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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the quarterly period ended March 31, 2021.**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

**Commission file number: 001-38900**

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**THE PENNANT GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**83-3349931**  
(I.R.S. Employer  
Identification No.)

**1675 East Riverside Drive, Suite 150, Eagle, ID 83616**  
(Address of Principal Executive Offices and Zip Code)  
**(208) 506-6100**

(Registrant's Telephone Number, Including Area Code)  
None

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	PNTG	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

As of May 6, 2021, 28,304,208 shares of the registrant's common stock were outstanding.

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**THE PENNANT GROUP, INC.**  
**QUARTERLY REPORT ON FORM 10-Q**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2021**  
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## PART I. FINANCIAL INFORMATION

## Item I. Financial Statements

**THE PENNANT GROUP, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(unaudited, in thousands, except par value)

	<u>March 31, 2021</u>	<u>December 31, 2020</u>
<b>Assets</b>		
Current assets:		
Cash	\$ 5,605	\$ 43
Accounts receivable—less allowance for doubtful accounts of \$861 and \$643, respectively	50,756	47,221
Prepaid expenses and other current assets	15,338	12,335
Total current assets	<u>71,699</u>	<u>59,599</u>
Property and equipment, net	17,141	17,884
Right-of-use assets	306,151	308,650
Escrow deposits	—	525
Deferred tax assets	1,969	2,097
Restricted and other assets	4,786	4,289
Goodwill	68,179	66,444
Other indefinite-lived intangibles	49,399	47,488
Total assets	<u>\$ 519,324</u>	<u>\$ 506,976</u>
<b>Liabilities and equity</b>		
Current liabilities:		
Accounts payable	\$ 8,581	\$ 9,761
Accrued wages and related liabilities	20,977	26,873
Operating lease liabilities—current	14,606	14,106
Other accrued liabilities	44,276	38,275
Total current liabilities	<u>88,440</u>	<u>89,015</u>
Long-term operating lease liabilities—less current portion	294,255	296,615
Other long-term liabilities	6,939	11,897
Long-term debt, net	24,971	8,277
Total liabilities	<u>414,605</u>	<u>405,804</u>
Commitments and contingencies		
Equity:		
Common stock, \$0.001 par value; 100,000 shares authorized; 28,720 and 28,277 shares issued and outstanding at March 31, 2021, respectively, and 28,696 and 28,243 shares issued and outstanding at December 31, 2020, respectively.	28	28
Additional paid-in capital	87,305	84,671
Retained earnings	12,895	11,945
Treasury stock, at cost, 3 shares at March 31, 2021 and December 31, 2020	(65)	(65)
Total Pennant Group, Inc. stockholders' equity	<u>100,163</u>	<u>96,579</u>
Noncontrolling interest	4,556	4,593
Total equity	<u>104,719</u>	<u>101,172</u>
Total liabilities and equity	<u>\$ 519,324</u>	<u>\$ 506,976</u>

See accompanying notes to condensed consolidated financial statements.

**THE PENNANT GROUP, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(unaudited, in thousands, except for per-share amounts)**

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
Revenue	\$ 105,663	\$ 91,849
Expense		
Cost of services	83,622	70,189
Rent—cost of services	9,965	9,706
General and administrative expense	9,288	6,661
Depreciation and amortization	1,175	1,021
Total expenses	104,050	87,577
Income from operations	1,613	4,272
Other expense:		
Interest expense, net	(360)	(403)
Other expense, net	(360)	(403)
Income before provision for income taxes	1,253	3,869
Provision for income taxes	340	889
Net income	913	2,980
Less: net loss attributable to noncontrolling interest	(37)	—
Net income and other comprehensive income attributable to The Pennant Group, Inc.	\$ 950	\$ 2,980
Earnings per share:		
Basic	\$ 0.03	\$ 0.11
Diluted	\$ 0.03	\$ 0.10
Weighted average common shares outstanding:		
Basic	28,291	27,891
Diluted	30,907	29,873

See accompanying notes to condensed consolidated financial statements.

**THE PENNANT GROUP, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(unaudited, in thousands)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock		Non- Controlling Interest	Total
	Shares	Amount			Shares	Amount		
<b>Balance at December 31, 2020</b>	28,696	\$ 28	\$ 84,671	\$ 11,945	3	\$ (65)	\$ 4,593	\$ 101,172
Net income attributable to The Pennant Group, Inc.	—	—	—	950	—	—	—	950
Net loss attributable to Non-Controlling Interests	—	—	—	—	—	—	(37)	(37)
Stock-based compensation	—	—	2,416	—	—	—	—	2,416
Issuance of common stock from the exercise of stock options	21	—	218	—	—	—	—	218
Issuance/ (cancellation) of restricted stock	3	—	—	—	—	—	—	—
<b>Balance at March 31, 2021</b>	<u>28,720</u>	<u>\$ 28</u>	<u>\$ 87,305</u>	<u>\$ 12,895</u>	<u>3</u>	<u>\$ (65)</u>	<u>\$ 4,556</u>	<u>\$ 104,719</u>

	Common Stock		Additional Paid-In Capital	Retained Earnings/ (Accumulated Deficit)	Treasury Stock		Non- Controlling Interest	Total
	Shares	Amount			Shares	Amount		
<b>Balance at December 31, 2019</b>	28,435	\$ 28	\$ 74,882	\$ (3,799)	—	\$ —	\$ —	\$ 71,111
Net income attributable to The Pennant Group, Inc.	—	—	—	2,980	—	—	—	2,980
Stock-based compensation	—	—	1,956	—	—	—	—	1,956
Issuance of common stock from the exercise of stock options	38	—	138	—	—	—	—	138
Issuance/ (cancellation) of restricted stock	3	—	—	—	—	—	—	—
<b>Balance at March 31, 2020</b>	<u>28,476</u>	<u>\$ 28</u>	<u>\$ 76,976</u>	<u>\$ (819)</u>	<u>—</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 76,185</u>

See accompanying notes to condensed consolidated financial statements.

**THE PENNANT GROUP, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(unaudited, in thousands)**

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
Cash flows from operating activities:		
Net income	\$ 913	\$ 2,980
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	1,175	1,021
Amortization of deferred financing fees	87	82
Provision for doubtful accounts	261	186
Share-based compensation	2,416	1,956
Deferred income taxes	128	—
Change in operating assets and liabilities:		
Accounts receivable	(3,795)	(3,664)
Prepaid expenses and other assets	(3,309)	584
Operating lease obligations	639	2,091
Accounts payable	(930)	(551)
Accrued wages and related liabilities	(5,896)	(3,408)
Other accrued liabilities	1,305	813
Other long-term liabilities	(261)	—
Net cash (used in) provided by operating activities	<u>(7,267)</u>	<u>2,090</u>
Cash flows from investing activities:		
Purchase of property and equipment	(754)	(2,916)
Cash payments for business acquisitions, net of escrow	(3,100)	(2,968)
Escrow deposits	—	(700)
Other	(141)	(188)
Net cash used in investing activities	<u>(3,995)</u>	<u>(6,772)</u>
Cash flows from financing activities:		
Proceeds from revolver agreement	39,000	23,500
Payments on revolver agreement	(21,000)	(14,500)
Payments for deferred financing costs	(1,394)	(26)
Issuance of common stock upon the exercise of options	218	138
Net cash provided by financing activities	<u>16,824</u>	<u>9,112</u>
Net increase in cash	5,562	4,430
Cash beginning of period	43	402
Cash end of period	<u>\$ 5,605</u>	<u>\$ 4,832</u>

See accompanying notes to condensed consolidated financial statements.

**THE PENNANT GROUP, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - (Continued)**  
**(unaudited, in thousands)**

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$ 269	\$ 483
Income taxes	\$ 133	\$ —
Lease liabilities	\$ 9,713	\$ 8,092
Right-of-use assets obtained in exchange for new operating lease obligations	\$ 1,678	\$ 2,846
Net non-cash adjustment to right-of-use assets and lease liabilities from lease modifications	\$ —	\$ 233
Non-cash investing activity:		
Capital expenditures	\$ 250	\$ 655

See accompanying notes to condensed consolidated financial statements.

**THE PENNANT GROUP INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(In thousands, except per share data and operational senior living units)**

## **1. DESCRIPTION OF BUSINESS**

The Pennant Group, Inc. (herein referred to as “Pennant,” the “Company,” “it,” or “its”), is a holding company with no direct operating assets, employees or revenue. The Company, through its independent operating subsidiaries, provides healthcare services across the post-acute care continuum. As of March 31, 2021, the Company’s subsidiaries operated 80 home health, hospice and home care agencies and 54 senior living communities located in Arizona, California, Colorado, Idaho, Iowa, Montana, Nevada, Oklahoma, Oregon, Texas, Utah, Washington, Wisconsin and Wyoming.

On October 1, 2019, The Ensign Group, Inc. (NASDAQ: ENSG) (“Ensign” or the “Parent”) completed the separation of Pennant (the “Spin-Off”). To accomplish the Spin-Off, Ensign contributed all of its home health and hospice and substantially all of its senior living businesses into Pennant. Each Ensign stockholder received a distribution of one share of Pennant’s common stock for every two shares of Ensign’s common stock, plus cash in lieu of fractional shares. The noncontrolling interest was converted into shares of Pennant at the established conversion ratio. As a result of the Spin-Off on October 1, 2019, Pennant began trading as an independent company on the NASDAQ under the symbol “PNTG.”

Certain of the Company’s subsidiaries, collectively referred to as the Service Center, provide accounting, payroll, human resources, information technology, legal, risk management, and other services to the operations through contractual relationships.

Each of the Company’s affiliated operations are operated by separate, independent subsidiaries that have their own management, employees and assets. References herein to the consolidated “Company” and “its” assets and activities is not meant to imply, nor should it be construed as meaning, that Pennant has direct operating assets, employees or revenue, or that any of the subsidiaries are operated by Pennant.

## **2. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation* - The accompanying unaudited condensed consolidated financial statements of the Company (the “Interim Financial Statements”) reflect the Company’s financial position, results of operations and cash flows of the business. The Interim Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and pursuant to the regulations of the Securities and Exchange Commission (“SEC”). Management believes that the Interim Financial Statements reflect, in all material respects, all adjustments which are of a normal and recurring nature necessary to present fairly the Company’s financial position, results of operations, and cash flows for the periods presented in conformity with GAAP. The results reported in these Interim Financial Statements are not necessarily indicative of results that may be expected for the entire year.

The Condensed Consolidated Balance Sheet as of December 31, 2020 is derived from the Company’s annual audited Consolidated Financial Statements for the fiscal year ended December 31, 2020 which should be read in conjunction with these Interim Financial Statements. Certain information in the accompanying footnote disclosures normally included in annual financial statements was condensed or omitted for the interim periods presented in accordance with GAAP.

All intercompany transactions and balances between the various legal entities comprising the Company have been eliminated in consolidation. The Company presents noncontrolling interests within the equity section of its condensed consolidated Balance Sheets and the amount of consolidated net income that is attributable to The Pennant Group, Inc. and the noncontrolling interest in its condensed consolidated Statements of Income.

The Company consists of various limited liability companies and corporations established to operate home health, hospice, home care, and senior living operations. The Interim Financial Statements include the accounts of all entities controlled by the Company through its ownership of a majority voting interest.

*Estimates and Assumptions* - The preparation of the Interim Financial Statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Interim Financial Statements and the reported amounts of revenue and expenses during the reporting periods. The most significant estimates in the Interim Financial Statements relate to revenue, intangible assets and goodwill, right-of-use assets and lease liabilities for leases greater than 12 months, self-insurance reserves, and income taxes. Actual results could differ from those estimates.

*CARES Act*: The Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”) was enacted on March 27, 2020 in the United States. The CARES Act allowed for deferred payment of the employer-paid portion of social security taxes



**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

through the end of 2020, with 50% due on December 31, 2021 and the remainder due on December 31, 2022. As of March 31, 2021, the Company deferred approximately \$7,836 of the employer-paid portion of social security taxes, of which \$3,918 is included in other long-term liabilities and the current portion of \$3,918 in accrued wages and related liabilities. The CARES Act also expanded the Centers for Medicare & Medicaid Services' ("CMS") ability to provide accelerated/advance payments intended to increase the cash flow of healthcare providers and suppliers impacted by COVID-19. During the prior year the Company applied for and received \$27,997 in funds under the Accelerated and Advance Payment ("AAP") Program see Note 10, *Other Accrued Liabilities* for further discussion of the AAP.

The American Rescue Plan Act of 2021 (the "ARP Act") was enacted on March 11, 2021 in the United States. The ARP Act was designed to assist the country with the effects of the COVID-19 pandemic and included a number of tax components. The ARP Act's primary tax impact on the Company is a new revenue raising provision that requires the Company to include the next five highest paid employees to the list of covered officers already subject to the IRC Section 162(m) wage limitation beginning in the 2027 tax year. The Company will continue to assess the effect of the ARP Act and ongoing other government legislation related to the COVID-19 pandemic that may be issued.

