

Director Shareholding

24/03/2006

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required by DR 3.1.4R(1).

(1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.

(2) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.

(3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.

(4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the issuer

DIGNITY PLC

2. State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1)(a); or

(ii) DR 3.1.4(R)(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

(i) AND (ii) ABOVE DIRECTOR AND PDMM

3. Name of person discharging managerial responsibilities/director

ANDREW DAVIES

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

N/A

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

N/A

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

ORDINARY SHARES OF 7P EACH

7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them

N/A

8. State the nature of the transaction

GRANT OF OPTIONS

9. Number of shares, debentures or financial instruments relating to shares acquired

N/A

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

N/A

11. Number of shares, debentures or financial instruments relating to shares disposed

N/A

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

N/A

13. Price per share or value of transaction

N/A

14. Date and place of transaction

N/A

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

463,018 / 0.58% ORDINARY SHARES OF 7P EACH

16. Date issuer informed of transaction

N/A

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

17. Date of grant

24TH MARCH 2006

18. Period during which or date on which it can be exercised

3 YEARS FROM DATE OF GRANTING

19. Total amount paid (if any) for grant of the option

NIL

20. Description of shares or debentures involved (class and number)

48,236 ORDINARY SHARES OF 7P

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

£1 IN TOTAL

22. Total number of shares or debentures over which options held following notification

170,358 ORDINARY SHARES OF 7P EACH

23. Any additional information

GRANTED UNDER EXISTING LONG TERM INCENTIVE PLAN

24. Name of contact and telephone number for queries

RICHARD PORTMAN
COMPANY SECRETARY
0121 321 5002

Name and signature of duly authorised officer of issuer responsible for making notification