

## Attendance Card for Annual General Meeting

The 2017 Annual General Meeting of Dignity plc is to be held at  
**DLA Piper UK LLP, Victoria Square House, Victoria Square, Birmingham,  
West Midlands, B2 4DL on Thursday 8 June at 11.00am.**



### Notes for the completion of the Form of Proxy

#### Notes:

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. To be valid your signed and dated proxy form must be completed and deposited together with any power of attorney or authority under which it is signed or a certified copy of such power or authority (whether delivered personally or by post), at the offices of the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible and no later than 11:00am on 6 June 2017. In the case of a corporation, the proxy form should be executed under its common seal and/or the hand of a duly authorised officer or person.
3. The "Withheld" box is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution but will be counted to establish if a quorum is present.
4. Only those members registered in the register of members of the Company at 6:30pm on 6 June 2017 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members after 6:30pm on 6 June 2017 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. In the case of joint registered holders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.
6. Return of this form of proxy will not prevent a registered member from attending the meeting and voting in person.
7. If you fail to select any of the given options your proxy can vote how he or she chooses or can decide not to vote at all. Your proxy can also do this on any other business which may come before the meeting, including amendments to resolutions and any procedural business.

*Please refer back to the AGM Notice for all applicable notes in relation to the AGM which includes information on your rights and the procedures to follow in connection with the AGM.*

If it is your intention to attend the meeting you should sign this attendance card where indicated below and bring it with you to the meeting, where it should be handed in at one of the shareholder registration desks.

Please note that the Annual General Meeting is a private meeting for shareholders, proxies and any other duly authorised representatives. Non-shareholders, including spouses and partners, are not entitled as of right to admission to the meeting.

Signature \_\_\_\_\_

### Dignity plc Form of Proxy Annual General Meeting to be held on 8 June 2017

Voting ID

Task ID

Shareholder reference No



**You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers**

I/We being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting or

Name of proxy	Number of shares in relation to which the proxy is authorised to act

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am on 8 June 2017 and at any adjournment of the meeting.

☐ Please tick here if this proxy appointment is one of multiple appointments being made

I/we request my/our proxy to vote in the manner indicated (please indicate how you wish for votes to be cast by inserting an X in the appropriate boxes) below:

#### ORDINARY RESOLUTIONS

	For	Against	Withheld
1. To receive the report and accounts for the 53 weeks ended 30 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration report for the 53 weeks ended 30 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Peter Hindley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mike McCollum as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Andrew Davies as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Richard Portman as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Steve Whittern as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Alan McWalter as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Jane Ashcroft as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect David Blackwood as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To elect Mary McNamara as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint Ernst & Young LLP as auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Directors to fix the auditors remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### ORDINARY RESOLUTIONS continued

	For	Against	Withheld
14. To approve the proposed dividend of 15.74 pence per Ordinary Share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To grant the Directors authority to allot relevant securities up to an aggregate nominal amount of £4,105,764 in connection with a rights issue and otherwise up to an aggregate nominal amount of £2,052,882 pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the Board to make political donations or incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL RESOLUTIONS</b>			
17. To disapply the pre-emption rights contained in section 561(1) of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To disapply pre-emption rights in connection with an acquisition or other capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To authorise the Company to make market purchases of 4,992,553 Ordinary Shares pursuant to section 701 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise the Company to hold general meetings (other than AGMs) on 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated

Signature

**Please return this Form of Proxy in the reply paid envelope provided**

