

To: Dignity plc (“**Dignity**” or the “**Company**”) employees and employee representatives

14 February 2023

***We are required by the City Code on Takeovers and Mergers (the “Code”) to make available to you this communication. No action is required on your part unless you hold shares in Dignity, in which case you will have been sent a separate letter about the steps required to be taken by you.***

Dear Colleague,

**Important documentation in relation to the recommended cash offer for Dignity by Yellow (SPC) Bidco Limited (“Bidco”)**

On 23 January 2023, Dignity and Bidco, a newly formed company indirectly owned or controlled by SPWOne V Limited (“**SPWOne**”), Castelnau Group Limited (“**Castelnau**”) and Phoenix Asset Management Partners Limited (“**PAMP**”, and together with SPWOne and Castelnau, the “**Consortium**”), announced that they had reached agreement on the terms of a recommended cash acquisition pursuant to which Bidco shall acquire the entire issued, and to be issued, share capital of Dignity, other than Dignity shares already owned or controlled by Castelnau and PAMP (the “**Offer**”), to be effected by means of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act 2006.

In accordance with Rules 24.1(b)(i) and 25.1(b) of the Code, a copy of the offer document published today in connection with the Offer (the “**Offer Document**”) and the related announcement thereto (“**Publication Announcement**”) are attached to this email so that they are readily available to you. A copy of the Offer Document and the Publication Announcement are also now available to view at, and can be downloaded from, Dignity’s website at [www.dignityplc.co.uk](http://www.dignityplc.co.uk). For the avoidance of doubt, the content of the Company’s website is not incorporated into, and does not form part of, this email. Unless otherwise defined, all capitalised terms in this email shall have the meaning given to them in the Offer Document.

Employee representatives of the Company will have a right under Rule 25.9 of the Takeover Code to have published, at the Company’s cost, a separate opinion on the effects of the offer on employment. Any such opinion, if received after the publication of the Offer Document, will be published on the Company’s website and such publication announced by the Company in accordance with the requirements of Rule 25.9 of the Takeover Code. The Company will be responsible for the costs reasonably incurred by employee representatives in obtaining advice required for the verification of the information contained in that opinion.

Please note that this communication is not a summary of the information and proposals set out in the Offer Document or the Publication Announcement, and should not be regarded as a substitute for reading the Offer Document and the Publication Announcement in full.

Certain other documents, announcements and information published in relation to the Offer are also available to view at the Company’s website.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Dignity may be provided to the Consortium and/or Bidco during the offer period as required under Section 4 of Appendix 4 of the Code.

Should you wish to contact Dignity regarding administrative matters in view of the Publication Announcement, please contact Dignity’s registrars, Equiniti, at +44 (0) 371 384 2674. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

Yours faithfully

**Tim George**  
Company Secretary  
**Dignity plc**

Dignity plc  
Registered Office: 4 King Edwards Court, King Edwards Square, Sutton Coldfield, West Midlands, B73 6AP  
Registered in England and Wales Number: 04569346

### **Important notice**

*If you are in any doubt as regards the contents of this communication, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. The release, publication or distribution of this communication and any accompanying documents (in whole or in part) in or into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this communication comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.*

### **Right to request hard copies**

*You may request a hard copy of the Publication Announcement, the Offer Document or the information incorporated into them by reference to another source, free of charge, by calling the Company's registrar Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or by calling +44 (0) 371 384 2674. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales). You may also request that all future documents, announcements and information sent to you in relation to the Offer should be in hard copy form.*

### **Directors' responsibility statement**

*Each of the directors of Dignity (the "Directors") accepts responsibility for the information contained in this communication relating to Dignity (including any expressions of opinion). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this communication (including any expressions of opinion) is in accordance with the facts and does not omit anything likely to affect the import of such information.*

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

*Under Rule 8.3(a) of the Takeover 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 Takeover 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(s), 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.*