#### **Recent Accounting Standards Adopted by the Company**

*FASB Accounting Standards Update, or ASU, ASU 2021-01 "Reference Rate Reform (Topic 848): Scope" or ASU 2020-4* - On January 7, 2021, the FASB issued ASU 2021-01 to amend the scope of the guidance in ASU 2020-04 "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting" or ASU 2020-4. Specifically, the amendments in ASU 2021-01 clarify that "certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition." The amendment in ASU 2021-1 is available to all entities: (i) on a full retrospective basis as of any date from the beginning of an interim period that includes or is subsequent to March 12, 2020 through the date that the final update to the standard was issued or (ii) on a prospective basis for new contract modifications through December 31, 2022. The Company has adopted ASU 2021-01 on a prospective basis effective as of January 7, 2021. There was no material impact to the Company's Interim Financial Statements or related disclosures as a result of the adoption of ASU 2021-01.

### **3. RELATED PARTY TRANSACTIONS**

The Company leases 31 of its senior living communities from subsidiaries of Ensign, each of the leases have a term of between 14 and 20 years from the lease commencement date. The total amount of rent expense included in Rent - cost of services paid to subsidiaries of Ensign was \$3,073 and \$3,101 for the three months ended March 31, 2021 and 2020, respectively.

The Company's subsidiaries received services from Ensign's subsidiaries. Services included in cost of services were \$868 and \$1,022 for the three months ended March 31, 2021 and 2020, respectively.

#### *Other related party activity with Ensign*

On October 1, 2019, in connection with the Spin-Off, Pennant entered into several agreements with Ensign that set forth the principal actions taken or to be taken in connection with the Spin-Off and govern the relationship of the parties following the Spin-Off. The Company has incurred \$988 and \$1,336 in costs, net of the Company's payroll reimbursement, related primarily to administrative support under the Transitions Services Agreement for the three months ended March 31, 2021 and 2020, respectively.

### **4. COMPUTATION OF NET INCOME PER COMMON SHARE**

Basic net income per share is computed by dividing income from net income attributable to stockholders of The Pennant Group, Inc. by the weighted average number of outstanding common shares for the period. The computation of diluted net income per share is similar to the computation of basic net income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

The following table sets forth the computation of basic and diluted net income per share for the periods presented:

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
<b>Numerator:</b>		
Net income	\$ 913	\$ 2,980
Add: net loss attributable to noncontrolling interests	(37)	—
Net income attributable to The Pennant Group, Inc.	<u>\$ 950</u>	<u>\$ 2,980</u>
<b>Denominator:</b>		
Weighted average shares outstanding for basic net income per share	28,291	27,891
Plus: assumed incremental shares from exercise of options and assumed conversion or vesting of restricted stock <sup>(a)</sup>	<u>2,616</u>	<u>1,982</u>
Adjusted weighted average common shares outstanding for diluted income per share	30,907	29,873
<b>Earnings Per Share:</b>		
Basic net income per common share	\$ 0.03	\$ 0.11
Diluted net income per common share	\$ 0.03	\$ 0.10

(a) The calculation of dilutive shares outstanding excludes out-of-the-money stock options (i.e., such options' exercise prices were greater than the average market price of our common shares for the period) because their inclusion would have been antidilutive. Options outstanding which are anti-dilutive and therefore not factored into the weighted average common shares amount above were immaterial for the three months ended March 31, 2021 and 2020.

## 5. REVENUE AND ACCOUNTS RECEIVABLE

Revenue is recognized when services are provided to the patients at the amount that reflects the consideration to which the Company expects to be entitled from patients and third-party payors, including Medicaid, Medicare and insurers (private, Medicare Advantage and Medicare replacement plans), in exchange for providing patient care. The healthcare services in home health and hospice patient contracts include routine services in exchange for a contractual agreed-upon amount or rate. Routine services are treated as a single performance obligation satisfied over time as services are rendered. As such, patient care services represent a bundle of services that are not capable of being distinct within the context of the contract. Additionally, there may be ancillary services which are not included in the rates for routine services, but instead are treated as separate performance obligations satisfied at a point in time, if and when those services are rendered.

Revenue recognized from healthcare services are adjusted for estimates of variable consideration to arrive at the transaction price. The Company determines the transaction price based on contractually agreed-upon amounts or rate, adjusted for estimates of variable consideration. The Company uses the expected value method in determining the variable component that should be used to arrive at the transaction price, using contractual agreements and historical reimbursement experience within each payor type. The amount of variable consideration which is included in the transaction price may be constrained, and is included in the net revenue only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue recognized will not occur in a future period. If actual amounts of consideration ultimately received differ from the Company's estimates, the Company adjusts these estimates, which would affect net service revenue in the period such variances become known.

Revenue from the Medicare and Medicaid programs accounted for 64.0% of the Company's revenue, for the three months ended March 31, 2021, and 57.9% for the three months ended March 31, 2020, respectively. The Company records revenue from these governmental and managed care programs as services are performed at their expected net realizable amounts under these programs. The Company's revenue from governmental and managed care programs is subject to audit and retroactive adjustment by governmental and third-party agencies. Consistent with healthcare industry accounting practices, any changes to these governmental revenue estimates are recorded in the period the change or adjustment becomes known based on final settlement.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

**Disaggregation of Revenue**

The Company disaggregates revenue from contracts with its patients by reportable operating segments and payors. The Company has determined that disaggregating revenue into these categories achieves the disclosure objectives to depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

The Company's service specific revenue recognition policies are as follows:

**Home Health Revenue****Medicare Revenue**

For Medicare episodes that began after January 1, 2020, net service revenue is recognized in accordance with the Patient Driven Groupings Model ("PDGM"). This new reimbursement structure involves case mix calculation methodology refinements, changes to low-utilization payment adjustment ("LUPA") thresholds, the elimination of therapy thresholds, a change to the unit of payment from a 60-day episode to a 30-day payment period, and reduction of requests for anticipated payments ("RAPs") to 20% of the estimated payment for a patient's initial or subsequent period of care up-front (after the initial assessment is completed and upon initial billing). The RAPs were phased out effective January 1, 2021. Under PDGM, Medicare provides agencies with payments for each 30-day payment period provided to beneficiaries. If a beneficiary is still eligible for care after the end of the first 30-day payment period, a second 30-day payment period can begin. There are no limits to the number of periods of care a beneficiary who remains eligible for the home health benefit can receive. While payment for each 30-day payment period is adjusted to reflect the beneficiary's health condition and needs, a special outlier provision exists to ensure appropriate payment for those beneficiaries that have the most expensive care needs. The payment under the Medicare program is also adjusted for certain variables including, but not limited to: (a) a LUPA if the number of visits is below an established threshold that varies based on the diagnosis of a beneficiary; (b) a partial payment if the patient transferred to another provider or the Company received a patient from another provider before completing the period of care; (c) adjustment to the admission source of claim if it is determined that the patient had a qualifying stay in a post-acute care setting within 14 days prior to the start of a 30-day payment period; (d) the timing of the 30-day payment period provided to a patient in relation to the admission date, regardless of whether the same home health provider provided care for the entire series of episodes; (e) changes to the acuity of the patient during the previous 30-day payment period; (f) changes in the base payments established by the Medicare program; (g) adjustments to the base payments for case mix and geographic wages; and (h) recoveries of overpayments.

For all episodes that began prior to January 1, 2020, net service revenue was recorded under the Medicare prospective payment system based on a 60-day episode payment rate that is subject to adjustment based on certain variables including, but not limited to: (a) an outlier payment if the patient's care was unusually costly; (b) a LUPA if the number of visits was fewer than five; (c) a partial payment if the patient transferred to another provider or transferred from another provider before completing the episode; (d) a payment adjustment based upon the level of covered therapy services; (e) the number of episodes of care provided to a patient, regardless of whether the same home health provider provided care for the entire series of episodes; (f) changes in the base episode payments established by the Medicare program; (g) adjustments to the base episode payments for case mix and geographic wages; and (h) recoveries of overpayments.

The Company adjusts Medicare revenue on completed episodes to reflect differences between estimated and actual payment amounts, an inability to obtain appropriate billing documentation and other reasons unrelated to credit risk. Therefore, the Company believes that its reported net service revenue and patient accounts receivable will be the net amounts to be realized from Medicare for services rendered.

In addition to revenue recognized on completed episodes and periods, the Company also recognizes a portion of revenue associated with episodes and periods in progress. Episodes in progress are 30-day payment periods, if the episode started after January 1, 2020, or 60-day episodes of care, if the episode started prior to January 1, 2020, that begin during the reporting period but were not completed as of the end of the period. As such, the Company estimates revenue and recognizes it on a daily basis. The primary factors underlying this estimate are the number of episodes in progress at the end of the reporting period, expected Medicare revenue per period of care or episode of care and the Company's estimate of the average percentage complete based on the scheduled end of period and end of episode dates.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

**Non-Medicare Revenue**

*Episodic Based Revenue* - The Company recognizes revenue in a similar manner as it recognizes Medicare revenue for episodic-based rates that are paid by other insurance carriers, including Medicare Advantage programs. These rates can vary based upon the negotiated terms.

*Non-episodic Based Revenue* - Revenue is recognized on an accrual basis based upon the date of service at amounts equal to its established or estimated per visit rates, as applicable.

**Hospice Revenue**

Revenue is recognized on an accrual basis based upon the date of service at amounts equal to the estimated payment rates. The estimated payment rates are calculated as daily rates for each of the levels of care the Company delivers. Revenue is adjusted for an inability to obtain appropriate billing documentation or authorizations acceptable to the payor and other reasons unrelated to credit risk. Additionally, as Medicare hospice revenue is subject to an inpatient cap and an overall payment cap, the Company monitors its provider numbers and estimates amounts due back to Medicare if a cap has been exceeded. The Company regularly evaluates and records these adjustments as a reduction to revenue and an increase to other accrued liabilities.

**Senior Living Revenue**

The Company has elected the lessor practical expedient within ASC Topic 842, *Leases* ("ASC 842") and therefore recognizes, measures, presents, and discloses the revenue for services rendered under the Company's senior living residency agreements based upon the predominant component, either the lease or non-lease component, of the contracts. The Company has determined that the services included under the Company's senior living residency agreements each have the same timing and pattern of transfer. The Company recognizes revenue under ASC Topic 606, *Revenue from Contracts with Customers* for its senior residency agreements, for which it has determined that the non-lease components of such residency agreements are the predominant component of each such contract.

The Company's senior living revenue consists of fees for basic housing and assisted living care. Accordingly, the Company records revenue when services are rendered on the date services are provided at amounts billable to individual residents. Residency agreements are generally for a term of 30 days, with resident fees billed monthly in advance. For residents under reimbursement arrangements with Medicaid, revenue is recorded based on contractually agreed-upon amounts or rates on a per resident, daily basis or as services are rendered.

**Revenue By Payor**

Revenue by payor for the three months ended March 31, 2021 and 2020, is summarized in the following tables:

	<b>Three Months Ended March 31, 2021</b>				
	<b>Home Health and Hospice Services</b>		<b>Senior Living Services</b>	<b>Total Revenue</b>	<b>Revenue %</b>
	<b>Home Health Services</b>	<b>Hospice Services</b>			
Medicare	\$ 20,330	\$ 33,409	\$ —	\$ 53,739	50.9 %
Medicaid	2,196	2,725	8,932	13,853	13.1
Subtotal	22,526	36,134	8,932	67,592	64.0
Managed care	10,452	637	—	11,089	10.5
Private and other <sup>(a)</sup>	4,715	143	22,124	26,982	25.5
<b>Total revenue</b>	<b>\$ 37,693</b>	<b>\$ 36,914</b>	<b>\$ 31,056</b>	<b>\$ 105,663</b>	<b>100.0 %</b>

(a) Private and other payors in our home health and hospice services segment includes revenue from all payors generated in our home care operations.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

**Three Months Ended March 31, 2020**

	<b>Home Health and Hospice Services</b>		<b>Senior Living Services</b>	<b>Total Revenue</b>	<b>Revenue %</b>
	<b>Home Health Services</b>	<b>Hospice Services</b>			
Medicare	\$ 12,576	\$ 26,680	\$ —	\$ 39,256	42.7 %
Medicaid	1,590	3,329	9,033	13,952	15.2
Subtotal	14,166	30,009	9,033	53,208	57.9
Managed care	7,116	416	—	7,532	8.2
Private and other <sup>(a)</sup>	5,040	15	26,054	31,109	33.9
<b>Total revenue</b>	<b>\$ 26,322</b>	<b>\$ 30,440</b>	<b>\$ 35,087</b>	<b>\$ 91,849</b>	<b>100.0 %</b>

(a) Private and other payors in our home health and hospice services segment includes revenue from all payors generated in our home care operations.

**Balance Sheet Impact**

Included in the Company's condensed consolidated balance sheets are contract assets, comprised of billed accounts receivable and unbilled receivables, which are the result of the timing of revenue recognition, billings and cash collections, as well as, contract liabilities, which primarily represent payments the Company receives in advance of services provided. As of March 31, 2021, the Company had contract liabilities in the amount of \$27,997 related to Advance Payments received in connection with the CARES Act reported in other current liabilities. As further discussed in Note 10, *Other Accrued Liabilities*, the repayment terms for Medicare advance payments were modified through the passage of the Continuing Appropriations Act, 2021 and Other Extensions Act on October 1, 2020.

