

DIGNITY PLC

NOTICE OF ANNUAL GENERAL MEETING 2022

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional advisor authorised under the Financial Services and Markets Act 2000.

If you have recently sold or otherwise transferred all of your Ordinary Shares in Dignity plc ('the Company'), please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

DIGNITY PLC

(Company number 04569346)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the 2022 Annual General Meeting ('AGM') of Dignity plc to be held at DLA Piper UK LLP, Two Chamberlain Square, Paradise, Birmingham, West Midlands B3 3AX on Thursday 9 June 2022 at 11.00 a.m. is set out on pages 6 to 8 of this document. Shareholders are requested to complete and return the enclosed Form of Proxy, so as to be received no later than 11.00 a.m. on Tuesday 7 June 2022.

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Expected timetable of events

Latest time and date for receipt of Proxy Forms – 11.00 a.m. on Tuesday 7 June 2022

AGM – 11.00 a.m. on Thursday 9 June 2022

If any of the above times and/or dates change, the revised times and/or dates will be notified to shareholders by announcement through the Regulatory News Service of the London Stock Exchange.

Letter from the Chairman of Dignity plc

Dignity plc

Registered in England and Wales No. 04569346

4 King Edwards Court
King Edwards Square
Sutton Coldfield
West Midlands
B73 6AP**Directors**

John Castagno, Independent Non-Executive Chairman
Gary Channon, Chief Executive
Kate Davidson, Chief Operating Officer
Dean Moore, Interim Chief Financial Officer
Graham Ferguson, Independent Non-Executive Director
Kartina Tahir Thomson, Independent Non-Executive Director

28 April 2022

Dear Shareholder**ANNUAL GENERAL MEETING 2022**

Our 2022 Annual General Meeting ('AGM'), will be held at DLA Piper UK LLP, Two Chamberlain Square, Paradise, Birmingham, West Midlands B3 3AX on Thursday 9 June 2022 at 11.00 a.m. Shareholder registration will be available from 10.30 a.m. A recording of the AGM will be made available following the meeting at www.dignityplc.co.uk.

We hope and expect that shareholders will be able to attend the meeting in person, however the Board continues to monitor the latest Government guidelines relating to COVID-19. Shareholders are strongly encouraged to exercise their voting rights by completing and submitting a Form of Proxy in advance of the meeting. While it is currently anticipated that there will be no restrictions on social contact or meeting format at the time of the AGM, shareholders should carefully consider whether or not it is appropriate to attend the AGM. The Board remains keen to ensure the wellbeing of all employees and shareholders is protected and to minimise any public health risks from public gatherings. Shareholders are asked not to attend the AGM if they are displaying any symptoms of COVID-19 or have recently been in contact with anyone who has tested positive for COVID-19. To minimise transmission, we encourage shareholders to take a rapid lateral flow test before attending the meeting, and subject to conditions on the day of the meeting, shareholders may be required to wear face masks. Further measures may also be implemented by the venue host of the AGM including, but not limited to, temperature and rapid lateral flow testing on arrival and/or a requirement to provide certain information as part of its internal track and trace process. The Board considers such measures to be appropriate given the circumstances. If a change to Government guidelines is announced after the date of this document ('Notice') is published and such guidelines limit gatherings and shareholder attendance at the AGM, any changes to the AGM arrangements will be communicated to shareholders through our website www.dignityplc.co.uk and, where appropriate, by regulatory announcement.

The formal notice of the AGM, which is set out on pages 6 to 8 of this Notice, sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

This year, shareholders will be asked to approve 16 resolutions. Resolutions 1 to 12 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50 per cent of the votes cast must be in favour of the resolution. Resolutions 13 to 16 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least 75 per cent of the votes cast must be in favour of the resolution.

Resolution 1: Annual report and accounts

The Directors must present the Company's annual accounts, Strategic Report and Directors' and auditors' reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the 53 week period ended 31 December 2021, and are called the Annual Report 2021 ('Annual Report').

