

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**COPY RESOLUTIONS**  
**of**  
**DIGNITY PLC**  
**("Company")**

**PASSED ON 14 JUNE 2012**

At the annual general meeting of the Company duly convened and held on 14 June 2012 at the offices of DLA Piper UK LLP, Victoria Square House, Victoria Square, Birmingham B2 4DL, the following resolutions were duly passed as indicated below:

**ORDINARY RESOLUTIONS**

1. To receive and consider the Group's financial statements, and the reports of the Directors and auditors thereon for the 52 week period ended 30 December 2011.
2. To approve the Report on Directors' Remuneration for the 52 weeks ended 30 December 2011 as set out on pages 32 to 38 of the Annual Report 2011.
3. To re-appoint Peter Hindley, as a Director of the Company.
4. To re-appoint Mike McCollum, as a Director of the Company.
5. To re-appoint Andrew Davies, as a Director of the Company.
6. To re-appoint Richard Portman, as a Director of the Company.
7. To re-appoint Steve Whittern, as a Director of the Company.
8. To re-appoint Ishbel Macpherson, as a Director of the Company.
9. To re-appoint Alan McWalter, as a Director of the Company.
10. To re-appoint Jane Ashcroft, as a Director of the Company.
11. To re-appoint Martin Pexton, as a Director of the Company.
12. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.
13. To approve the proposed dividend of 9.77 pence per Ordinary Share and to authorise its payment on 29 June 2012 to shareholders on the register of members on 25 May 2012.

14. That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ('the Act') to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,916,496 provided that (unless previously revoked, varied or renewed) such authority shall expire at the conclusion of the next Annual General Meeting after passing this resolution or on 13 September 2013 (whichever is earlier), save that the Company may before such expiry make an offer or agreement which would or might require shares or grant such rights to be allotted after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

This authority is in substitution for all existing authorities under section 551 of Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

#### **SPECIAL RESOLUTIONS**

15. That subject to the passing of resolution 14 the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 14 as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

- (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
- (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange;

- (b) to the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £287,474;

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next Annual General Meeting after passing this resolution or on 13 September 2013 (whichever is earlier), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the Board may allot equity securities for cash in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

This power is in substitution for all existing powers under section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

16. That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of Ordinary Shares, subject as follows:

- a) the maximum aggregate number of Ordinary Shares which may be purchased is 2,737,852;
- b) the minimum price (including expenses) to be paid for each Ordinary Share shall be the nominal value of the Ordinary Share and the maximum price is the higher of:
  - (i) an amount equal to 105 per cent of the average of the middle market quotation of the Company's Ordinary Shares as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately prior to the day on which the purchase is made; and
  - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the higher current independent bid for an Ordinary Share on the trading venue where the purchase is carried out.

Unless previously revoked, varied or renewed the authority conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 13 September 2013 (whichever is earlier), except in relation to the purchase of shares the contract for which was entered into before the expiry of such authority and such purchase will or may be executed or completed wholly or partly after such expiry and accordingly the Company may make a purchase of Ordinary Shares pursuant to any such contract as if this authority had not expired.

17. That a general meeting (other than an annual general meeting) may be called on with not less than 14 clear days notice.



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Secretary

Date: 14 June 2012