Accounts receivable, net as of March 31, 2021 and December 31, 2020 is summarized in the following table:

	<b>March 31, 2021</b>	<b>December 31, 2020</b>
Medicare	\$ 29,761	\$ 28,569
Medicaid	8,180	7,669
Managed care	9,819	7,590
Private and other	3,857	4,036
Accounts receivable, gross	51,617	47,864
Less: allowance for doubtful accounts	(861)	(643)
Accounts receivable, net	<u>\$ 50,756</u>	<u>\$ 47,221</u>

**Practical Expedients and Exemptions**

As the Company's contracts have an original duration of one year or less, the Company uses the practical expedient applicable to its contracts and does not consider the time value of money. Further, because of the short duration of these contracts, the Company has not disclosed the transaction price for the remaining performance obligations as of the end of each reporting period or when the Company expects to recognize this revenue. In addition, the Company has applied the practical expedient provided by ASC 340, *Other Assets and Deferred Costs* ("ASC 340"), and all incremental customer contract acquisition costs are expensed as they are incurred because the amortization period would have been one year or less.

**6. BUSINESS SEGMENTS**

The Company classifies its operations into the following reportable operating segments: (1) home health and hospice services, which includes the Company's home health, hospice and home care businesses; and (2) senior living services, which includes the operation of assisted living, independent living and memory care communities. The reporting segments are business units that offer different services and are managed separately to provide greater visibility into those operations. Our Chief Executive Officer, who is our Chief Operating Decision Maker ("CODM"), reviews financial information at the operating segment level. We also report an "all other" category that includes general and administrative expense from our Service Center.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

As of March 31, 2021, the Company provided services through 80 affiliated home health, hospice and home care agencies, and 54 affiliated senior living operations. The Company evaluates performance and allocates capital resources to each segment based on an operating model that is designed to maximize the quality of care provided and profitability. The Company's Service Center provides various services to all lines of business. The Company does not review assets by segment and therefore assets by segment are not disclosed below.

The CODM uses Segment Adjusted EBITDAR from Operations as the primary measure of profit and loss for the Company's reportable segments and to compare the performance of its operations with those of its competitors. Segment Adjusted EBITDAR from Operations is net income/ (loss) attributable to the Company's reportable segments excluding interest expense, provision for income taxes, depreciation and amortization expense, rent, and, in order to view the operations performance on a comparable basis from period to period, certain adjustments including: (1) costs at start-up operations, (2) share-based compensation, (3) acquisition related costs, (4) redundant and nonrecurring costs associated with the transition services agreement, and (5) net loss attributable to noncontrolling interest. General and administrative expenses are not allocated to the reportable segments, and are included as "All Other", accordingly the segment earnings measure reported is before allocation of corporate general and administrative expenses. The Company's segment measures may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

The following table presents certain financial information regarding our reportable segments, general and administrative expenses are not allocated to the reportable segments and are included in "All Other" for the three months ended March 31, 2021 and 2020:

	<b>Home Health and Hospice Services</b>	<b>Senior Living Services</b>	<b>All Other</b>	<b>Total</b>
<b>Three Months Ended March 31, 2021</b>				
Revenue	\$ 74,607	\$ 31,056	\$ —	\$ 105,663
Segment Adjusted EBITDAR from Operations	\$ 13,791	\$ 8,834	\$ (6,398)	\$ 16,227
<b>Three Months Ended March 31, 2020</b>				
Revenue	\$ 56,762	\$ 35,087	\$ —	\$ 91,849
Segment Adjusted EBITDAR from Operations	\$ 9,729	\$ 12,397	\$ (4,782)	\$ 17,344

This table provides a reconciliation of Segment Adjusted EBITDAR from Operations to income from operations:

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
Segment Adjusted EBITDAR from Operations	\$ 16,227	\$ 17,344
Less: Depreciation and amortization	1,175	1,021
Rent—cost of services	9,965	9,706
Adjustments to Segment EBITDAR from Operations:		
Less: Costs at start-up operations <sup>(a)</sup>	112	232
Share-based compensation expense <sup>(b)</sup>	2,416	1,956
Acquisition related costs <sup>(c)</sup>	7	—
Transition services costs <sup>(d)</sup>	902	157
Add: Net loss attributable to noncontrolling interest	(37)	—
Condensed Consolidated Income from Operations	<u>\$ 1,613</u>	<u>\$ 4,272</u>

Note: Beginning in the first quarter of fiscal year 2021, we updated our definition of Segment Adjusted EBITDAR to no longer include an adjustment for COVID-19 expenses offset by the amount of sequestration relief. COVID-19 expenses continue to be part of daily operations for which less specific identification is visible. Furthermore, the sequestration relief has been extended through December 31, 2021. Sequestration relief was \$948 for the three months ended March 31, 2021. There was no adjustment for COVID-19 expenses offset by the amount of sequestration relief for the three months ended March 31, 2020.

- (a) Represents results related to start-up operations. This amount excludes rent and depreciation and amortization expense related to such operations.  
(b) Share-based compensation expense incurred which is included in cost of services and general and administrative expense.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

- (c) Acquisition related costs that are not capitalizable.
- (d) A portion of the costs incurred under the Transition Services Agreement (as defined in Note 3, Related Party Transactions) identified as redundant or nonrecurring that are included in general and administrative expense. Fees incurred under the Transition Services agreement, net of the Company's payroll reimbursement, were \$988 and \$1,336 for the three months ended March 31, 2021 and 2020, respectively. During the fourth quarter of fiscal 2020, we updated our Transition service costs adjustment to include duplicate software costs. The prior year transition service costs adjustment has been recast to reflect the change. The adjustment to the prior year transition service costs was \$107 for the duplicative software costs for the three months ended March 31, 2020 that were included in the 2020 full year amount in the Company's as filed Form 10-K.

## **7. ACQUISITIONS**

The Company's acquisition focus is to purchase or lease operations that are complementary to the Company's current businesses, accretive to the Company's business or otherwise advance the Company's strategy. The results of all the Company's independent operating subsidiaries are included in the Interim Financial Statements subsequent to the date of acquisition. Acquisitions are accounted for using the acquisition method of accounting.

### ***2021 Acquisitions***

During the three months ended March 31, 2021, the Company expanded its operations with the addition of two home health and two hospice agencies. The aggregate purchase price for these acquisitions was \$3,685. A subsidiary of the Company entered into a separate operations transfer agreement with the prior operator of each acquired operation as part of each transaction.

The fair value of assets for home health acquisitions was mostly concentrated in goodwill and as such, these transactions were classified as business combinations in accordance with ASC Topic 805, *Business Combinations* ("ASC 805"). The purchase price for the business combinations was \$3,100, which consisted of equipment and other assets of \$39, goodwill of \$1,735, and indefinite-lived intangible assets of \$1,326 related to Medicare and Medicaid licenses. The Company anticipates that the total goodwill recognized will be fully deductible for tax purposes. There were no material acquisition costs that were expensed related to the business combinations during the three months ended March 31, 2021.

The hospice agencies were acquired Medicare licenses and are considered asset acquisitions. The fair value of assets for the hospice licenses acquired totaled \$585 and was allocated to indefinite-lived intangible assets.

### ***2020 Acquisitions***

During the three months ended March 31, 2020, the Company expanded its operations with the addition of one home health agencies, one hospice agencies, and two senior living communities. The aggregate purchase price for these acquisitions was \$2,968. In connection with the addition of the senior living communities, the Company entered into new long-term "triple-net" leases with subsidiaries of Ensign. The addition of these operations added a total of 164 operational senior living units to be operated by the Company's independent operating subsidiaries. A subsidiary of the Company entered into a separate operations transfer agreement with the prior operator of each acquired operation as part of each transaction.

The fair value of assets for all home health, hospice and home care acquisitions was concentrated in goodwill and as such, these transactions were classified as business combinations in accordance with ASC 805. The purchase price for the business combinations was \$2,968, which mostly consisted of equipment of \$20, goodwill of \$1,604, indefinite-lived intangible assets of \$1,363 related to Medicare and Medicaid licenses, net of assumed liabilities of \$19. The majority of total goodwill recognized is fully deductible for tax purposes. There were no acquisition costs that were expensed related to the business combinations of home health, hospice, and home care during the three months ended March 31, 2020.

### ***Subsequent Events***

Subsequent to March 31, 2021, the Company announced it closed on two acquisitions of providers of home health and home care services. The acquisitions added three home health and two home care agencies throughout Southwest Colorado and Texas. The combined purchase price for the home health and home care agencies was \$5,000. As of the date of this report, the preliminary allocation of the purchase price for the acquisitions acquired subsequent to March 31, 2021 were not completed as necessary valuation information was not yet available. As such, the determination regarding whether these acquisitions should be classified as business combinations or asset acquisitions under ASC 805 will be determined upon completion of the allocation of the purchase price.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

**8. PROPERTY AND EQUIPMENT—NET**

Property and equipment, net consist of the following:

	<b>March 31, 2021</b>	<b>December 31, 2020</b>
Leasehold improvements	\$ 10,174	\$ 9,984
Equipment	22,690	22,420
Furniture and fixtures	1,186	1,186
	<u>34,050</u>	<u>33,590</u>
Less: accumulated depreciation	(16,909)	(15,706)
Property and equipment, net	<u>\$ 17,141</u>	<u>\$ 17,884</u>

Depreciation expense was \$1,171 for the three months ended March 31, 2021, and \$1,018 for the three months ended March 31, 2020.

The Company measures certain assets at fair value on a non-recurring basis, including long-lived assets, which are evaluated for impairment. Long-lived assets include assets such as property and equipment, operating lease assets and certain intangible assets. The inputs used to determine the fair value of long-lived assets and a reporting unit are considered Level 3 measurements due to their subjective nature. Management has evaluated its long-lived assets and determined there was no impairment during the three months ended March 31, 2021 and 2020.

**9. GOODWILL AND OTHER INDEFINITE-LIVED INTANGIBLE ASSETS**

The following table represents activity in goodwill by segment as of and for the three months ended March 31, 2021:

	<b>Home Health and Hospice Services</b>	<b>Senior Living Services</b>	<b>Total</b>
December 31, 2020	\$ 62,802	\$ 3,642	\$ 66,444
Additions	1,735	—	1,735
March 31, 2021	<u>\$ 64,537</u>	<u>\$ 3,642</u>	<u>\$ 68,179</u>

Other indefinite-lived intangible assets consist of the following:

	<b>March 31, 2021</b>	<b>December 31, 2020</b>
Trade name	\$ 1,355	\$ 1,355
Medicare and Medicaid licenses	48,044	46,133
Total	<u>\$ 49,399</u>	<u>\$ 47,488</u>

As of March 31, 2021, we evaluated potential triggering events that might be indicators that our goodwill and indefinite lived intangibles were impaired. The Company concluded that the current economic and business conditions did not result in a triggering event requiring a quantitative goodwill impairment analysis. No goodwill or intangible asset impairments were recorded during the three months ended March 31, 2021 and 2020.



**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

**10. OTHER ACCRUED LIABILITIES**

Other accrued liabilities consist of the following:

	<u>March 31, 2021</u>	<u>December 31, 2020</u>
Refunds payable	\$ 2,515	\$ 2,664
Deferred revenue	1,498	1,271
Resident deposits	5,623	5,647
Contract Liabilities (CARES Act advance payments)	27,997	22,771
Property taxes	872	982
Accrued self-insurance liabilities - current portion	1,597	1,354
Other	4,174	3,586
Other accrued liabilities	<u>\$ 44,276</u>	<u>\$ 38,275</u>

Refunds payable includes payables related to overpayments, duplicate payments and credit balances from various payor sources. Deferred revenue occurs when the Company receives payments in advance of services provided. Resident deposits include refundable deposits to residents and a small portion consists of non-refundable deposits recognized into revenue over a period of time. The CARES Act also expanded the ability of CMS to provide accelerated/advance payments intended to increase the cash flow of healthcare providers and suppliers impacted by COVID-19. During the prior year the Company applied for and received \$27,997 in funds under the AAP Program. On October 1, 2020, the Continuing Appropriations Act, 2021 and Other Extensions Act (the "CA Act") was signed into law. Among other things, the CARES Act significantly changed the repayment terms for AAP. In April 2021 Medicare began automatic recoupment of these amounts through offsets to new claims. Medicare will automatically recoup 25 percent of Medicare payments for 11 months. At the end of the 11 months and assuming full repayment has not occurred, recoupment will increase to 50 percent for another six months. Any balance outstanding after these two recoupment periods will be subject to repayment at a four percent interest rate. The Company anticipates completing repayment of the AAP within the allotted recoupment periods.

**11. DEBT**

Long-term debt, net consists of the following:

	<u>March 31, 2021</u>	<u>December 31, 2020</u>
Revolving Credit Facility	\$ 27,500	\$ 9,500
Less: unamortized debt issuance costs <sup>(a)</sup>	(2,529)	(1,223)
Long-term debt, net	<u>\$ 24,971</u>	<u>\$ 8,277</u>

(a) Amortization expense for debt issuance costs was \$87 and \$82 for the three months ended March 31, 2021 and 2020 respectively, and is recorded in interest expense, net on the condensed consolidated statements of income.