The Annual Report is available on the Company's website www.dignityplc.co.uk. If you have elected to receive correspondence in hard copy, a copy of the Annual Report has been sent to you.

Resolution 2: Directors' Remuneration Report

The Company is seeking shareholder approval for those parts of its Directors' Remuneration Report which describe how the Company's Directors' Remuneration Policy has been implemented during the previous financial year.

The relevant parts of the Directors' Remuneration Report are set out on pages 85 to 100 of the Annual Report.

This vote is advisory only, therefore it does not affect the historical remuneration paid to any individual Director.

Letter from the Chairman of Dignity plc continued

Resolution 3: Directors' Remuneration Policy

In addition to the annual vote on the implementation of its Remuneration Policy, the Company is required to seek shareholder approval for the Directors' Remuneration Policy itself at least once every three years. The Directors' Remuneration Policy is set out on pages 87 to 93 of the Annual Report.

The Directors' Remuneration Policy was last approved by shareholders at the 2019 AGM: the Remuneration Committee has carried out a comprehensive review of Executive Directors' remuneration and a new Remuneration Policy is being put to a vote at this AGM.

The vote is binding, therefore, once the Directors' Remuneration Policy is approved all remuneration payments made to Directors must be consistent with this policy.

Resolutions 4 to 9: Election and Re-election of Directors

All Directors are standing for election or re-election, as applicable, in accordance with the provisions of the UK Corporate Governance Code.

Resolutions 4 to 9 therefore propose the election and re-election of the relevant Directors.

Biographies for the Directors who are offering themselves for election and re-election at the meeting, including Gary Channon and Dean Moore are set out on page 73 of the Annual Report and on page 12 of this Notice. These Directors have served the Company with skill and diligence since their appointment. The Board considers, following a formal evaluation, that each Director seeking election or re-election continues to contribute effectively and to demonstrate commitment to their role. The consideration of effectiveness is based primarily on business skills, relevant commercial experience and other contributions individuals may make both as an individual and also in contributing to the balance of skills, knowledge and capability of the Board as a whole, as well as the time commitment for Board and Committee meetings and the preparation in advance.

Graham Ferguson stands for election as a Director following his appointment on 1 September 2021. Kate Davidson stands for election following her appointment to the Board on 7 January 2022. Kartina Tahir Thomson stands for election following her appointment to the Board on 7 February 2022. I also seek election as a Director at this AGM following my appointment on 23 July 2021.

The current search for a Chief Financial Officer is continuing and the Board expects to make an appointment in due course.

Resolutions 10 and 11: Reappointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. Therefore, resolution 10 proposes the reappointment of Ernst & Young LLP as auditors (to hold office until the next such meeting), and, in accordance with normal practice, resolution 11 authorises the Directors to determine the auditors' remuneration.

Ernst & Young LLP were first appointed as auditors on 5 June 2014. The Audit Committee considers that the relationship with the auditors is working well and is satisfied with their effectiveness and there are no current plans to put the external audit out to tender. In line with statutory requirements, the position of Group auditor will be re-tendered in advance of the 2024 period end.

Resolution 12: Authority to allot shares

Generally, the Directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

Resolution 12 renews a similar authority given at last year's AGM and is in two parts.

In line with guidance issued by the Investment Association, if passed, part (a) of resolution 12 will authorise the Directors to allot Ordinary Shares in the Company (and to grant rights to subscribe for, or to convert any security into, Ordinary Shares in the Company) in connection with a rights issue only up to an aggregate nominal amount of £4,114,936 (as reduced by the aggregate nominal amount of any shares allotted or rights granted under part (b) of this resolution 12). This amount (before any reduction) represents approximately two thirds of the issued ordinary share capital of the Company as at 28 April 2022, being the last practicable date before the publication of this document.

