

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

PASSED ON 30 OCTOBER 2014

In accordance with the resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 30 October 2014 as special or ordinary resolutions (as set out below):

SPECIAL RESOLUTION

1. **That** conditional upon the New Ordinary Shares (as defined below) being admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange plc's market for listed securities by 8.00am on 3 November 2014 (or such later time and/or date as the directors may in their absolute discretion determine) ("**Admission**"):
 - 1.1 the articles of association produced to the meeting, marked "A" and signed by the Chairman of the meeting for identification purposes, be adopted as the articles of association of the Company with effect from the conclusion of the general meeting in substitution for, and to the exclusion of, the existing articles of association of the Company; and
 - 1.2 the terms of the proposed purchase by the Company of the deferred shares of £0.0001 each ("**Deferred Shares**"), as set out in article 7.3.5 of the New Articles, be and are hereby approved and that the Company be and is hereby authorised to purchase the Deferred Shares pursuant to such terms.

ORDINARY RESOLUTION

2. **That**, subject to the passing of resolution 1, and also conditional upon Admission, the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all of the powers of the Company:
 - 2.1 to capitalise a sum not exceeding £22,971,000 standing to the credit of the Company's share premium account to pay up in the full the relevant number of redeemable shares of £1.20 each ("**B Shares**") that may be allotted pursuant to the authority given by sub-paragraph 2.3.1 below;
 - 2.2 to capitalise a sum not exceeding £5,444.80 standing to the credit of the Company's share premium account to pay up in full the relevant number of C Shares of £0.0001 each ("**C Shares**") that may be allotted pursuant to the authority given by sub-paragraph 2.3.2 below;

- 2.3 pursuant to section 551 of the Companies Act 2006 ("**Act**") to allot and issue credited as fully paid up (provided that the authority hereby confirmed shall expire at the conclusion of the next annual general meeting or 30 January 2016 whichever is earlier):

2.3.1 B Shares up to an aggregate nominal amount of £22,971,000; and

2.3.2 C Shares up to an aggregate nominal amount of £5,444.80,

on the basis of one B Share or one C Share for every existing ordinary share of $11\frac{4}{13}$ pence in the capital of the Company (each an "**Existing Ordinary Share**") held at 6.00pm on 31 October 2014, in accordance with valid elections made by the holders of the Existing Ordinary Shares pursuant to the terms of the circular sent by the Company to its shareholders on 14 October 2014 (the "**Circular**") as to whether to receive a B Share or a C Share in respect of each Existing Ordinary Share they hold.

ORDINARY RESOLUTION

3. **That**, subject to the passing of resolutions 1 and 2 and also conditional upon Admission each Existing Ordinary Share be subdivided into 11 undesignated shares of $1\frac{4}{143}$ pence each (each an "**undesignated share**") and, immediately following such subdivision of such Existing Ordinary Shares, every 12 undesignated shares be consolidated into one new ordinary share of $12\frac{48}{143}$ pence each (each a "**New Ordinary Share**") provided that no member shall be entitled to a fraction of a share, and any fractions of New Ordinary Shares arising out of the consolidation pursuant to this resolution shall be aggregated into as many New Ordinary Shares as possible and as many Deferred Shares as are required to ensure that the nominal value of the then issued share capital of the Company remains constant. The Directors of the Company shall be authorised to sell the number of New Ordinary Shares arising from the consolidation of fractional entitlements and the net proceeds of sale shall be distributed pro rata among those members who would otherwise be entitled to such fractional entitlement, unless the proceeds that would otherwise be distributed to any member net of any expenses of sale amount to less than £5.00 in respect of any one holding in which case they shall not be so distributed but will be retained for the benefit of the Company. For the purpose of implementing the provisions of this paragraph the Directors may appoint any person to execute transfers on behalf of any person who is entitled to any such fractions and may generally make all arrangements which appear to the board of directors of the Company to be necessary or appropriate for the settlement and/or the disposal of such fractional entitlements.

SPECIAL RESOLUTION

4. **That**, subject to the passing of resolutions 1, 2 and 3, and also conditional on Admission the terms of the proposed contract ("**Buyback Contract**") (a draft of which is produced to the meeting and initialled for the purposes of identification by the Chairman) between Investec Bank plc ("**Investec**") and the Company under which Investec will be entitled if it chooses to require the Company to purchase C Shares from Investec at a price per C Share of £1.20 be and is hereby approved and the Company be and is hereby authorised to enter into the Buyback Contract provided such authority shall expire on 30 January 2016.

SPECIAL RESOLUTION

5. **That**, subject to the passing of resolutions 1, 2, 3 and 4, and also conditional on Admission the articles of association produced to the meeting, marked "B" and signed by the chairman of the meeting for identification purposes, be adopted as the articles of association of the Company with effect on and from 1 January 2015 in substitution for, and to the exclusion of, the existing articles of association of the Company.