	1.9 times	1.9 times
Debt Service covenant satisfied		Yes	Yes
Restricted Payment Condition satisfied		Yes	Yes

Restricted payments of £25m were made during Q4. The Restricted Payment Maximum at 28 September 2019 was £23.7m and no calculation of the Further Restricted Payment Maximum was required.

Maintenance and Capital Enhancement

The cumulative Maintenance Expenditure* at the end of Q4 was £149.6m. The Required Maintenance Amount* for the Financial Year is £92.6m.

Capital Enhancement Expenditure Investments of £1.0m were made in Q4, £1.7m in the Relevant Period and £11.5m in the Relevant Year.

* Maintenance includes both capital items and items expensed through the Profit & Loss account.

Cash Balances

Balances on the following accounts at 28 September 2019 were as follows:

	£m
Borrower Transaction Account	0.0
Disposals Proceeds Account	1.0
Maintenance Reserve Account	0.0
All other Obligor Accounts	31.1

The amount available under the Liquidity Facility is £295m.

Estate

	Number
Outlets at the beginning of Q4	1,357
Acquisitions and substitutions	0
Disposals	1
Outlets at the end of Q4	1,356

Accounting Policies

Mitchells & Butlers Retail Limited certifies that these financials comply with Mitchells & Butlers Retail Limited accounting policies as detailed in its financial statements. For accounting periods up to 26th September 2015 these complied with Generally Accepted Accounting Principles applied in the United Kingdom. For accounting periods starting on or after 27th September 2015 Mitchells & Butlers Retail Ltd has transitioned to FRS101 as issued by the Financial Reporting Council.

Defaults

Mitchells & Butlers Retail Limited certifies that no Loan Event of Default or Potential Loan Event of Default has occurred.

For further information please contact:

<http://www.mbplc.com/investors/securitisationanddebtinformation/>

Andrew Vaughan – Group Treasurer

0121 498 4400

QUARTERLY FINANCIAL INFORMATION

MITCHELLS & BUTLERS RETAIL LIMITED

This Interim Investor Report covers the results for Mitchells & Butlers Retail Limited for the Financial Quarter from 14 April 2019 to 06 July 2019

To: HSBC Trustee (C.I.) Limited (as Borrower Security Trustee and Trustee)
HSBC Global Investor Services (Ireland) Limited (as Irish Paying Agent)
HSBC Bank plc (as Principal Paying Agent)
Ambac Assurance UK Limited
Standard & Poor's Rating Services
Fitch Ratings Limited
Moody's Investors Service Limited

Terms defined in Schedule 1 (*Master Definitions Schedule*) of a master framework agreement (the "**Master Framework Agreement**") dated 13 November 2003, restated and amended on 15 September 2006 and made between, *inter alios*, the Issuer and the Borrower Security Trustee shall bear the same meaning herein.

Definitions :

Q3	means the results for the Financial Quarter from 14 April 2019 to 06 July 2019 (12 weeks);
Relevant Period	means the last two Financial Quarters (24 weeks) and
Relevant Year	means the last four Financial Quarters (52 weeks)

Principal Debt Movements

Q3 Principal Debt Movements on the Notes	Balance as at 13 April 2019 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 06 July 2019 £m
Aggregate Principal Debt Outstanding at the Financial Quarter Date	1,742.3	(21.7)		1,720.6
A1N Term Advance	126.6	(2.6)		124.0
A2 Term Advance	230.3	(4.8)		225.5
A3N Term Advance	\$265.1	\$(5.6)		\$259.5
A4 Term Advance	144.5	(2.6)		141.9
AB Term Advance	325.0			325.0
B1 Term Advance	93.0	(4.4)		88.6
B2 Term Advance	304.6	(3.9)		300.6
C1 Term Advance	200.0			200.0
C2 Term Advance	50.0			50.0
D1 Term Advance	110.0			110.0