If passed, part (b) of resolution 12 will authorise the Directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £2,057,468 (as reduced by the aggregate nominal value of any shares allotted or rights granted under part (a) of this resolution 12 in excess of £2,057,468). This amount (before any reduction) represents approximately one third of the issued ordinary share capital of the Company as at 28 April 2022, being the last practicable date before the publication of this document.

If given, these authorities will expire at the conclusion of the Company's next AGM or on 9 September 2023 (whichever is the earlier). It is the Directors' intention to renew the allotment authority each year.

As at the date of this document, no Ordinary Shares are held by the Company in treasury.

Letter from the Chairman of Dignity plc continued

The Directors have no current intention to exercise either of the authorities sought under resolution 12. However, the Directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise.

Resolutions 13 and 14: Disapplication of pre-emption rights

Generally, if the Directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Act) for cash, then under the Act they must first offer such shares or securities to ordinary shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolutions 13 and 14, which will be proposed as special resolutions, renew a similar power given at last year's AGM and, if passed, will enable the Directors to allot equity securities for cash up to a maximum aggregate nominal amount of £4,114,936 without having to comply with statutory pre-emption rights.

The powers proposed under resolution 13 will be limited to allotments:

- (a) up to an aggregate nominal amount of (i) £4,114,936 in connection with a rights issue or (ii) £2,057,468 in connection with an open offer or other pre-emptive offer, in each case to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the Directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £308,620 (which represents approximately five per cent of the issued ordinary share capital of the Company as at 28 April 2022, being the last practicable date before the publication of this document).

The powers proposed under resolution 14 will be limited to allotments:

- (a) up to an aggregate nominal amount of £308,620 (which represents approximately five per cent of the issued ordinary share capital of the Company as at 28 April 2022, being the last practicable date before the publication of this document); and
- (b) used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre Emption Rights most recently published by the Pre Emption Group prior to the date of this Notice.

The Directors intend to adhere to the Statement of Principles issued by The Pre Emption Group, as updated in March 2015, and not allot shares on a non-pre-emptive basis pursuant to the authorities in resolutions 13 and 14:

- in excess of an amount equal to five per cent of the total issued ordinary share capital of the Company (excluding treasury shares); or
- in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment.

If given, these powers under resolutions 13 and 14, will expire at the conclusion of the Company's next AGM or on 9 September 2023 (whichever is the earlier). It is the Directors' intention to renew these authorities each year.

Resolution 15: Purchase by the Company of its own shares

Resolution 15, which will be proposed as a special resolution, renews a similar authority given at last year's AGM. If passed, it will allow the Company to purchase up to 5,003,692 Ordinary Shares in the market (which represents approximately 10 per cent of the issued ordinary share capital of the Company as at 28 April 2022, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. If given, this authority will expire at the conclusion of the Company's next AGM or on 9 September 2023 (whichever is the earlier). It is the Directors' intention to renew this authority each year.

The Directors have no current intention to exercise the authority sought under resolution 15 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, the Directors will only exercise this authority if they believe that to do so would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally.

Letter from the Chairman of Dignity plc continued

The Company is permitted to hold shares it has purchased in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy options exercised under the Company's share schemes. While held in treasury, the shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights.

The Directors believe that it is appropriate for the Company to have the option to hold its own shares in treasury if, at a future date, the Directors exercise this authority, in order to provide the Company with additional flexibility in the management of its capital base. However, the Directors currently intend to cancel any shares purchased under this authority. The Directors will have regard to institutional shareholder guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury.

As at 28 April 2022 (being the last practicable date before the publication of this document), there were warrants and options outstanding over 930,614 Ordinary Shares in the Company (which represent approximately 1.85 per cent of the issued ordinary share capital of the Company at that date). If the authority to purchase the Company's Ordinary Shares was exercised in full and those shares were subsequently cancelled, these warrants and options would represent approximately 2.06 per cent of the issued ordinary share capital of the Company.