On October 1, 2019, Pennant originally entered into a credit agreement with a borrowing capacity of \$75,000. On February 23, 2021, Pennant entered into an amendment to the Credit Agreement (the "Amended Credit Agreement"), which provides for a revolving credit facility (the "2021 Revolving Credit Facility") with a syndicate of banks with a borrowing capacity of \$150,000. The interest rates applicable to loans under the 2021 Revolving Credit Facility are, at the Company's election, either (i) Adjusted LIBOR (as defined in the Amended Credit Agreement) plus a margin ranging from 2.3% to 3.3% per annum or (ii) Base Rate plus a margin ranging from 1.3% to 2.3% per annum, in each case based on the ratio of Consolidated Total Net Debt to Consolidated EBITDA (each, as defined in the Amended Credit Agreement). In addition, Pennant pays a commitment fee on the undrawn portion of the commitments under the Revolving Credit Facility which ranges from 0.35% to 0.50% per annum, depending on the Consolidated Total Net Debt to Consolidated EBITDA ratio of the Company and its subsidiaries. The Company is not required to repay any loans under the Amended Credit Agreement prior to maturity in 2026, other than to the extent the outstanding borrowings exceed the aggregate commitments under the Credit Agreement. As of March 31, 2021, the Company's weighted average interest rate on its outstanding debt was 3.33%. As of March 31, 2021, the Company had available borrowing on the Revolving Credit Facility of \$119,164, which is net of outstanding letters of credit of \$3,336.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

The fair value of the Company's Revolving Credit Facility approximates carrying value, due to the short-term nature and variable interest rates. The fair value of this debt is categorized within Level 2 of the fair value hierarchy based on the observable market borrowing rates.

The Credit Agreement is guaranteed, jointly and severally, by certain of the Company's independent operating subsidiaries, and is secured by a pledge of stock of the Company's material independent operating subsidiaries as well as a first lien on substantially all of each material operating subsidiary's personal property. The Credit Agreement contains customary covenants that, among other things, restrict, subject to certain exceptions, the ability of the Company and its independent operating subsidiaries to grant liens on their assets, incur indebtedness, sell assets, make investments, engage in acquisitions, mergers or consolidations, amend certain material agreements and pay certain dividends and other restricted payments. Financial covenants require compliance with certain levels of leverage ratios that impact the amount of interest. As of March 31, 2021, the Company was compliant with all such financial covenants.

## 12. OPTIONS AND AWARDS

Outstanding options held by employees of the Company under the Ensign stock plans (collectively the "Ensign Plans") and outstanding options and restricted stock awards under the Company Subsidiary Equity Plan (together with the Ensign Plans the "Pre-Spin Plans") were modified and replaced with Pennant awards under the Pennant Plans at the Spin-Off date. Additionally, in connection with the Spin-Off, the Company issued new options and restricted stock awards to Pennant and Ensign employees under the 2019 Omnibus Incentive Plan (the "OIP") and Long-Term Incentive Plan (the "LTIP", together referred to as the "Pennant Plans").

Under the Ensign Plans and the Pennant Plans, stock-based payment awards, including employee stock options, restricted stock awards ("RSA"), and restricted stock units ("RSU" and together with RSA, "Restricted Stock") are issued based on estimated fair value. The following disclosures represent share-based compensation expense relating to employees of the Company's subsidiaries who have awards under the Ensign and Pennant Plans.

Total share-based compensation expense for all Plans for the three months ended March 31, 2021 and 2020 was:

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
Share-based compensation expense related to stock options	\$ 637	\$ 289
Share-based compensation expense related to Restricted Stock	1,520	1,543
Share-based compensation expense related to Restricted Stock to non-employee directors	259	124
Total share-based compensation	<u>\$ 2,416</u>	<u>\$ 1,956</u>

In future periods, the Company estimates it will recognize the following share-based compensation expense for unvested stock options and unvested Restricted Stock, which were unvested as of March 31, 2021:

	<b>Unrecognized Compensation Expense</b>	<b>Weighted Average Recognition Period (in years)</b>
Unvested stock options	\$ 11,882	4.2
Unvested Restricted Stock	9,433	1.6
Total unrecognized share-based compensation expense	<u>\$ 21,315</u>	

### Stock Options

Under the Pennant Plans, options granted to employees of the subsidiaries of Pennant generally vest over five years at 20% per year on the anniversary of the grant date. Options expire ten years after the date of grant.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

The Company uses the Black-Scholes option-pricing model to recognize the value of stock-based compensation expense for share-based payment awards under the Plans. Determining the appropriate fair-value model and calculating the fair value of stock-based awards at the grant date requires considerable judgment, including estimating stock price volatility and expected option life. The Company develops estimates based on historical data and market information, which can change significantly over time.

The fair value of each option is estimated on the grant date using a Black-Scholes option-pricing model with the following weighted average assumptions for stock options granted after the Spin-Off:

Grant Year	Options Granted	Risk-Free Interest Rate	Expected Life <sup>(a)</sup>	Expected Volatility <sup>(b)</sup>	Dividend Yield	Weighted Average Fair Value of Options
2021	137	1.0 %	6.5	37.8 %	— %	\$ 18.99
2020	169	0.7 %	6.5	35.8 %	— %	\$ 9.21

(a) Under the midpoint method, the expected option life is the midpoint between the contractual option life and the average vesting period for the options being granted. This resulted in an expected option life of 6.5 years for the options granted.

(b) Because the Company's equity shares have been traded for a relatively short period of time, expected volatility assumption was based on the volatility of related industry stocks.

The following table represents the employee stock option activity during the three months ended March 31, 2021:

	Number of Options Outstanding	Weighted Average Exercise Price	Number of Options Vested	Weighted Average Price of Options Vested
<b>December 31, 2020</b>	1,982	\$ 17.48	615	\$ 7.52
Granted	137	48.78		
Exercised	(21)	10.58		
Forfeited	(15)	24.11		
<b>March 31, 2021</b>	<u>2,083</u>	<u>\$ 19.56</u>	640	\$ 7.96

### Restricted Stock

A summary of the status of Pennant's non-vested Restricted Stock, and changes during the three months ended March 31, 2021, is presented below:

	Non-Vested Restricted Stock	Weighted Average Grant Date Fair Value
<b>December 31, 2020</b>	1,635	\$ 14.80
Granted	5	57.54
Vested	(18)	21.98
Forfeited	(2)	14.77
<b>March 31, 2021</b>	<u>1,620</u>	<u>\$ 14.84</u>

### 13. LEASES

The Company's independent operating subsidiaries lease 54 senior living communities and its administrative offices under non-cancelable operating leases, most of which have initial lease terms ranging from five to 21 years. Most of these leases contain renewal options, most involve rent increases and none contain purchase options. The lease term excludes lease renewals because the renewal rents are not at a bargain, there are no economic penalties for the Company to renew the lease, and it is not reasonably certain that the Company will exercise the extension options. As of March 31, 2021, the Company's independent operating subsidiaries leased 31 communities from subsidiaries of Ensign (the "Ensign Leases") under a master lease arrangement. The existing leases with subsidiaries of Ensign are generally for initial terms of between 14 to 20 years. In

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

In addition to rent, each of the operating companies are required to pay the following: (1) all impositions and taxes levied on or with respect to the leased properties (other than taxes on the income of the lessor); (2) all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties; (3) all insurance required in connection with the leased properties and the business conducted on the leased properties; (4) all community maintenance and repair costs; and (5) all fees in connection with any licenses or authorizations necessary or appropriate for the leased properties and the business conducted on the leased properties.

Fifteen of the Company's affiliated senior living communities, excluding the communities that are operated under the Ensign Leases (as defined herein), are operated under two separate master lease arrangements. Under these master leases, a breach at a single community could subject one or more of the other communities covered by the same master lease to the same default risk. Failure to comply with Medicare and Medicaid provider requirements is a default under several of the Company's leases and master leases. With an indivisible lease, it is difficult to restructure the composition of the portfolio or economic terms of the master lease without the consent of the landlord.

The components of operating lease cost, are as follows:

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
<b>Operating Lease Costs:</b>		
Facility Rent—cost of services	\$ 8,835	\$ 8,856
Office Rent—cost of services	1,130	850
Rent—cost of services	<u>\$ 9,965</u>	<u>\$ 9,706</u>
General and administrative expense	\$ 64	\$ 30
Variable lease cost <sup>(a)</sup>	\$ 1,499	\$ 1,329

(a) Represents variable lease cost for operating leases, which costs include property taxes and insurance, common area maintenance, and consumer price index increases, incurred as part of our triple net lease, and which is included in cost of services for the three months ended March 31, 2021 and 2020.

The following table shows the lease maturity analysis for all leases as of March 31, 2021, for the years ended December 31:

<b>Year</b>	<b>Amount</b>
2021 (Remainder)	\$ 29,073
2022	38,171
2023	37,452
2024	36,546
2025	35,607
Thereafter	356,846
<b>Total lease payments</b>	<u>533,695</u>
Less: present value adjustments	(224,834)
<b>Present value of total lease liabilities</b>	<u>308,861</u>
Less: current lease liabilities	(14,606)
<b>Long-term operating lease liabilities</b>	<u>\$ 294,255</u>

Operating lease liabilities are based on the net present value of the remaining lease payments over the remaining lease term. In determining the present value of lease payments, the Company used its incremental borrowing rate based on the information available at each lease's commencement date to determine each lease's operating lease liability. As of March 31, 2021, the weighted average remaining lease term is 14.8 years and the weighted average discount rate is 8.2%.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

**14. INCOME TAXES**

The Company recorded income tax expense of \$340 for the three months ended March 31, 2021, and income tax expense of \$889 during the three months ended March 31, 2020, or 27.1% of earnings before income taxes for the three months ended March 31, 2021, compared to 23.0% of earnings before income taxes for the three months ended March 31, 2020. The effective tax rate for both three-month periods includes excess tax benefits from share-based compensation which were offset by non-deductible expenses including non-deductible compensation.

**15. COMMITMENTS AND CONTINGENCIES**

*Regulatory Matters* - The Company provides services in complex and highly regulated industries. The Company's compliance with applicable U.S. federal, state and local laws and regulations governing these industries may be subject to governmental review and adverse findings may result in significant regulatory action, which could include sanctions, damages, fines, penalties (many of which may not be covered by insurance), and even exclusion from government programs. The Company is a party to various regulatory and other governmental audits and investigations in the ordinary course of business and cannot predict the ultimate outcome of any federal or state regulatory survey, audit or investigation. While governmental audits and investigations are the subject of administrative appeals, the appeals process, even if successful, may take several years to resolve. The Department of Justice, CMS, or other federal and state enforcement and regulatory agencies may conduct additional investigations related to the Company's businesses. The Company believes that it is presently in compliance in all material respects with all applicable laws and regulations.

*Cost-Containment Measures* - Government and third-party payors have instituted cost-containment measures designed to limit payments made to providers of healthcare services, and there can be no assurance that future measures designed to limit payments made to providers will not adversely affect the Company.

*Indemnities* - From time to time, the Company enters into certain types of contracts that contingently require the Company to indemnify parties against third-party claims. These contracts primarily include (i) certain real estate leases, under which the Company may be required to indemnify property owners or prior operators for post-transfer environmental or other liabilities and other claims arising from the Company's use of the applicable premises, (ii) operations transfer agreements, in which the Company agrees to indemnify past operators of agencies and communities the Company acquires against certain liabilities arising from the transfer of the operation and/or the operation thereof after the transfer, (iii) certain Ensign lending agreements, and (iv) certain agreements with management, directors and employees, under which the subsidiaries of the Company may be required to indemnify such persons for liabilities arising out of their employment relationships. The terms of such obligations vary by contract and, in most instances, a specific or maximum dollar amount is not explicitly stated therein. Generally, amounts under these contracts cannot be reasonably estimated until a specific claim is asserted. Consequently, because no claims have been asserted, no liabilities have been recorded for these obligations on the Company's condensed consolidated Balance Sheets for any of the periods presented.

*Litigation* - The Company's businesses involve a significant risk of liability given the age and health of the patients and residents served by its independent operating subsidiaries. The Company, its operating companies, and others in the industry may be subject to a number of claims and lawsuits, including professional liability claims, alleging that services provided have resulted in personal injury, elder abuse, wrongful death or other related claims. Healthcare litigation (including class action litigation) is common and is filed based upon a wide variety of claims and theories, and the Company is routinely subjected to these claims in the ordinary course of business, including potential claims related to patient care and treatment, and professional negligence, as well as employment related claims. If there were a significant increase in the number of these claims or an increase in amounts owing should plaintiffs be successful in their prosecution of these claims, this could materially adversely affect the Company's business, financial condition, results of operations and cash flows. In addition, the defense of these lawsuits may result in significant legal costs, regardless of the outcome, and may result in large settlement amounts or damage awards.

In addition to the potential lawsuits and claims described above, the Company is also subject to potential lawsuits under the False Claims Act (the "FCA") and comparable state laws alleging submission of fraudulent claims for services to any healthcare program (such as Medicare) or payor. A violation may provide the basis for exclusion from federally funded healthcare programs. Such exclusions could have a correlative negative impact on the Company's financial performance. Some states, including California, Arizona and Texas, have enacted similar whistleblower and false claims laws and regulations. In addition, the Deficit Reduction Act of 2005 created incentives for states to enact anti-fraud legislation modeled on the FCA. As such, the Company could face increased scrutiny, potential liability and legal expenses and costs based on claims under state false claims acts in markets in which it conducts business.