Q3 Principal Debt Movements on the Term Advance	Balance as at 13 April 2019 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 06 July 2019 £m
Aggregate principal amount outstanding at the Financial Quarter Date	1,742.3	(21.7)		1,720.6
Class A1N Notes	126.6	(2.6)		124.0
Class A2 Notes	230.3	(4.8)		225.5
Class A3N Notes	158.3	(3.4)		154.9
Class A4 Notes	144.5	(2.6)		141.9
Class AB Notes	325.0			325.0
Class B1 Notes	93.0	(4.4)		88.6
Class B2 Notes	304.6	(3.9)		300.7
Class C1 Notes	200.0			200.0
Class C2 Notes	50.0			50.0
Class D1 Notes	110.0			110.0

Specific Trading Details

Turnover for the 12 weeks comprising Q3 was £395.0m, giving a total of £1,664.9m for the Relevant Year (comprising 52 weeks). EBITDA for the quarter was £87.5m giving a total for the Relevant Year of £366.7m.

	Q3 (12 weeks)	Relevant Period (24 weeks)	Relevant Year (53 weeks)
	£m	£m	£m
Turnover	395.0	773.1	1,664.9
Operating expenses	(328.3)	(639.0)	(1,390.5)*#
Operating Profit	66.7	134.1	274.4**
EBITDA	87.5	176.4	366.7
Free Cash Flow	66.6	135.8	289.1
Debt Service	(47.1)	(90.4)	(197.2)

* Excludes £32m of exceptional movement comprising £5m of impairment recognised on short leasehold and unlicensed properties where their carrying values exceed their recoverable amount and £27m charge arising from the Company's revaluation of its pub estate.

Coverages and Covenants

Free Cashflow DSCR was 1.5 times and the EBITDA to Debt Service ratio was 1.9 times for the Relevant Year and 1.5 times and 2.0 times respectively for the Relevant Period. The Debt Service Covenant and Restricted Payment Condition were satisfied. Net Worth (at the last Financial Year end) was £2,136m and the Net Worth Covenant is therefore satisfied.

	Q3 (12 weeks)	Relevant Period (24 weeks)	Relevant Year (53 weeks)
Free Cash Flow : Debt Service	1.4 times	1.5 times	1.5 times
EBITDA : Debt Service	1.9 times	2.0 times	1.9 times
Debt Service covenant satisfied		Yes	Yes
Restricted Payment Condition satisfied		Yes	Yes

No restricted payments were made during Q3. The Restricted Payment Maximum at 6th July 2019 was £29.9m and no calculation of the Further Restricted Payment Maximum was required.

Maintenance and Capital Enhancement

The cumulative Maintenance Expenditure* at the end of Q3 was £120.7m. The Required Maintenance Amount* for the Financial Year is £92.6m.

Capital Enhancement Expenditure Investments of £0.6m were made in Q3, £11.2m in the Relevant Year and £5.3m in the Relevant Period.

* Maintenance includes both capital items and items expensed through the Profit & Loss account.

Cash Balances

Balances on the following accounts at 6 July 2019 were as follows:

	£m
Borrower Transaction Account	0.0
Disposals Proceeds Account	1.0
Maintenance Reserve Account	0.0
All other Obligor Accounts*	150.6

*includes £120m drawn under the Liquidity Facility following the downgrade of the facility provider's credit rating.

The amount available under the Liquidity Facility was £295m, of which £120m remains drawn following the downgrade of the facility provider's credit rating.

Estate

	Number
Outlets at the beginning of Q3	1,355
Acquisitions and substitutions	0
Disposals	0
Leased disposals refused by Landlord	2
Outlets at the end of Q3	1,357

Accounting Policies

Mitchells & Butlers Retail Limited certifies that these financials comply with Mitchells & Butlers Retail Limited accounting policies as detailed in its financial statements. For accounting periods up to 26th September 2015 these complied with Generally Accepted Accounting Principles applied in the United Kingdom. For accounting periods starting on or after 27th September 2015 Mitchells & Butlers Retail Ltd has transitioned to FRS101 as issued by the Financial Reporting Council.

Defaults

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