Resolution 16: Notice period for general meetings

Resolution 16 will be proposed as a special resolution to allow the Company to call general meetings (other than an AGM) on 14 clear days' notice.

The Act provides that the minimum notice period required for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

If the resolution is passed, the shorter notice period would only be used where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole. Note that in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

If passed, the resolution will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Recommendation

The Directors consider that all the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. The Directors recommend that you vote in favour of all of the resolutions.

Action to be taken

If you would like to vote on the resolutions set out in the Notice but cannot come to the AGM, please appoint a proxy or proxies:

- by completing the Form of Proxy sent to you with this document, and returning it to our registrars; or
- electronically by logging on to the website **www.sharevote.co.uk**. You will need your voting reference numbers (the voting ID, Task ID and shareholder reference number shown on your Form of Proxy). Alternatively, if you have registered for a Shareview portfolio, please access the Equiniti shareview website at **www.shareview.co.uk** and log onto your portfolio using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions; or
- (if you are a CREST member) using the CREST electronic proxy appointment service.

Your proxy appointment must be received by **11.00 a.m. on Tuesday 7 June 2022**. Further details relating to voting by proxy are set out in the notes on pages 9 to 11 of this Notice and in the Form of Proxy.

Yours sincerely

John Castagno

Independent Non-Executive Chairman

Dignity plc – Notice of Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of Dignity plc ('the Company') will be held at DLA Piper UK LLP, Two Chamberlain Square, Paradise, Birmingham, West Midlands B3 3AX on Thursday 9 June 2022 at 11.00 a.m. for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions as 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 53 week period ended 31 December 2021.
2. To approve the Report on Directors' Remuneration (other than the part that contains the Directors' Remuneration Policy) for the 53 week period ended 31 December 2021 as set out on pages 85 to 100 of the Annual Report 2021.
3. To approve the Directors' Remuneration Policy contained in the Report on Directors' Remuneration.
4. To re-elect Gary Channon as a Director of the Company.
5. To re-elect Dean Moore as a Director of the Company.
6. To elect Kate Davidson as a Director of the Company.
7. To elect Graham Ferguson as a Director of the Company.
8. To elect Kartina Tahir Thomson as a Director of the Company.
9. To elect John Castagno as a Director of the Company.
10. To re-appoint Ernst & Young 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.
11. To authorise the Directors to fix the remuneration of the auditors.
12. 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 £4,114,936 (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 £2,057,468 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (a) of this resolution in excess of £2,057,468),

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 9 September 2023 (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).

Dignity plc – Notice of Annual General Meeting continued

Special Resolutions

To consider and, if thought fit, to pass the following resolutions as special resolutions:

13. That, subject to the passing of resolution 12 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 12 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 12, 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 12 (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal amount of £308,620,
 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 9 September 2023 (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).
14. That, subject to the passing of resolution 12, the Directors be and are generally empowered in addition to any authority granted under resolution 13 to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 12 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) up to an aggregate nominal amount of £308,620; and
 - (b) used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre Emption Rights most recently published by the Pre Emption Group prior to the date of this notice,
 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 9 September 2023 (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.
15. 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 5,003,692;
 - (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.

Dignity plc – Notice of Annual General Meeting continued

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 9 September 2023 (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.

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

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

By order of the Board

Tim George
Company Secretary
28 April 2022

Dignity plc – Notice of Annual General Meeting continued

Notes:

1. It is confirmed that to the date of this Notice of Meeting there have been no changes to the Directors' interest in shares as detailed on page 97 of the Annual Report 2021.
2. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.30 p.m. on Tuesday 7 June 2022 (or, if the meeting is adjourned, 6.30 p.m. on the date which is two days before the date of the adjourned meeting) shall be entitled to vote by proxy in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to vote (and the number of votes they may cast).
3. A member of the Company entitled to attend and to vote may appoint, one or more proxies to attend and vote instead. A proxy need not be a member of the Company. A Form of Proxy is enclosed. Completed Proxy Forms must be received by the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, no later than 11.00 a.m. on Tuesday 7 June 2022 or in the event the meeting is adjourned, no later than 48 hours (excluding any part of the day that is not a working day) before the time of any adjourned meeting. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. When appointing more than one proxy, complete a separate Form of Proxy in relation to each appointment. Additional Proxy Forms may be obtained by contacting the Company's Registrar on 0371 384 2674 if calling from within the UK, or +44 (0) 121 415 7047 (lines are open Monday to Friday from 8.30 a.m. to 5.30 p.m. excluding public holidays in England and Wales) if calling from outside the UK or you may photocopy the Form of Proxy. You will need to state clearly on each Form of Proxy the number of shares in relation to which the proxy is appointed. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. The right of a member under section 324 of the Companies Act 2006 ('the Act') to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the Act.
4. The appointment of a proxy will not preclude a member of the Company from attending, speaking and voting in person at the meeting if he or she so wishes. However, shareholders should not attend the meeting if they are displaying any symptoms of COVID-19 or have recently been in contact with anyone who has tested positive for COVID-19. Shareholders are also encouraged to take a rapid lateral flow test before attending the meeting, and subject to conditions on the day of the meeting, may be required to wear face masks. Further measures may also be implemented by DLA Piper UK LLP (the host of the AGM) such as temperature and rapid lateral flow testing on arrival at the venue and/or a requirement to provide certain information as part of its internal track and trace process.
5. The following are available for inspection at the Company's registered office during normal business hours from the date of this Notice until the time of the meeting. They will be available for at least 15 minutes prior to, and during, the Annual General Meeting:
 - (a) copies of the Directors' service contracts and letters of appointment;
 - (b) a copy of the Company's articles of association; and
 - (c) qualifying third-party indemnity provisions of which the Directors have the benefit.
6. Biographical details of Directors who are offering themselves for election and re-election at the meeting are set out on page 73 of the Annual Report 2021 and on page 12 to this Notice.
7. Total Voting Rights: As at 28 April 2022 (being the last practicable date before the publication of this notice), the Company's issued share capital consists of 50,036,916 Ordinary Shares of 12 48/143 pence (carrying one vote each). The Company does not hold any Ordinary Shares in treasury.
8. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the Act. The Company must answer any such question unless:
 - (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. The information required by section 311A of the Act to be published in advance of the meeting, which includes the matters set out in this Notice and information relating to the voting rights of shareholders, is available at **www.dignityplc.co.uk**.
10. Members can appoint proxies electronically by logging on to the website **www.sharevote.co.uk**. You will need your voting reference numbers (the voting ID, Task ID and shareholder reference number shown on your Form of Proxy). Alternatively, if you have registered for a Shareview portfolio, please access the Equiniti shareview website at **www.shareview.co.uk** and log onto your portfolio using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions. For an electronic proxy appointment to be valid, the appointment must be received by no later than 11.00 a.m. on Tuesday 7 June 2022 (or if the meeting is adjourned no later than 48 hours (excluding any part of the day that is not a working day) before the time of the adjourned meeting).

Dignity plc – Notice of Annual General Meeting continued

11. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available at www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 19) by no later than 11.00 a.m. on Tuesday 7 June 2022 (or if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

12. Where a copy of this Notice is being received by a person who has been nominated to enjoy information rights under section 146 of the Act ('Nominee'):

- (a) the Nominee may have a right under an agreement between the Nominee and the member by whom he was nominated, to be appointed, or to have someone else appointed, as a proxy for the meeting; or
- (b) if the Nominee does not have any such right or does not wish to exercise such right, the Nominee may have a right under any such agreement to give instructions to the member as to the exercise of voting rights.