**THE PENNANT GROUP, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**

In May 2009, Congress passed the Fraud Enforcement and Recovery Act (“FERA”) which made significant changes to the FCA, expanding the types of activities subject to prosecution and whistleblower liability. Following changes by FERA, healthcare providers face significant penalties for the knowing retention of government overpayments, even if no false claim was involved. Providers can now be liable for knowingly and improperly avoiding or decreasing an obligation to pay money or property to the government, including the retention of any government overpayment. The Patient Protection and Affordable Care Act of 2010 (the “ACA”) supplemented FERA by imposing an affirmative obligation on healthcare providers to return an overpayment to CMS within 60 days of “identification” or the date any corresponding cost report is due, whichever is later. According to CMS’s February 12, 2016, final rule with respect to Medicare Parts A and B, providers have an obligation to proactively exercise “reasonable diligence” to identify overpayments. The 60-day clock begins to run after the reasonable diligence period has concluded, which may take, at most, six months from the receipt of credible information. Retention of any overpayment beyond this period may create liability under the FCA. In addition, FERA extended protections against retaliation for whistleblowers, including protections not only for employees, but also contractors and agents. Thus, there is generally no need for an employment relationship in order to qualify for protection against retaliation for whistleblowing.

The Company cannot predict or provide any assurance as to the possible outcome of any litigation. If any litigation were to proceed, and the Company and its operating companies are subjected to, alleged to be liable for, or agree to a settlement of, claims or obligations under federal Medicare statutes, the FCA, or similar state and federal statutes and related regulations, the Company’s business, financial condition and results of operations and cash flows could be materially and adversely affected. Among other things, any settlement or litigation could involve the payment of substantial sums to settle any alleged civil violations, and may also include the assumption of specific procedural and financial obligations by the Company or its independent operating subsidiaries going forward under a corporate integrity agreement and/or other arrangement with the government.

*Medicare Revenue Recoupments* - The Company is subject to probe reviews relating to Medicare services, billings and potential overpayments by Unified Program Integrity Contractors (“UPIC”), Recovery Audit Contractors (“RAC”), Zone Program Integrity Contractors (“ZPIC”), Program Safeguard Contractors (“PSC”), Supplemental Medical Review Contractors (“SMRC”) and Medicaid Integrity Contributors (“MIC”) programs, each of the foregoing collectively referred to as “Reviews.” As of March 31, 2021, eight of the Company’s independent operating subsidiaries had Reviews scheduled, on appeal or in dispute resolution process, both pre- and post-payment. If an operation fails an initial or subsequent Review, the operation could then be subject to extended Review, suspension of payment, or extrapolation of the identified error rate to all billing in the same time period. As of March 31, 2021, and through the filing of this Quarterly Report on Form 10-Q, the Company’s independent operating subsidiaries have responded to the Reviews that are currently ongoing, on appeal or in dispute resolution process and the Company has no material probable or estimable contingencies.

*Insurance* - The Company retains risk for a substantial portion of potential claims for general and professional liability, workers’ compensation and automobile liability. The Company does not retain risk related to its employee health plans.

The Company recognizes obligations associated with these costs, up to specified deductible limits in the period in which a claim is incurred, including with respect to both reported claims and claims incurred but not reported. The general and professional liability insurance has a retention limit of \$150 per claim with a \$500 corridor as an additional out-of-pocket retention we must satisfy for claims within the policy year before the carrier will reimburse losses. The workers’ compensation insurance has a retention limit of \$250 per claim, except for policies held in Texas and Washington which are subject to state insurance and possess their own limits.

### **Concentrations**

*Credit Risk* - The Company has significant accounts receivable balances, the collectability of which is dependent on the availability of funds from certain governmental programs, primarily Medicare and Medicaid. These receivables represent the only significant concentration of credit risk for the Company. The Company does not believe there are significant credit risks associated with these governmental programs. The Company believes that an appropriate allowance has been recorded for the possibility of these receivables proving uncollectible, and continually monitors and adjusts these allowances as necessary. The Company’s gross receivables from the Medicare and Medicaid programs accounted for approximately 73.5% and 75.7% of its total gross accounts receivable as of March 31, 2021 and December 31, 2020, respectively. Revenue from reimbursement under the Medicare and Medicaid programs accounted for 64.0% for the three months ended March 31, 2021, and 57.9% of the Company’s revenue for the three months ended March 31, 2020.

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

*You should read the following discussion and analysis in conjunction with the Interim Financial Statements and the related notes thereto contained in Part I, Item 1 of this Quarterly Report on Form 10-Q (the “Quarterly Report”). The information contained in this Quarterly Report on Form 10-Q is not a complete description of our business or the risks associated with an investment in our common stock. We urge you to carefully review and consider the various disclosures made by us in this Quarterly Report and in our other reports filed with the Securities and Exchange Commission (“SEC”), including our Annual Report on Form 10-K for the year ended December 31, 2020 (the “2020 Annual Report”), which discusses our business and related risks in greater detail, as well as subsequent reports we may file from time to time on Form 10-K, Form 10-Q and 8-K, for additional information. The section entitled “Risk Factors” filed within our 2020 Annual Report describes some of the important risk factors that may affect our business, financial condition, results of operations and/or liquidity. You should carefully consider those risks, in addition to the other information in this Quarterly Report and in our other filings with the SEC, before deciding to purchase, hold or sell our common stock.*

### **Special Note About Forward-Looking Statements**

This Quarterly Report contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, that are based on our management’s beliefs and assumptions and on information currently available to our management. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “might,” “will,” “should,” “could,” “seeks,” “approximately,” “goals,” “future,” “projects,” “predicts,” “guidance,” “target,” “intends,” “plans,” “estimates,” “anticipates”, the negative version of these words or other comparable words. Forward-looking statements include, but are not limited to, statements related to our expectations regarding the performance of our business, our financial results, our liquidity and capital resources, the benefits resulting from the Spin-Off, the effects of competition and the effects of future legislation or regulations and other non-historical statements. Additionally, many of these risks and uncertainties are currently amplified by and will continue to be amplified by, or in the future may be amplified by, the COVID-19 outbreak. The developments with respect to the spread of COVID-19 and its impacts have occurred rapidly, and because of the unprecedented nature of the pandemic, we are unable to predict the extent and duration of the adverse financial impact of COVID-19 on our business, financial condition and results of operations.

The risk factors discussed in this Quarterly Report and the 2020 Annual Report under the heading “Risk Factors,” could cause our results to differ materially from those expressed in forward-looking statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to:

- uncertainties related to the COVID-19 outbreak;
- federal and state changes to, or delays receiving, reimbursement and other aspects of Medicaid and Medicare;
- changes in the regulation of the healthcare services industry;
- increases in the federal income tax rate;
- increased competition for, or a shortage of, skilled personnel;
- government reviews, audits and investigations of our business;
- changes in federal and state employment related laws;
- compliance with state and federal employment, immigration, licensing and other laws;
- competition from other healthcare providers;
- actions of national labor unions;
- the leases of our affiliated senior living communities;
- inability to complete future community or business acquisitions and failure to successfully integrate acquired communities and businesses into our operations;
- general economic conditions;
- security breaches and other cyber security incidents;
- the performance of the financial and credit markets;
- uncertainties related to our ability to realize the anticipated benefits of the Spin-Off; and
- uncertainties related to our ability to obtain financing or the terms of such financing.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. You should not place undue reliance on any forward-looking statements in this Quarterly Report. Although we may from time to time voluntarily update our prior forward-looking statements, we disclaim any commitment to do so except as required by applicable securities laws.

## Overview

We are a leading provider of high-quality healthcare services to patients of all ages, including the growing senior population, in the United States. We strive to be the provider of choice in the communities we serve through our innovative operating model. We operate in multiple lines of businesses including home health, hospice and senior living services across Arizona, California, Colorado, Idaho, Iowa, Montana, Nevada, Oklahoma, Oregon, Texas, Utah, Washington, Wisconsin and Wyoming. As of March 31, 2021, our home health and hospice business provided home health, hospice and home care services from 80 agencies operating across these 14 states, and our senior living business operated 54 senior living communities throughout seven states.

The following table summarizes our affiliated home health and hospice agencies and senior living communities as of:

	December 31,								March 31,
	2013	2014	2015	2016	2017	2018	2019	2020	2021
Home health and hospice agencies	16	25	32	39	46	54	63	76	80
Senior living communities	12	15	36	36	43	50	52	54	54
Senior living units	1,256	1,587	3,184	3,184	3,434	3,820	3,963	4,127	4,127
Total number of home health, hospice, and senior living operations	28	40	68	75	89	104	115	130	134

## COVID-19

Since its discovery in late 2019, a new strain of coronavirus, which causes the viral disease known as COVID-19 (“COVID-19”), has spread around the globe. The outbreak has been declared to be a pandemic by the World Health Organization, and the United States Health and Human Services Secretary has declared a public health emergency in the United States in response to the outbreak. Additionally, the United States Centers for Disease Control and Prevention (“CDC”) has stated that older adults are at a higher risk for serious illness from COVID-19. As a result of the COVID-19 outbreak, we have taken necessary precautions to prevent and minimize spread of the virus to our patients and our residents.

We have been, and we expect to continue to be, impacted by several factors that may cause actual results to differ from our historical results or current expectations. Due to the COVID-19 pandemic, the results presented in this report are not necessarily indicative of future operating results. The situation surrounding COVID-19 remains fluid. We are actively managing our response in collaboration with government officials, team members and business partners, and we are assessing potential impacts to our financial position and operating results, as well as adverse developments in our business.

### *Operational Response*

COVID-19 continues to impact all aspects of our business and geographies, including impacts on our patients, residents, team members, vendors and business partners. Our overall senior living occupancy has decreased since the onset of the pandemic due to a greater number of move outs net of move ins. We cannot be sure when the occupancy levels in our senior living communities will stabilize or improve over multiple measurement periods. As the effects of COVID-19 continue to evolve, it is difficult to predict the full extent of the impact that COVID-19 and its aftermath will have on our future financial position and operating results due to numerous uncertainties. These uncertainties include the impact of vaccination of residents and employees, variants of the virus, the duration of the outbreak, and governmental, business or other actions (which could include limitations on our operations or mandates to provide services to our patients and communities). Further, the impacts of a potential worsening of global economic conditions and the continued disruptions to, and volatility in, the credit and financial markets, as well as other unanticipated consequences remain unknown.

We have experienced and expect to continue to see increased labor costs due to increased overtime and premium pay and the increased need for temporary labor to supplement our existing staffing. Furthermore, we experienced and expect to continue to experience increased expenses for medical supplies due to the need for more personal protective equipment (“PPE”) as part of our strict infection control procedures, along with additional COVID-19 testing expenses. We are monitoring the



ongoing impact of our COVID-19 response actions on our revenue and expenses. However, the extent to which COVID-19 will continue to impact our operations will depend on future developments, which remain uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information that may emerge concerning the severity of the coronavirus and variant strains, and the actions taken to contain the coronavirus or treat its impact, among others.

As a result of COVID-19, we have enhanced our infection control procedures in accordance with guidance from Centers for Medicare & Medicaid Services (“CMS”) along with other state and federal agencies to protect our patients, residents, and staff. The infection control guidance from CMS and other agencies continues to evolve. We frequently update our infection control procedures and share best practices across our organization. Our operating subsidiaries have followed guidelines from CMS, the CDC and other federal or state agencies regarding infection control, including recommended screening and isolation protocols, increased PPE usage and systems for addressing local needs related to supplies, staffing and communication with families, patients and local health agencies.

### **Recent Activities**

*Acquisitions.* During the three months ended March 31, 2021, We expanded our operations with the addition of two home health and two hospice agencies. We entered into a separate operations transfer agreement with each respective prior operator as a part of each transaction. The aggregate purchase price for these acquisitions was \$3.7 million. For further discussion of our acquisitions, see Note 7, *Acquisitions*, in the Notes to the Interim Financial Statements.

### **Trends**

As discussed more above under *COVID-19*, in the first quarter we experienced an increase in all of our key metrics in our home health and hospice businesses. Since the pandemic began, we have experienced a steady decline in senior living occupancy as move-ins declined relative to move-outs due to the pandemic. We cannot be sure when the occupancy levels in our senior living communities will stabilize or improve over consecutive measurement periods. As uncertainty regarding the COVID-19 pandemic persists, if there is a resurgence in cases, or if variant strains aggressively emerge, we could see a more prolonged recovery. For further discussion of trends related to COVID-19, see *COVID-19* above.

When we acquire turnaround or start-up operations, we expect that our combined metrics may be impacted. We expect these metrics to vary from period to period based upon the maturity of the operations within our portfolio. We have generally experienced lower occupancy rates and higher costs at our senior living communities and lower census and higher costs at our home health and hospice agencies for recently acquired operations; as a result, we generally anticipate lower consolidated and segment margins during years of acquisition growth.

### **Government Regulation**

We have disclosed under the heading “Government Regulation” in the 2020 Annual Report a summary of regulations that we believe materially affects our business, financial condition or results of operations. Since the time of the filing of the 2020 Annual Report, the following regulations have been updated.

The Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”) was enacted on March 27, 2020 in the United States and subsequent regulatory actions. The CARES Act contained provisions for accelerated or advance Medicare payments (“AAP”) to provide supporting cash flow to providers and suppliers combating the effects of the COVID-19 pandemic. We applied for and received \$28.0 million in the prior year. These funds are subject to automatic recoupment through offsets to new claims beginning one year after payment were issued. In April, 2021, Medicare began to automatically recoup 25 percent of Medicare payments for the next 11 months. At the end of the 11 months, assuming full repayment has not occurred, recoupment will increase to 50 percent for another six months. Any balance outstanding after these two recoupment periods will be subject to repayment at a four percent interest rate. We anticipate completing repayment of the AAP within the allotted recoupment periods.

The CARES Act temporarily suspended the 2% sequestration payment adjustment on Medicare fee-for-service payment beginning May 1, 2020 until December 31, 2020. The suspension was initially extended to go through March 31, 2021, and in April 2021 was extended through December 31, 2021. We recognized \$0.9 million in revenue related to the suspension of sequestration for the three months ended March 31, 2021, exclusive of our start-up operations. The CARES Act payroll tax deferral program allowed employers to defer the deposit and payment of the employer’s portion of social security taxes that otherwise would be due between March 27, 2020, and December 31, 2020. The CARES Act permits employers to deposit half of these deferred payments by the end of 2021 and the other half by the end of 2022. Further, we deferred

approximately \$7,836 of the employer-paid portion of social security taxes, of which \$3,918 is included in other long-term liabilities and the current portion of \$3,918 in accrued wages and related liabilities.

The American Rescue Plan Act of 2021 (the “ARP Act”) was enacted on March 11, 2021 in the United States. The ARP Act was designed to assist the country with the effects of the COVID-19 pandemic and included a number of tax components. The ARP Act’s primary tax impact on us is a new revenue raising provision that requires us to include the next five highest paid employees to the list of covered officers already subject to the IRC Section 162(m) wage limitation beginning in the 2027 tax year. We will continue to assess the effect of the ARP Act and ongoing other government legislation related to the COVID-19 pandemic that may be issued.

## Segments

We have two reportable segments: (1) home health and hospice services, which includes our home health, home care and hospice businesses; and (2) senior living services, which includes the operation of assisted living, independent living and memory care communities. Our Chief Executive Officer, who is our Chief Operating Decision Maker (“CODM”), reviews financial information at the operating segment level. We also report an “all other” category that includes general and administrative expense from our Service Center.

## Key Performance Indicators

We manage the fiscal aspects of our business by monitoring key performance indicators that affect our financial performance. These indicators and their definitions include the following:

### Home Health and Hospice Services

- **Total home health admissions.** The total admissions of home health patients, including new acquisitions, new admissions and readmissions.
- **Total Medicare home health admissions.** Total admissions of home health patients, who are receiving care under Medicare reimbursement programs, including new acquisitions, new admissions and readmissions.
- **Average Medicare revenue per completed 60-day home health episode.** The average amount of revenue for each completed 60-day home health episode generated from patients who are receiving care under Medicare reimbursement programs.
- **Total hospice admissions.** Total admissions of hospice patients, including new acquisitions, new admissions and recertifications.
- **Average hospice daily census.** The average number of patients who are receiving hospice care during any measurement period divided by the number of days during such measurement period.
- **Hospice Medicare revenue per day.** The average daily Medicare revenue recorded during any measurement period for services provided to hospice patients.

The following table summarizes our overall home health and hospice statistics for the periods indicated:

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
<b>Home health services:</b>		
Total home health admissions	9,097	6,136
Total Medicare home health admissions	4,498	2,809
Average Medicare revenue per 60-day completed episode	\$ 3,461	\$ 3,091
<b>Hospice services:</b>		
Total hospice admissions	2,154	1,676
Average hospice daily census	2,308	1,871
Hospice Medicare revenue per day	\$ 172	\$ 163

### Senior Living Services

- **Occupancy.** The ratio of actual number of days our units are occupied during any measurement period to the number of units available for occupancy during such measurement period.
- **Average monthly revenue per occupied unit.** The revenue for senior living services during any measurement period divided by actual occupied senior living units for such measurement period divided by the number of months for such measurement period.

The following table summarizes our senior living statistics for the periods indicated:

	Three Months Ended March 31,	
	2021	2020
Occupancy	72.1 %	80.2 %
Average monthly revenue per occupied unit	\$ 3,186	\$ 3,206

### Revenue Sources

#### Home Health and Hospice Services

**Home Health.** We derive the majority of our home health revenue from Medicare and managed care. The Medicare payment is adjusted for differences between estimated and actual payment amounts, an inability to obtain appropriate billing documentation or authorizations acceptable to the payor and other reasons unrelated to credit risk. For Medicare episodes that began prior to January 1, 2020, home health agencies were reimbursed under the Medicare HH PPS, while Medicare periods of care that began on or after that date are reimbursed under the Patient-Driven Groupings Model (“PDGM”) methodology. Under PDGM, Medicare provides agencies with payments for each 30-day period of care provided to beneficiaries. If a beneficiary is still eligible for care after the end of the first 30-day payment period, a second 30-day payment period can begin. There are no limits to the number of periods of care a beneficiary who remains eligible for the home health benefit can receive. While payment for each 30-day period of care is adjusted to reflect the beneficiary’s health condition and needs, a special outlier provision exists to ensure appropriate payment for those beneficiaries that have the most expensive care needs. The payment under the Medicare program is also adjusted for certain variables including, but not limited to: (a) a low utilization payment adjustment if the number of visits is below an established threshold that varies based on the diagnosis of a beneficiary; (b) a partial payment if the patient transferred to another provider or the Company received a patient from another provider before completing the period of care; (c) adjustment to the admission source of claim if it is determined that the patient had a qualifying stay in a post-acute care setting within 14 days prior to the start of a 30-day payment period; (d) the timing of the 30-day payment period provided to a patient in relation to the admission date, regardless of whether the same home health provider provided care for the entire series of episodes; (e) changes to the acuity of the patient during the previous 30-day period of care; (f) changes in the base payments established by the Medicare program; (g) adjustments to the base payments for case mix and geographic wages; and (h) recoveries of overpayments. For further detail regarding PDGM see the *Government Regulation* section of our 2020 Annual Report.

**Hospice.** We derive the majority of our hospice business revenue from Medicare reimbursement. The estimated payment rates are calculated as daily rates for each of the levels of care we deliver. Rates are set based on specific levels of care, are adjusted by a wage index to reflect healthcare labor costs across the country and are established annually through federal legislation. The following are the four levels of care provided under the hospice benefit:

- **Routine Home Care (“RHC”).** Care that is not classified under any of the other levels of care, such as the work of nurses, social workers or home health aides.
- **General Inpatient Care.** Pain control or acute or chronic symptom management that cannot be managed in a setting other than an inpatient Medicare-certified facility, such as a hospital, skilled nursing facility or hospice inpatient facility.
- **Continuous Home Care.** Care for patients experiencing a medical crisis that requires nursing services to achieve palliation and symptom control, if the agency provides a minimum of eight hours of care within a 24-hour period.
- **Inpatient Respite Care.** Short-term, inpatient care to give temporary relief to the caregiver who regularly provides care to the patient.

CMS has established a two-tiered payment system for RHC. Hospices are reimbursed at a higher rate for RHC services provided from days of service one through 60 and a lower rate for all subsequent days of service. CMS also provided for a Service Intensity Add-On, which increases payments for certain RHC services provided by registered nurses and social workers to hospice patients during the final seven days of life.

Medicare reimbursement is adjusted for an inability to obtain appropriate billing documentation or authorizations acceptable to the payor and other reasons unrelated to credit risk. Additionally, as Medicare hospice revenue is subject to an inpatient cap limit and an overall payment cap, we monitor our provider numbers and estimate amounts due back to Medicare to the extent that the cap has been exceeded.

**Senior Living Services.** As of March 31, 2021, we provided assisted living, independent living and memory care services in 54 communities. Within our senior living operations, we generate revenue primarily from private pay sources, with a portion earned from Medicaid or other state-specific programs.

### **Primary Components of Expense**

**Cost of Services (excluding rent, general and administrative expense and depreciation and amortization).** Our cost of services represents the costs of operating our independent operating subsidiaries, which primarily consists of payroll and related benefits, supplies, purchased services, and ancillary expenses such as the cost of pharmacy and therapy services provided to patients. Cost of services also includes the cost of general and professional liability insurance and other general cost of services specifically attributable to our operations.

**Rent—Cost of Services.** Rent—cost of services consists solely of base minimum rent amounts payable under lease agreements to our landlords. Our subsidiaries lease and operate but do not own the underlying real estate at our operations, and these amounts do not include taxes, insurance, impounds, capital reserves or other charges payable under the applicable lease agreements.

**General and Administrative Expense.** General and administrative expense consists primarily of payroll and related benefits and travel expenses for our Service Center personnel, including training and other operational support. General and administrative expense also includes professional fees (including accounting and legal fees), costs relating to information systems, stock-based compensation and rent for our Service Center offices.

**Depreciation and Amortization.** Property and equipment are recorded at their original historical cost. Depreciation is computed using the straight-line method over the estimated useful lives of the depreciable assets (ranging from three to 15 years). Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the remaining lease term.

### **Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations are based on Interim Financial Statements, which have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). The preparation of the Interim Financial Statements and related disclosures requires us to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. On an ongoing basis we review our judgments and estimates, including but not limited to those related to revenue, cost allocations, leases, intangible assets, goodwill, and income taxes. We base our estimates and judgments upon our historical experience, knowledge of current conditions and our belief of what could occur in the future considering available information, including assumptions that we believe to be reasonable under the circumstances. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty, and actual results could differ materially from the amounts reported. While we believe that our estimates, assumptions, and judgments are reasonable, they are based on information available when the estimate was made. Refer to Note 2, *Basis of Presentation and Summary of Significant Accounting Policies*, within the 2020 Annual Report for further information on our critical accounting estimates and policies, which are as follows:

- **Revenue recognition** - The estimate of variable considerations to arrive at the transaction price, including methods and assumptions used to determine settlements with Medicare and Medicaid payors or retroactive adjustments due to audits and reviews;
- **Leases** - We use our estimated incremental borrowing rate based on the information available at lease commencement date in determining the present value of future lease payments;

- **Acquisition accounting** - The assumptions used to allocate the purchase price paid for assets acquired and liabilities assumed in connection with our acquisitions; and
- **Income taxes** - The estimation of valuation allowance or the need for and magnitude of liabilities for uncertain tax position.

### Recent Accounting Pronouncements

Information concerning recently issued accounting pronouncements are included in Note 2, *Basis of Presentation and Summary of Significant Accounting Policies* in the Interim Financial Statements.

### Results of Operations

The following table sets forth details of our revenue, expenses and earnings as a percentage of total revenue for the periods indicated:

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
Total revenue	100.0 %	100.0 %
Expense:		
Cost of services	79.1	76.4
Rent—cost of services	9.4	10.6
General and administrative expense	8.8	7.2
Depreciation and amortization	1.2	1.1
Total expenses	98.5	95.3
Income from operations	1.5	4.7
Other income (expense):		
Other income	—	—
Interest expense, net	(0.3)	(0.5)
Other expense, net	(0.3)	(0.5)
Income before provision for income taxes	1.2	4.2
Provision for income taxes	0.3	1.0
Net income	0.9	3.2
Less: net loss attributable to noncontrolling interest <sup>(a)</sup>	—	—
Net income attributable to Pennant	0.9 %	3.2 %

(a) Net loss attributable to noncontrolling interest for the three months ended March 31, 2021 was less than 0.1% and thus not meaningful as a percentage of total revenue. There was not any noncontrolling interest for the three months ended March 31, 2020.

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
<b>(In thousands)</b>		
<b>Consolidated GAAP Financial Measures:</b>		
Total revenue	\$ 105,663	\$ 91,849
Total expenses	\$ 104,050	\$ 87,577
Income from operations	\$ 1,613	\$ 4,272

The following table presents certain financial information regarding our reportable segments. General and administrative expenses are not allocated to the reportable segments and are included in “All Other”:

	Home Health and Hospice Services	Senior Living Services	All Other	Total
	(In thousands)			
<b>Segment GAAP Financial Measures:</b>				
<b>Three Months Ended March 31, 2021</b>				
Revenue	\$ 74,607	\$ 31,056	\$ —	\$ 105,663
Segment Adjusted EBITDAR from Operations	\$ 13,791	\$ 8,834	\$ (6,398)	\$ 16,227
<b>Three Months Ended March 31, 2020</b>				
Revenue	\$ 56,762	\$ 35,087	\$ —	\$ 91,849
Segment Adjusted EBITDAR from Operations	\$ 9,729	\$ 12,397	\$ (4,782)	\$ 17,344

The table below provides a reconciliation of Segment Adjusted EBITDAR from Operations above to income from operations:

	Three Months Ended March 31,	
	2021	2020
	(In thousands)	
Segment Adjusted EBITDAR from Operations <sup>(a)</sup>	\$ 16,227	\$ 17,344
Less: Depreciation and amortization	1,175	1,021
Rent—cost of services	9,965	9,706
Adjustments to Segment EBITDAR from Operations:		
Less: Costs at start-up operations <sup>(b)</sup>	112	232
Share-based compensation expense <sup>(c)</sup>	2,416	1,956
Acquisition related costs <sup>(d)</sup>	7	—
Transition services costs <sup>(e)</sup>	902	157
Add: Net loss attributable to noncontrolling interest	(37)	—
Condensed Consolidated Income from Operations	\$ 1,613	\$ 4,272

Note: Beginning in the first quarter of fiscal year 2021, we updated our definition of Segment Adjusted EBITDAR to no longer include an adjustment for COVID-19 expenses offset by the amount of sequestration relief. COVID-19 expenses continue to be part of daily operations for which less specific identification is visible. Furthermore, the sequestration relief has been extended through December 31, 2021. Sequestration relief was \$948 for the three months ended March 31, 2021. There was no adjustment for COVID-19 expenses offset by the amount of sequestration relief for the three months ended March 31, 2020.

