

LETTER OF INTENT

The Directors
Yellow (SPC) Bidco Limited ("**Bidco**")
64-66 Glenthams Road
London, SW13 9JJ

Date: 23rd January 2023

Dear Directors

Letter of intent regarding the proposed recommended offer for the entire issued share capital of Dignity plc ("Dignity")

- 1 We refer to:
 - 1.1 the proposed recommended offer pursuant to which Bidco (a newly formed company indirectly owned or controlled by a consortium comprised of joint offerors SPWOne V Limited, Castelnau Group Limited ("**Castelnau**") and Phoenix Asset Management Partners Limited ("**PAMP**") would acquire the entire issued and to be issued share capital of Dignity, other than the Dignity Shares already owned or controlled by Castelnau and PAMP (the "**Acquisition**"); and
 - 1.2 the announcement in relation to the Acquisition to be made in accordance with Rule 2.7 of the City Code on Takeovers and Mergers (the "**Code**"), a draft copy of which is appended to this letter (the "**Announcement**").
- 2 Unless otherwise defined in this letter or unless the context requires otherwise, capitalised terms have the meaning given to them in the Announcement.
- 3 We understand that the:
 - 3.1 Acquisition is proposed to be implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act 2006 (the "**Offer**"), but that Bidco is entitled, in certain circumstances as set out in the Announcement, to implement the Acquisition by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (a "**Scheme**"); and
 - 3.2 the final form of the Announcement shall not be materially different to the draft appended hereto (including, without limitation, in respect of any change to the consideration being offered by Bidco).
- 4 We are the legal and/or beneficial owner of, or are otherwise able to control the exercise of, all rights, including the voting rights, attaching to 500,000 Dignity Shares (the "**Subject Shares**").
- 5 We confirm that it is our current intention, subject to applicable law and regulation:
 - 5.1 to accept or, where applicable, procure the acceptance of, the Offer in respect of the Subject Shares in the manner provided by the offer document to be prepared by Bidco, valid and complete in all respects; and

- 5.2 Furthermore, we confirm that it is our current intention, subject to applicable law and regulation, if the Acquisition is implemented by way of a Scheme, to exercise or procure the exercise of the voting rights attached to the Subject Shares as requested by Bidco on any resolution which would assist implementation of the Scheme at any general, class or other meeting of shareholders of Dignity.
- 6 We do not have any short positions, agreements to sell, delivery obligations or rights to require other persons to purchase or take delivery of any shares in the capital of Dignity.
- 7 This letter is not legally binding, does not constitute an irrevocable undertaking and does not prevent us from selling the Subject Shares in the market, or otherwise disposing of our interest or voting rights in the Subject Shares.
- 8 We will inform you promptly of all information required to be disclosed by Bidco pursuant to the Code (including Rules 2.10 and 17) and we consent to:
- 8.1 public disclosure of such information and the terms of this letter; and
- 8.2 this letter being published on a website as required by Rule 26.2 of the Code.
- 9 We understand that Bidco may make announcements that, in accordance with the Code, set out the particulars of this letter and of the Subject Shares, and also that this letter will be available for inspection during the 'offer period' (as defined in the Code) and we hereby consent thereto.

Yours faithfully



For and on behalf of
Huntress (CI) Nominees Limited