

DIGNITY PLC

NOTICE OF ANNUAL GENERAL MEETING 2023

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional advisor authorised under the Financial Services and Markets Act 2000.

If you have recently sold or otherwise transferred all of your Ordinary Shares in Dignity plc ('the Company'), please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

If you have accepted the offer by Yellow (SPC) Bidco Limited ('Bidco') for the entire issued and to be issued share capital of the Company not already owned or controlled by Bidco ('the Offer'), please note that it was a term of the Offer that:

- a) **Bidco and/or its agents shall be entitled to direct the exercise of any votes and any or all other rights and privileges attaching those shares in the Company in respect of which you accepted the Offer;**
- b) **Bidco or any director of, or any person authorised by, Bidco shall be authorised to sign any document and to do such things as may, in the opinion of that agent and/or attorney, seem necessary or desirable in connection with the exercise of any votes or other rights or privileges attaching those shares in the Company in respect of which you accepted the Offer; and**
- c) **you agreed not to exercise any rights without the consent of Bidco and not to appoint a proxy to attend any general meeting or separate class meeting of the Company in respect of those shares in the Company for which you accepted the Offer.**

Bidco has notified the Company that it intends to exercise its contractual rights in respect of all shares in the Company for which valid acceptances have been received under the Offer. Therefore, if you have validly accepted the Offer, please note that you have no attendance or voting rights in respect of those shares.

DIGNITY PLC

(Company number 04569346)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the 2023 Annual General Meeting ('AGM') of Dignity plc to be held at Board Room 1, 4 King Edwards Court, King Edwards Square, Sutton Coldfield West Midlands, B73 6AP on Friday 30 June 2023 at 10.30 a.m. is set out on page 3 of this document.

Shareholders are requested to complete and return the enclosed Form of Proxy, so as to be received no later than 10.30 a.m. on Wednesday 28 June 2023.

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Expected timetable of events

Latest time and date for receipt of Proxy Forms – 10.30 a.m. on Wednesday 28 June 2023

AGM – 10.30 a.m. on Friday 30 June 2023

Letter from the Chairman of Dignity plc

Dignity plc

Registered in England and Wales No. 04569346

4 King Edwards Court
King Edwards Square
Sutton Coldfield
West Midlands
B73 6AP**Board of Directors (the 'Board' or the 'Directors')**

Giovanni (John) Castagno, Non-Executive Chair
Kate Davidson, Chief Executive
Darren Ogden, Chief Financial Officer
Nick Edwards, Non-Executive Director
Chris Wensley, Non-Executive Director
Steve Tatters, Non-Executive Director
Graham Shircore, Non-Executive Director

7 June 2023

Dear Shareholder**ANNUAL GENERAL MEETING 2023**

Our 2023 Annual General Meeting ('AGM'), will be held at Board Room 1, 4 King Edwards Court, King Edwards Square, Sutton Coldfield West Midlands, B73 6AP on Friday 30 June 2023 at 10.30 a.m. Shareholder registration will be available from 10.00 a.m.

As shareholders will know, Yellow (SPC) Bidco Limited ('Bidco') made an offer to acquire all the issued and to be issued ordinary share capital of the Company, other than those ordinary shares already owned or controlled by Castelnau or PAMP (the 'Offer') pursuant to the offer document dated 14 February 2023 (the 'Offer Document'). On 14 April 2023, the Offer became a mandatory cash offer with listed and unlisted share alternatives (the 'Mandatory Offer'). On 4 May 2023, Bidco announced that it had received acceptances in respect of, or had otherwise acquired, 33,850,825 Dignity Shares, representing approximately 95.67% of the Dignity Shares to which the Mandatory Offer relates and of the voting rights carried by those Dignity Shares.

On 25 May 2023, the Company announced that, following an application by the Company, the FCA had cancelled the listing of Dignity Shares on the premium listing segment of the Official List and the LSE had cancelled the trading of Dignity Shares on the London Stock Exchange's Main Market for listed securities. The Company also announced that following such delisting, Angela Eames, Robert Graham Ferguson, Dean Roderick Moore and Kartina Tahir Thomson had resigned as directors of the Board, at Bidco's request, and that Darren Ogden, Nick Edwards, Chris Wensley, Steve Tatters and Graham Shircore had joined the Board. I would like to take this opportunity to thank my former colleagues for their contribution to Dignity.