- (a) Segment Adjusted EBITDAR from Operations is net income/ (loss) attributable to the Company's reportable segments excluding interest expense, provision for income taxes, depreciation and amortization expense, rent, and, in order to view the operations performance on a comparable basis from period to period, certain adjustments including: (1) costs at start-up operations, (2) share-based compensation, (3) acquisition related costs, (4) redundant and nonrecurring costs associated with the transition services agreement, and (5) net loss attributable to noncontrolling interest. General and administrative expenses are not allocated to the reportable segments, and are included as “All Other”, accordingly the segment earnings measure reported is before allocation of corporate general and administrative expenses. The Company's segment measures may be different from the calculation methods used by other companies and, therefore, comparability may be limited.
- (b) Represents results related to start-up operations. This amount excludes rent and depreciation and amortization expense related to such operations.
- (c) Share-based compensation expense incurred which is included in cost of services and general and administrative expense.
- (d) Acquisition related costs that are not capitalizable.
- (e) A portion of the costs incurred under the Transition Services Agreement (as defined in Note 3, Related Party Transactions) identified as redundant or nonrecurring that are included in general and administrative expense. Fees incurred under the Transition Services agreement, net of the Company's payroll reimbursement, were \$988 and \$1,336 for the three months ended March 31, 2021 and 2020, respectively. During the fourth quarter of fiscal 2020, we updated our Transition service costs adjustment to include duplicate software costs. The prior year transition service costs adjustment has been recast to reflect the change. The adjustment to the prior year transition service costs was \$107 for the duplicative software costs for the three months ended March 31, 2020 that were included in the 2020 full year amount in the Company's as filed Form 10-K.

Performance and Valuation Measures:

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
	<b>(In thousands)</b>	
<b>Consolidated Non-GAAP Financial Measures:</b>		
Performance Metrics		
Consolidated EBITDA	\$ 2,825	\$ 5,293
Consolidated Adjusted EBITDA	\$ 6,296	\$ 7,651
Valuation Metric		
Consolidated Adjusted EBITDAR	\$ 16,227	

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
	<b>(In thousands)</b>	
<b>Segment Non-GAAP Measures:<sup>(a)</sup></b>		
Segment Adjusted EBITDA from Operations		
Home health and hospice services	\$ 12,775	\$ 8,892
Senior living services	\$ (81)	\$ 3,541

(a) General and administrative expenses are not allocated to any segment for purposes of determining segment profit or loss.

The tables below reconciles Consolidated Net Income to the Consolidated Non-GAAP Financial Measures, Consolidated and EBITDA and Consolidated Adjusted EBITDAR, for the periods presented:

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
	<b>(In thousands)</b>	
Consolidated Net income	\$ 913	\$ 2,980
Less: Net loss attributable to noncontrolling interest	(37)	—
Add: Provision for income taxes	340	889
Interest expense, net	360	403
Depreciation and amortization	1,175	1,021
Consolidated and EBITDA	2,825	5,293
Adjustments to Consolidated EBITDA		
Add: Costs at start-up operations <sup>(a)</sup>	112	232
Share-based compensation expense <sup>(b)</sup>	2,416	1,956
Acquisition related costs <sup>(c)</sup>	7	—
Transition services costs <sup>(d)</sup>	902	157
Rent related to item (a) above	34	13
Consolidated Adjusted EBITDA	6,296	7,651
Rent—cost of services	9,965	9,706
Rent related to item (a) above	(34)	(13)
Adjusted rent—cost of services	9,931	9,693
Consolidated Adjusted EBITDAR	\$ 16,227	

Note: Segment Adjusted EBITDAR no longer includes an adjustment for COVID-19 expenses offset by the amount of sequestration relief as they approximate each other. COVID-19 expenses continue to be part of daily operations for which less specific identification is visible. Furthermore, the sequestration relief has been extended through December 31, 2021. Sequestration relief was \$948 for the three months ended March 31, 2021. There was no sequestration relief for the three months ended March 31, 2020.

- (a) Represents results related to start-up operations. This amount excludes rent and depreciation and amortization expense related to such operations.
- (b) Share-based compensation expense incurred which is included in cost of services and general and administrative expense.
- (c) Acquisition related costs that are not capitalizable.
- (d) A portion of the costs incurred under the Transition Services Agreement (as defined in Note 3, Related Party Transactions) identified as redundant or nonrecurring that are included in general and administrative expense. Fees incurred under the Transition Services agreement, net of the Company's payroll reimbursement, were \$988 and \$1,336 for the three months ended March 31, 2021 and 2020, respectively. During the fourth quarter of fiscal 2020, we updated our Transition service costs adjustment to include duplicate software costs. The prior year transition service costs adjustment has been recast to reflect the change. The adjustment to the prior year transition service costs was \$107 for the duplicative software costs for the three months ended March 31, 2020 that were included in the 2020 full year amount in the Company's as filed Form 10-K.

The table below reconciles Segment Adjusted EBITDAR from Operations to Segment Adjusted EBITDA from Operations for the periods presented:

	<b>Three Months Ended March 31,</b>			
	<b>Home Health and Hospice</b>		<b>Senior Living</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
	<b>(In thousands)</b>			
Segment Adjusted EBITDAR from Operations	\$ 13,791	\$ 9,729	\$ 8,834	\$ 12,397
Less: Rent—cost of services	1,130	850	8,835	8,856
Rent related to start-up operations	(114)	(13)	80	—
Segment Adjusted EBITDA from Operations	<u>\$ 12,775</u>	<u>\$ 8,892</u>	<u>\$ (81)</u>	<u>\$ 3,541</u>

The following discussion includes references to certain performance and valuation measures, which are non-GAAP financial measures, including Consolidated EBITDA, Consolidated Adjusted EBITDA, Segment Adjusted EBITDA from Operations, and Consolidated Adjusted EBITDAR (collectively, "Non-GAAP Financial Measures"). Non-GAAP Financial Measures are used in addition to, and in conjunction with, results presented in accordance with GAAP and should not be relied upon to the exclusion of GAAP financial measures. Non-GAAP Financial Measures reflect an additional way of viewing aspects of our operations and company that, when viewed with our GAAP results and the accompanying reconciliations to corresponding GAAP financial measures, we believe can provide a more comprehensive understanding of factors and trends affecting our business.

We believe these Non-GAAP Financial Measures are useful to investors and other external users of our financial statements regarding our results of operations because:

- they are widely used by investors and analysts in our industry as a supplemental measure to evaluate the overall performance of companies in our industry without regard to items such as interest expense, rent expense and depreciation and amortization, which can vary substantially from company to company depending on the book value of assets, the method by which assets were acquired, and differences in capital structures;
- they help investors evaluate and compare the results of our operations from period to period by removing the impact of our asset base and capital structure from our operating results; and
- Consolidated Adjusted EBITDAR is used by investors and analysts in our industry to value the companies in our industry without regard to capital structures.

We use Non-GAAP Financial Measures:

- as measurements of our operating performance to assist us in comparing our operating performance on a consistent basis from period to period;
- to allocate resources to enhance the financial performance of our business;
- to assess the value of a potential acquisition;
- to assess the value of a transformed operation's performance;
- to evaluate the effectiveness of our operational strategies; and



- to compare our operating performance to that of our competitors.

We typically use Non-GAAP Financial Measures to compare the operating performance of each operation from period to period. We find that Non-GAAP Financial Measures are useful for this purpose because they do not include such costs as interest expense, income taxes, depreciation and amortization expense, which may vary from period-to-period depending upon various factors, including the method used to finance operations, the date of acquisition of a community or business, and the tax law of the state in which a business unit operates.

We also establish compensation programs and bonuses for our leaders that are partially based upon the achievement of Consolidated Adjusted EBITDAR targets.

Non-GAAP Financial Measures have no standardized meaning defined by GAAP. Therefore, our Non-GAAP Financial Measures have limitations as analytical tools, and they should not be considered in isolation, or as a substitute for analysis of our results as reported in accordance with GAAP. Some of these limitations are:

- they do not reflect our current or future cash requirements for capital expenditures or contractual commitments;
- they do not reflect changes in, or cash requirements for, our working capital needs;
- they do not reflect the net interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- in the case of Consolidated Adjusted EBITDAR, it does not reflect rent expenses, which are normal and recurring operating expenses that are necessary to operate our leased operations;
- they do not reflect any income tax payments we may be required to make;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and do not reflect any cash requirements for such replacements; and
- other companies in our industry may calculate the same Non-GAAP Financial Measures differently than we do, which may limit their usefulness as comparative measures.

We compensate for these limitations by using Non-GAAP Financial Measures only to supplement net income on a basis prepared in accordance with GAAP in order to provide a more complete understanding of the factors and trends affecting our business.

We strongly encourage investors to review the Interim Financial Statements, included in this Quarterly Report in their entirety and to not rely on any single financial measure. Because these Non-GAAP Financial Measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures having the same or similar names. These Non-GAAP Financial Measures should not be considered a substitute for, nor superior to, financial results and measures determined or calculated in accordance with GAAP. We strongly urge you to review the reconciliation of income from operations to the Non-GAAP Financial Measures in the table presented above, along with the Interim Financial Statements and related notes included elsewhere in this Quarterly Report.

We believe the following Non-GAAP Financial Measures are useful to investors as key operating performance measures and valuation measures:

***Performance Measures:***

*Consolidated EBITDA*

We believe Consolidated EBITDA is useful to investors in evaluating our operating performance because it helps investors evaluate and compare the results of our operations from period to period by removing the impact of our asset base (depreciation and amortization expense) from our operating results.

We calculate Consolidated EBITDA as net income, adjusted for net income (loss) attributable to noncontrolling interest prior to the Spin-Off, before (a) interest expense (b) provision for income taxes and (c) depreciation and amortization.

### *Consolidated Adjusted EBITDA*

We adjust Consolidated EBITDA when evaluating our performance because we believe that the exclusion of certain additional items described below provides useful supplemental information to investors regarding our ongoing operating performance. We believe that the presentation of Consolidated Adjusted EBITDA, when considered with Consolidated EBITDA and GAAP net income is beneficial to an investor's complete understanding of our operating performance.

We calculate Consolidated Adjusted EBITDA by adjusting Consolidated EBITDA to exclude the effects of non-core business items, which for the reported periods includes, to the extent applicable:

- costs at start-up operations;
- share-based compensation expense;
- acquisition related costs;
- Spin-Off related transaction costs;
- redundant or nonrecurring costs incurred as part of the Transition Services Agreement (as defined in Note 3, *Related Party Transactions*).

### *Segment Adjusted EBITDA from Operations*

We calculate Segment Adjusted EBITDA from Operations by adjusting Segment Adjusted EBITDAR from Operations to include rent-cost of services. We believe that the inclusion of rent-cost of services provides useful supplemental information to investors regarding our ongoing operating performance for each segment.

### **Valuation Measure:**

#### *Consolidated Adjusted EBITDAR*

We use Consolidated Adjusted EBITDAR as one measure in determining the value of prospective acquisitions. It is also a measure commonly used by us, research analysts and investors to compare the enterprise value of different companies in the healthcare industry, without regard to differences in capital structures. Additionally, we believe the use of Consolidated Adjusted EBITDAR allows us, research analysts and investors to compare operational results of companies with operating and finance leases. A significant portion of finance lease expenditures are recorded in interest, whereas operating lease expenditures are recorded in rent expense.

This measure is not displayed as a performance measure as it excludes rent expense, which is a normal and recurring operating expense and, as such, does not reflect our cash requirements for leasing commitments. Our presentation of Consolidated Adjusted EBITDAR should not be construed as a financial performance measure.

The adjustments made and previously described in the computation of Consolidated Adjusted EBITDA are also made when computing Consolidated Adjusted EBITDAR. We calculate Consolidated Adjusted EBITDAR by excluding rent-cost of services and rent related to start up operations from Consolidated Adjusted EBITDA.

**Three Months Ended March 31, 2021 Compared to the Three Months Ended March 31, 2020**
**Revenue**

	<b>Three Months Ended March 31,</b>			
	<b>2021</b>		<b>2020</b>	
	<b>Revenue Dollars</b>	<b>Revenue Percentage</b>	<b>Revenue Dollars</b>	<b>Revenue Percentage</b>
	<b>(In thousands)</b>			
<b>Home health and hospice services</b>				
Home health	\$ 33,204	31.4 %	\$ 21,444	23.4 %
Hospice	36,914	34.9	30,440	33.1
Home care and other <sup>(a)</sup>	4,489	4.3	4,878	5.3
<b>Total home health and hospice services</b>	<b>74,607</b>	<b>70.6</b>	<b>56,762</b>	<b>61.8</b>
Senior living services	31,056	29.4	35,087	38.2
<b>Total revenue</b>	<b>\$ 105,663</b>	<b>100.0 %</b>	<b>\$ 91,849</b>	<b>100.0 %</b>

(a) Home care and other revenue is included with home health revenue in other disclosures in this Quarterly Report.

