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EXCHANGE OFFERS AND EXTRAORDINARY RESOLUTIONS OF CLASS A NOTEHOLDERS AND CLASS B NOTEHOLDERS

9 October 2014

On 17 September 2014, Dignity Finance PLC (the "**Company**") called separate meetings of the holders of the £254,450,000 Class A Secured 6.310 per cent. Notes due 2023 (ISIN: XS0165707612) (the "**Class A Notes**") and the £206,350,000 Class B Secured 8.151 per cent. Notes due 2013 (ISIN: XS0165710913) (the "**Class B Notes**") (the Class A Notes and Class B Notes together the "**Existing Notes**" and the holders of such Existing Notes together the "**Noteholders**") to be held on 9 October 2014 (the "**Meetings**").

On 17 September 2014, the Company also invited all eligible Noteholders to offer to exchange their entire holdings of Class A Notes for new Class A Notes and to exchange their entire holdings of Class B Notes for new Class B Notes (together the "**New Notes**" and the exchange offers together the "**Exchange Offers**"). The purpose of calling the Meetings was to invite Noteholders to consider and vote on an Extraordinary Resolution (the Extraordinary Resolution at the Meetings together the "**Extraordinary Resolutions**"), which, if passed at the Meetings, would permit the Company to redeem for cash any Existing Notes which are not validly offered for exchange pursuant to the Exchange Offers and the making of certain amendments to the transaction documents relating to the Existing Notes and which will form, amongst others, the transaction documents for the New Notes.

The detailed terms of the matters for which consent was sought (together with the Exchange Offers), were set out in an exchange offer memorandum dated 17 September 2014 ("**Exchange Offer Memorandum**").

The Company hereby announces that the Meetings were duly held and found quorate this morning, and that the Extraordinary Resolutions were passed by the Class A and Class B Noteholders.

The Company also hereby announces that the results of the Exchange Offers are as follows:

Class A Notes Exchange Offer

Aggregate principal amount outstanding of Class A notes offered for exchange £158,525,031.83.

Class B Notes Exchange Offer

Aggregate principal amount of Class B notes offered for exchange £205,860,000.

Subject to the Transaction Conditions (as defined in the Exchange Offer Memorandum), the Company intends to accept all Existing Notes validly offered for exchange.

The Company expects to make a further announcement on 10 October 2014 as to whether the Transaction Conditions (as defined in the Exchange Offer Memorandum) have been satisfied and whether it will proceed to implement the Exchange Offers. If the Transaction Conditions have been satisfied, this announcement will also set out the pricing details for the New Notes.

Further Information

A complete description of the terms and conditions of the Exchange Offers is set out in the Exchange Offer Memorandum. Further details about the transaction can be obtained from:

The Dealer Manager

The Royal Bank of Scotland plc
135 Bishopsgate

London EC2M 3UR
United Kingdom

Tel: +44 207 085 5991
Attention: Liability Management
Email: liabilitymanagement@rbs.com

The Tabulation and Exchange Agent

The Bank of New York Mellon, London Branch
One Canada Square
London
United Kingdom E14 5AL
Tel: +44(0)12 0268 9644
Email: debtrestructuring@bnymellon.com

The Issuer

Dignity Finance PLC
4 King Edwards Court
King Edwards Square
Sutton Coldfield
West Midlands B73 6AP
England

A copy of the Exchange Offer Memorandum is available to eligible persons upon request from the Tabulation and Exchange Agent.

The Dealer Manager does not take responsibility for the contents of this announcement and none of the Issuer, the Dealer Manager, the Trustee, the Tabulation and Exchange Agent, or any of their respective directors, employees or affiliates makes any representation or recommendation whatsoever regarding the Exchange Offers or the Extraordinary Resolutions. This announcement must be read in conjunction with the Exchange Offer Memorandum. No offer to acquire any Notes is being made pursuant to this notice.

The New Notes have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, except pursuant to an exemption from the registration requirements of the Securities Act and applicable state security laws.