

**SPECIAL RESOLUTIONS
OF
DIGNITY PLC
("the Company")
(Registered No. 4569346)
PASSED on 11 June 2015**

At the Annual General Meeting of the Company, held at DLA Piper UK LLP, Victoria Square House, Victoria Square, Birmingham B2 4DL, on Thursday 11 June 2015 the following resolutions No. 16, 17 and 18 were passed as special resolutions.

Special resolution no. 16

That, subject to the passing of resolution 15 and pursuant to section 570 of the Companies Act 2006 ("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 15 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 15, 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 15 (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal amount of £303,275,

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 11 September 2016 (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).

Special resolution no. 17

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 4,900,000;
- 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 11 September 2016 (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.

Special resolution no. 18

That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice with such authority to be used only when merited.

Registered office
4 King Edwards Court
King Edwards Court
Sutton Coldfield
West Midlands B73 6AP

Richard Portman
Company Secretary
11 June 2015