

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

PASSED ON 5 JUNE 2014

At the annual general meeting of the Company duly convened and held on 5 June 2014 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, the strategic report, and the reports of the Directors and auditors thereon for the 52 week period ended 27 December 2013.
2. To approve the Report on Directors' remuneration (other than the part that contains the Directors' remuneration policy) for the 52 week period ended 27 December 2013 as set out on pages 54 to 67 of the Annual Report 2013.
3. To approve the Director's remuneration policy contained in the Report on Directors' remuneration.

Full biographical details are on pages 44 and 45. The Chairman confirms that, following a formal evaluation, the Directors nominated for re-appointment in resolutions 4 to 12 (inclusive) below continue to be effective and demonstrate a commitment to the role.

4. To re-appoint Peter Hindley, as a Director of the Company.
5. To re-appoint Mike McCollum, as a Director of the Company.
6. To re-appoint Andrew Davies, as a Director of the Company.
7. To re-appoint Richard Portman, as a Director of the Company.
8. To re-appoint Steve Whittern, as a Director of the Company.
9. To re-appoint Ishbel Macpherson, as a Director of the Company.
10. To re-appoint Alan McWalter, as a Director of the Company.
11. To re-appoint Jane Ashcroft, as a Director of the Company.
12. To re-appoint Martin Pexton, as a Director of the Company.

13. 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.
14. To authorise the Directors to fix the remuneration of the auditors.
15. To approve the proposed dividend of 11.83 pence per Ordinary Share and to authorise its payment on 27 June 2014 to shareholders on the register of members at the close of business on 23 May 2014.
16. 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 Relevant Securities:
 - (a) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £4,043,225 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (b) of this resolution) in connection with a rights issue:
 - 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 exclusions or other arrangements as the Directors 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; and
 - (b) otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £2,021,612 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (a) of this resolution in excess of £2,021,612),

provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 5 September 2015 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, ("**Relevant Securities**") means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

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

SPECIAL RESOLUTIONS

17. That, subject to the passing of resolution 16 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 16 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph (a) of resolution 16, such power shall be limited to the allotment of equity securities in connection with a rights issue);

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 exclusions or other arrangements as the directors 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; and

(b) the allotment of equity securities pursuant to the authority granted by paragraph (b) of resolution 16 (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal amount of £33,242,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 5 September 2015 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power 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).

18. 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 5,363,461;

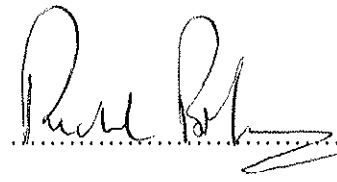
(b) the minimum price (including expenses) to be paid for each Ordinary Share shall be the nominal value of the Ordinary Share

(c) The maximum price to be paid for an Ordinary Share is the higher of:

- i. an amount equal to 105 per cent of the average of the middle market quotations for 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 highest 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 5 September 2015 (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.

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


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Secretary

Date: June 2014