The statement of the rights of the shareholders in relation to the appointment of proxies in notes 2, 3, 10, 11 and 12 does not apply to a Nominee. The rights described in such notes can only be exercised by shareholders of the Company.

13. A shareholder or shareholders meeting the qualification criteria set out in note 16 may require the Company to give shareholders notice of a resolution which may properly be proposed and is intended to be proposed at the meeting in accordance with section 338 of the Act.

A resolution may properly be proposed unless (i) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (ii) it is defamatory of any person, or (iii) it is frivolous or vexatious.

The business which may be dealt with at the meeting includes a resolution circulated pursuant to this right.

Any such request must:

- (a) identify the resolution of which notice is to be given, by either setting out the resolution in full or, if supporting a resolution requested by another shareholder, clearly identifying the resolution which is being supported;
- (b) set out the grounds for the request;
- (c) comply with the requirements set out in note 17; and
- (d) be received by the Company no later than six weeks before the meeting or, if later, the time at which notice is given of that meeting.

14. A shareholder or shareholders meeting the qualification criteria set out in note 16 may require the Company to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business in accordance with section 338A of the Act.

A matter may properly be included unless (i) it is defamatory of any person, or (ii) it is frivolous or vexatious.

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Any such request must:

- (a) identify the matter to be included in the business, by either setting out the matter in full or, if supporting a matter requested by another shareholder, clearly identifying the matter which is being supported;
 - (b) set out the grounds for the request;
 - (c) comply with the requirements set out in note 16 below; and
 - (d) be received by the Company no later than six weeks before the meeting or, if later, the time at which notice is given of that meeting.
15. A shareholder or shareholders who meet the qualification criteria set out in note 16 below may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to either the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting of the Company in accordance with section 527 of the Act.

Any such request must:

- (a) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
- (b) comply with the requirements set out in note 17 below; and
- (c) be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:

- (i) it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
 - (ii) it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and
 - (iii) the statement may be dealt with as part of the business of the meeting.
16. In order to require the Company (i) to circulate a resolution to be proposed at the meeting as set out in note 13, (ii) to include a matter in the business to be dealt with at the meeting as set out in note 14, or (iii) to publish audit concerns as set out in note 15, the relevant request must be made by:
- (a) a shareholder or shareholders having a right to vote at the meeting and each holding at least five per cent of the total voting rights of the Company; or
 - (b) at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.

For information on voting rights, including the total voting rights of the Company, see note 7 and the website referred to in note 9.

17. Any request by a shareholder or shareholders to require the Company (i) to circulate a resolution to be proposed at the meeting as set out in note 13, (ii) to include a matter in the business to be dealt with at the meeting as set out in note 14, or (iii) to publish audit concerns as set out in note 15:
- (a) may be made either:
 - (i) in hard copy, by sending it to Dignity plc, 4 King Edwards Court, King Edwards Square, Sutton Coldfield B73 6AP; or
 - (ii) by e-mail to CompanySecretary@dignityuk.co.uk (please state "Dignity plc: AGM" in the subject line of the email);
 - (b) must state the full name(s) and address(es) of the shareholder(s); and
 - (c) (where the request is made in hard copy form) must be signed by the shareholder(s).
18. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so using the following means:
- (a) calling our shareholder helpline on 0371 384 2674; or
 - (b) by post, by sending it to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
19. You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
20. No other methods of communication will be accepted. Any electronic communication sent by a shareholder to the Company or Equiniti which is found to contain a virus will not be accepted by the Company.

Directors' Biographies

John Castagno

Independent Non-Executive Chairman



Appointed to the Board: 2021

Key strengths and experience:

John is an experienced Non-Executive Director with a background in support industries and financial services, having held senior positions at British Gas Insurance, Tesco Bank and a variety of insurance providers.

John brings extensive business planning and development capabilities in regulated environments, including those under the Financial Conduct Authority. This experience is of benefit to the Board and the Dignity Executive team in navigating the changes being instigated by the Financial Conduct Authority regarding the pre-need sector.

