

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION**

**THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE AND THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE, NOR AS TO THE TERMS ON WHICH ANY OFFER WILL BE MADE**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

04 January 2023

### **Dignity plc**

#### **Advanced discussions regarding a potential recommended cash offer**

The Board of Dignity plc ("Dignity" or the "Company") has received a series of unsolicited proposals from a consortium comprising SPWOne V Ltd ("SPWOne") and Castelnau Group Limited ("Castelnau", whose discretionary investment manager is Phoenix Asset Management Partners Limited ("PAMP")) (together, the "Consortium") in relation to a proposed acquisition of Dignity to be made through the Consortium's joint venture vehicle, Yellow (SPC) Bidco Limited ("Bidco").

Dignity received the first proposal from the Consortium in relation to a possible cash offer at a price of 475 pence per Dignity share on 13 October 2022 (the "First Proposal"). Subsequent proposals were received at 500 pence and 510 pence per Dignity share (together with the First Proposal, the "Proposals").

The Board of Dignity carefully evaluated each of the Proposals following receipt together with its financial adviser, Rothschild & Co, and unanimously rejected the Proposals.

On 13 November 2022, Dignity received a revised proposal in relation to a proposed cash acquisition of the entire issued, and to be issued, share capital of the Company from the Consortium at a price of 525 pence per Dignity share (the "Revised Proposal").

In addition, the Consortium has stated that it is willing to consider providing the ability for Dignity shareholders to receive alternative consideration either in the form of unlisted equity in Bidco or in the form of listed equity in Castelnau.

The Revised Proposal is subject to the satisfaction or waiver by the Consortium of a number of pre-conditions, including the completion of customary due diligence.

Dignity, having evaluated the Revised Proposal with its financial adviser, Rothschild & Co, has agreed to provide the Consortium with access to limited confirmatory due diligence and has indicated to the Consortium that the Revised Proposal is at a value that Dignity would be minded to recommend to Dignity shareholders, should a firm intention to make an offer pursuant to Rule 2.7 of the Takeover Code be announced on such financial terms.

There can be no certainty either that an offer will be made nor as to the terms of any offer, if made. A further announcement will be made when appropriate.

The Proposal states that Castelnau was formed by PAMP in 2020 and that SPWOne was established by British businessman Sir Peter Wood. Castelnau is managed by Gary Channon, CIO of PAMP, and the former executive Chairman of Dignity. The Company's current understanding is that the Consortium

and its connected persons are interested in approximately 29.73% of the Company's issued share capital.

In accordance with Rule 2.6(a) of the Code, the Consortium is required, by not later than 5.00 p.m. on 01 February 2023, to either announce a firm intention to make an offer for the Company in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer for the Company, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel on Takeovers and Mergers in accordance with Rule 2.6(c) of the Code.

The person responsible for arranging the release of this announcement on behalf of Dignity is Tim George, Company Secretary.

This announcement has been made by Dignity without the agreement or approval of Valderrama or the Consortium.

### **Enquiries**

**Dignity** **+44 12 1354 1557**

Kate Davidson - Chief Executive Officer

**Rothschild & Co** (Financial Adviser to Dignity) **+44 20 7280 5000**

Majid Ishaq / John Byrne / Ali Kazmi

### **Inside Information**

The information contained within this announcement is deemed by Dignity to constitute inside information as stipulated under the Market Abuse Regulation (EU) no. 596/2014 (as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018). On the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.

### **Notice related to financial adviser**

N.M. Rothschild & Sons Limited ("Rothschild & Co"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Dignity and for no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than Dignity for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this announcement.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing

Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4). Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Rule 26.1 disclosure**

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) at <https://www.dignityplc.co.uk/> by no later than 12 noon (London time) on the business day following the date of this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Please be aware that addresses, electronic addresses and certain other information provided by the Company's shareholders, persons with information rights and other relevant persons for the receipt of communications from the Company may be provided to the Consortium during an offer period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11.

### **Rule 2.9 information**

In accordance with Rule 2.9 of the Code, Dignity confirms that as at the close of business on 04 January 2023 its issued share capital consisted of 50,043,435 ordinary shares of 12 48/143 pence each in issue and admitted to trading on the Main Market of the London Stock Exchange. Each ordinary share carries the right to one vote. The Company does not hold any ordinary shares in treasury. The International Securities Identification Number for Dignity's ordinary shares is GB00BRB37M78.

### **Important Notice**

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise. Any offer, if made, will be made solely by certain offer documentation which will contain the full terms and conditions of any offer, including details of how it may be accepted. The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom and the availability of any offer to shareholders of Dignity who are not resident in the United Kingdom may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or shareholders of Dignity who are not resident in the United Kingdom will need to inform themselves about, and observe any applicable requirements.

LEI: 21380049687CNAYKV483