Our total revenue increased \$13.8 million, or 15.0%. This increase was primarily the result of revenue from acquired home health and hospice operations increasing by \$12.6 million or 13.7% since March 31, 2020. The remaining revenue growth came from operational performance in our home health and hospice segment, offset by a decrease of \$4.0 million in our senior living segment.

**Home Health and Hospice Services**

	<b>Three Months Ended March 31,</b>			
	<b>2021</b>		<b>2020</b>	
	<b>(In thousands)</b>		<b>Change</b>	<b>% Change</b>
<b>Home health and hospice revenue</b>				
Home health services	\$ 33,204	\$ 21,444	\$ 11,760	54.8 %
Hospice services	36,914	30,440	6,474	21.3
Home care and other	4,489	4,878	(389)	(8.0)
<b>Total home health and hospice revenue</b>	<b>\$ 74,607</b>	<b>\$ 56,762</b>	<b>\$ 17,845</b>	<b>31.4 %</b>

	<b>Three Months Ended March 31,</b>			
	<b>2021</b>		<b>2020</b>	
	<b>(In thousands)</b>		<b>Change</b>	<b>% Change</b>
<b>Home health services:</b>				
Total home health admissions	9,097	6,136	2,961	48.3 %
Total Medicare home health admissions	4,498	2,809	1,689	60.1
Average Medicare revenue per 60-day completed episode	\$ 3,461	\$ 3,091	\$ 370	12.0
<b>Hospice services:</b>				
Total hospice admissions	2,154	1,676	478	28.5
Average daily census	2,308	1,871	437	23.4
Hospice Medicare revenue per day	\$ 172	\$ 163	\$ 9	5.5
Number of home health and hospice agencies at period end	80	65	15	23.1

Home health and hospice revenue increased \$17.8 million, or 31.4%. Revenue grew primarily due to an increase in home health admissions of 48.3% inclusive of total Medicare home health admissions of 60.1%, total hospice admissions of 28.5%, and hospice average daily census of 23.4%. Growth was partially driven by the addition of fifteen home health, hospice and home care operations between March 31, 2020 and March 31, 2021, resulting in an increase of \$12.6 million or 22.2% overall, as well as additional revenue due to improved operational performance.

#### Senior Living Services

	<b>Three Months Ended March 31,</b>		<b>Change</b>	<b>% Change</b>
	<b>2021</b>	<b>2020</b>		
Revenue (in thousands)	\$ 31,056	\$ 35,087	\$ (4,031)	(11.5)%
Number of communities at period end	54	53	1	1.9
Occupancy	72.1 %	80.2 %	(8.1)%	
Average monthly revenue per occupied unit	\$ 3,186	\$ 3,206	\$ (20)	(0.6)

Senior living revenue decreased \$4.0 million, or 11.5%, for the three months ended March 31, 2021 compared to the same period in the prior year due primarily to a decrease in occupancy rates of 8.1%, between March 31, 2020 and March 31, 2021.

#### Cost of Services

The following table sets forth total cost of services by each of our reportable segments for the periods indicated:

	<b>Three Months Ended March 31,</b>		<b>Change</b>	<b>% Change</b>
	<b>2021</b>	<b>2020</b>		
	<b>(In thousands)</b>			
Home Health and Hospice	\$ 61,484	\$ 47,388	\$ 14,096	29.7 %
Senior Living	22,138	22,801	(663)	(2.9)
Total cost of services	<u>\$ 83,622</u>	<u>\$ 70,189</u>	<u>\$ 13,433</u>	19.1 %

Consolidated cost of services increased \$13.4 million or 19.1%. Cost of services as a percentage of revenue for the three months ended March 31, 2021 increased by 2.7% to 79.1% from 76.4% compared to the three months ended March 31, 2020.

#### Home Health and Hospice Services

	<b>Three Months Ended March 31,</b>		<b>Change</b>	<b>% Change</b>
	<b>2021</b>	<b>2020</b>		
Cost of service (in thousands)	\$ 61,484	\$ 47,388	\$ 14,096	29.7 %
Cost of services as a percentage of revenue	82.4 %	83.5 %	(1.1)%	

Cost of services related to our home health and hospice services segment increased \$14.1 million, or 29.7%, primarily due to increased volume of services. Cost of services as a percentage of revenue for the three months ended March 31, 2021 decreased 1.1% compared to the three months ended March 31, 2020, resulting from focusing on managing labor costs and expenses.

*Senior Living Services*

	<b>Three Months Ended March 31,</b>		<b>Change</b>	<b>% Change</b>
	<b>2021</b>	<b>2020</b>		
Cost of service (in thousands)	\$ 22,138	\$ 22,801	\$ (663)	(2.9)%
Cost of services as a percentage of revenue	71.3 %	65.0 %	6.3 %	

Cost of services related to our senior living services segment decreased \$0.7 million, or 2.9%. As a percentage of revenue, costs of service increased by 6.3% as a result of a decrease in occupancy without corresponding reduction in operating expenses.

*Rent—Cost of Services.* Actual rent increased 2.7% from \$9.7 million to \$10.0 million in the three months ended March 31, 2021 compared to the same period in the prior year, primarily as a result of acquisitions and other lease renewals. As a percentage of revenue, rent—cost of services decreased 1.2% when compared to the three months ended March 31, 2020.

*General and Administrative Expense.* Our general and administrative expense increased from \$6.7 million to \$9.3 million primarily due to increased costs of \$1.6 million related to building our own information systems support and infrastructure and an increase of \$0.5 million from wages for supporting growth in operations for the three months ended March 31, 2021.

*Depreciation and Amortization.* Depreciation and amortization expense remained relatively flat as a percentage of total revenue.

*Provision for Income Taxes.* Our effective tax rate for the three months ended March 31, 2021 was 27.1% of earnings before income taxes compared with an effective tax rate of 23.0% for the three months ended March 31, 2020. The increase in the effective tax rate was due to an increase in non-deductible expenses including non-deductible compensation., which was partially offset by an increase in excess tax benefits from share-based compensation. See Note 14, *Income Taxes*, to the Interim Financial Statements included elsewhere in this Quarterly Report filed on Form 10-Q for further discussion.

**Liquidity and Capital Resources**

Our primary sources of liquidity are net cash provided by operating activities and borrowings under our revolving credit facility.

*Revolving Credit Facility*

On October 1, 2019, Pennant entered into a credit agreement, with a borrowing capacity of \$75.0 million. On February 23, 2021, Pennant entered into an amendment to the Credit Agreement (the “Amended Credit Agreement”), which provides for an increased revolving credit facility with a syndicate of banks with a borrowing capacity of \$150.0 million (the “Revolving Credit Facility”). The Revolving Credit Facility is not subject to interim amortization and the Company will not be required to repay any loans under the Revolving Credit Facility prior to maturity in 2026. The Company is permitted to prepay all or any portion of the loans under the Revolving Credit Facility prior to maturity without premium or penalty, subject to reimbursement of any LIBOR breakage costs of the lenders.

The Amended Credit Agreement contains customary covenants that, among other things, restrict, subject to certain exceptions, the ability of the Company and its independent operating subsidiaries to grant liens on their assets, incur indebtedness, sell assets, make investments, engage in acquisitions, mergers or consolidations, amend certain material agreements and pay certain dividends and other restricted payments. Financial covenants require compliance with certain levels of leverage ratios that impact the amount of interest. As of March 31, 2021, the Company was compliant with all such financial covenants.

As of March 31, 2021 we had \$5.6 million of cash and \$119.2 million of available borrowing capacity on our Revolving Credit Facility.

We believe that our existing cash, cash equivalents, cash generated through operations and our access to financing facilities, together with funding through third-party sources such as commercial banks, will be sufficient to fund our operating activities and growth needs, and provide adequate liquidity for the next twelve months.

The following table presents selected data from our condensed consolidated Statement of Cash Flows for the periods presented:

	<b>Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
	(In thousands)	
Net cash (used in)/ provided by operating activities	\$ (7,267)	\$ 2,090
Net cash used in investing activities	(3,995)	(6,772)
Net cash provided by financing activities	16,824	9,112
Net increase in cash	5,562	4,430
Cash at beginning of year	43	402
Cash at end of year	<u>\$ 5,605</u>	<u>\$ 4,832</u>

### ***Three Months Ended March 31, 2021 Compared to the Three Months Ended March 31, 2020***

Our net cash used in operating activities for the three months ended March 31, 2021 decreased by \$9.4 million. The decrease was primarily due to a decrease in net income of \$2.1 million, a decrease of \$3.9 million related to prepaid items, a decrease of \$2.5 million related to the timing and payment of accrued wages, and a decrease of \$1.5 million related to the timing of rent payments when compared to the three months ended March 31, 2020.

Our net cash used in investing activities for the three months ended March 31, 2021 decreased by \$2.8 million compared to the three months ended March 31, 2020, primarily due to an decrease in capital expenditure spending of \$2.2 million and a decrease in escrow deposits of \$0.7 million because cash paid for escrow deposits related to acquisitions in three months ended March 31, 2021 were paid in the prior quarter.

Our net cash provided by financing activities increased by approximately \$7.7 million for the three months ended March 31, 2021 compared to the three months ended March 31, 2020, primarily due to the timing of our borrowings on our Revolving Credit Facility offset by cash payment for deferred financing costs related to the amended credit agreement.

### ***Contractual Obligations, Commitments and Contingencies***

Other than certain draws and payments made on our Revolving Credit Facility, as described in Note 11, *Debt*, to the Interim Financial Statements in Part I of this 10-Q, there have been no material changes to our total obligations during the period covered by this 10-Q outside of the normal course of our business.

### ***Item 3. Quantitative and Qualitative Disclosures About Market Risk***

*Interest Rate Risk.* We are exposed to risks associated with market changes in interest rates. Our Revolving Credit Facility exposes us to variability in interest payments due to changes in LIBOR. We manage our exposure to this market risk by monitoring available financing alternatives.

### ***Item 4. Controls and Procedures***

#### *Evaluation of Disclosure Controls and Procedures*

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Quarterly Report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting*

There were no material changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### **Item 1. *Legal Proceedings***

We are involved in various claims and lawsuits arising in the ordinary course of business, none of which, in the opinion of management, is expected to have a material adverse effect on our results of operations or financial condition. However, the results of such matters cannot be predicted with certainty and we cannot assure you that the ultimate resolution of any legal or administrative proceeding or dispute will not have a material adverse effect on our business, financial condition, results of operations and cash flows. See Note 15, *Commitments and Contingencies*, to the Interim Financial Statements for a description of claims and legal actions arising in the ordinary course of our business.

### **Item 1A. *Risk Factors***

We have disclosed under the heading “Risk Factors” in the 2020 Annual Report risk factors that materially affect our business, financial condition or results of operations. You should carefully consider the risk factors set forth in the 2020 Annual Report and the other information set forth elsewhere in this Quarterly Report on Form 10-Q. You should be aware that these risk factors and other information may not describe every risk facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.



**Item 6. Exhibits****EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
<a href="#">3.1</a>	Amended and Restated Certificate of Incorporation of The Pennant Group, Inc., effective as of September 27, 2019 (incorporated by reference to Exhibit 3.1 to The Pennant Group, Inc.'s Current Report on Form 8-K (File No. 001-38900) filed with the SEC on October 3, 2019).
<a href="#">3.2</a>	Amended and Restated By-laws of The Pennant Group, Inc. (incorporated by reference to Exhibit 3.2 to The Pennant Group, Inc.'s Current Report on Form 8-K (File No. 001-38900) filed with the SEC on October 3, 2019).
<a href="#">31.1</a>	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<a href="#">31.2</a>	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<a href="#">32.1</a>	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
<a href="#">32.2</a>	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 6, 2021

The Pennant Group, Inc.

BY: /s/ JENNIFER L. FREEMAN

Jennifer L. Freeman

Chief Financial Officer (Principal Financial Officer and Duly Authorized Officer)

I, Daniel H Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Pennant Group, Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2021

/s/ DANIEL H WALKER

Name: Daniel H Walker  
Title: Chairman and Chief Executive Officer  
(Principal Executive Officer)

I, Jennifer L. Freeman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Pennant Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2021

/s/ JENNIFER L. FREEMAN

Name: Jennifer L. Freeman

Title: *Chief Financial Officer (Principal Financial Officer, Principal Accounting Officer and Duly Authorized Officer)*

**CERTIFICATION PURSUANT TO  
18 U.S.C. §1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of The Pennant Group, Inc. (the Company) on Form 10-Q for the period ended March 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Daniel H Walker, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- 1 The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ DANIEL H WALKER

\_\_\_\_\_  
Name: Daniel H Walker  
Title: Chairman and Chief Executive Officer  
(Principal Executive Officer)

May 6, 2021

*A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.*

**CERTIFICATION PURSUANT TO  
18 U.S.C. §1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of The Pennant Group, Inc. (the Company) on Form 10-Q for the period ended March 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Jennifer L. Freeman, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- 1 The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JENNIFER L. FREEMAN

Name: Jennifer L. Freeman  
Chief Financial Officer (Principal Financial  
Officer, Principal Accounting Officer and Duly  
Authorized Officer)

May 6, 2021

*A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.*