John is Chair of the Nomination Committee and a member of the Audit, Remuneration and Risk Committees.

Gary Channon

Chief Executive

Appointed to the Board: 2021

Key strengths and experience:

Gary Channon is the Chief Investment Officer of Phoenix Asset Management Partners Limited, the firm he co-founded in 1998. Gary brings over 30 years of business and financial services experience. Gary's investment approach at Phoenix is strongly influenced by Warren Buffett and Phil Fisher: long-term, value-based and focused, looking for great businesses run by competent, honest, shareholder-aligned managers, companies with strong pricing power, generating an enduring high return on capital, and waiting for the opportunity to invest in them at attractive prices. Gary began his career in 1987 at Nikko Securities Europe within Fixed Income Trading, before joining Goldman Sachs in 1989 within Global Equity Derivative Products Trading. He then joined Nomura International Plc in 1992 as their Head of Equity Derivative Trading before ultimately becoming Nomura International's Co-Head of Equity and Equity Derivatives Trading, a position he held until he left Nomura to co-found Phoenix.

Kate Davidson

Chief Operating Officer

Appointed to the Board: 2022

Key strengths and experience:

With over 15 years funeral and crematoria industry experience, Kate began her career in the crematoria sector within Local Government, later joining Dignity plc in management and strategic roles spanning eight years.

Kate Davidson re-joined Dignity plc as Chief Operating Officer, from Westerleigh in June 2021. She has since sat on the Group's Executive Committee; focused on organisational change, operational efficiencies, and delivery of Dignity's future development projects.

Kate is well respected in the end of life sector and has been involved with a number of industry-wide funeral and crematoria policy initiatives.

Dean Moore

Interim Chief Financial Officer

Appointed to the Board: 2020

Key strengths and experience:

Dean is a chartered accountant with extensive public company experience having previously been Chief Financial Officer at Cineworld Group plc, N Brown Group plc, T&S Stores plc and Graham Group plc and formerly non-executive Chairman of Tuxedo Money Solutions Limited. He is currently an independent non-executive director and Chairman of the Audit Committee at Cineworld Group plc and Audit Committee Chairman and Senior Independent Director of Volex plc.

Dean was an independent Non-Executive Director before stepping into the role of Interim Chief Financial Officer.

Graham Ferguson

Independent Non-Executive Director



Appointed to the Board: 2021

Key strengths and experience:

Graham joined the Board of First Derivatives plc (now FD Technologies plc) in September 2008 and had responsibility for its financial operations. Graham stepped down as Chief Financial Officer and from the Board of FD Technologies plc on 1 January 2021 to devote more time supporting the development of SMEs based in Northern Ireland.

During his career, Graham has worked on numerous corporate acquisitions and restructuring projects and has experience in business and acquisition finance. He formerly held senior roles with KPMG, Bank of Ireland and Silverwood Property Developments Limited and is a qualified Chartered Accountant.

Graham is Chair of both the Audit and Remuneration Committees and is a member of the Nomination and Risk Committees.

Kartina Tahir Thomson

Independent Non-Executive Director



Appointed to the Board: 2022

Key strengths and experience:

Kartina is a Fellow of the Institute and Faculty of Actuaries, and brings over twenty years of diverse actuarial, risk, governance and regulatory experience, most recently as a director and member of the Insurance Regulation Team at PriceWaterhouseCoopers LLP.

Prior to this, Kartina spent six years at the Bank of England, leading the general insurance risk specialists and supervisors, responsible for ensuring financial stability of the UK financial market through sound supervision of risk management, capital and solvency.

Kartina is Chair of the Risk Committee and is a member of the Audit, Remuneration and Nomination Committees.

Key to Committee membership

A Audit Committee

N Nomination Committee

R Remuneration Committee

Ri Risk Committee

● Grey background denotes Committee Chair.