On 26 May 2023, Bidco sent letters to all shareholders who had not then accepted the Mandatory Offer, to inform them that it was exercising its right under the Companies Act to compulsorily acquire the remaining Dignity Shares in respect of which the Mandatory Offer had not yet then been accepted and which it had not otherwise purchased, with such compulsory acquisition to take effect on 14 July 2023.

It is expected therefore that, on or shortly after 14 July 2023, Bidco will acquire any Dignity Shares not already held by it and become the sole shareholder in the Company.

Terms used but not defined in this letter have the same meaning given to them in the Offer Document.

The formal notice of the AGM, which is set out on page 3 of this Notice, sets out the business to be considered at the AGM.

The purpose of this letter is to provide you with further details about those items of business.

This year, shareholders will be asked to approve 14 resolutions. Resolutions 1 to 12 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50 per cent of the votes cast must be in favour of the resolution. Resolutions 13 and 14 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least 75 per cent of the votes cast must be in favour of the resolution.

Bidco has informed the Company that it intends to vote in favour of each of the resolutions and so each of the resolutions will be passed as Bidco controls significantly in excess of 75 per cent of the Company's voting rights.

Action to be taken

If you would like to vote on the resolutions set out in the Notice but cannot come to the AGM, please appoint a proxy or proxies:

- by completing the Form of Proxy sent to you with this document, and returning it to our registrars; or
- electronically, by logging on to the website www.sharevote.co.uk. You will need your voting reference numbers (the voting ID, Task ID and shareholder reference number shown on your Form of Proxy). Alternatively, if you have registered for a Shareview portfolio, please access the Equiniti shareview website at www.shareview.co.uk and log onto your portfolio using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions; or
- (if you are a CREST member) using the CREST electronic proxy appointment service.

Your proxy appointment must be received by **10.30 a.m. on Wednesday 28 June 2023**. Further details relating to voting by proxy are set out in the notes on page 4 of this Notice and in the Form of Proxy.

Yours sincerely

Giovanni (John) Castagno
Non-Executive Chair

Dignity plc – Notice of Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting of Dignity plc ('the Company') will be held at Board Room 1, 4 King Edwards Court, King Edwards Square, Sutton Coldfield West Midlands, B73 6AP on Friday 30 June 2023 at 10.30 a.m. for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. THAT the Group's financial statements and the reports of the Directors and auditors thereon for the 52-week period ended 30 December 2022 be received and considered.
2. THAT Giovanni (John) Castagno be re-elected as a Director of the Company.
3. THAT Kate Davidson be re-elected as a Director of the Company.
4. THAT Chris Wensley be elected as a Director of the Company.
5. THAT Nick Edwards be elected as a Director of the Company.
6. THAT Steve Tatters be elected as a Director of the Company.
7. THAT Graham Shircore be elected as a Director of the Company.
8. THAT Darren Ogden be elected as a Director of the Company.
9. THAT Ernst & Young LLP be re-appointed auditors of the Company to hold office from conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company.
10. THAT the Directors be authorised to fix the remuneration of the auditors.
11. THAT, conditional upon and with effect from the Company's re-registration as a private limited company, the Directors of the Company be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006 (the 'Companies Act').
12. THAT, conditional upon and with effect from the Company's re-registration as a private limited company and in substitution for all previous authorities conferred on the Directors of the Company in accordance with section 551 of the Companies Act, the Directors of the Company be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act.

Special resolutions

To consider and, if thought fit, to pass the following resolutions as special resolutions:

13. THAT the Company be re-registered as a private company limited by shares pursuant to sections 97 to 101 of the Companies Act with the name Dignity Group Holdings Limited.
14. THAT, conditional upon and with effect from the Company's re-registration as a private limited company, new articles of association, in the form annexed to this notice of general meeting, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Registered office:
4 King Edwards Court
King Edwards Square
Sutton Coldfield
West Midlands B73 6AP

By order of the Board

Tim George
Company Secretary
7 June 2023

Dignity plc – Notice of Annual General Meeting continued

Notes:

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.30 p.m. on Wednesday 28 June 2023 (or, if the meeting is adjourned, 6.30 p.m. on the date which is two days before the date of the adjourned meeting) shall be entitled to vote by proxy in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to vote (and the number of votes they may cast).
2. A member of the Company entitled to attend and to vote may appoint one or more proxies to attend and vote instead. A proxy need not be a member of the Company. A Form of Proxy is enclosed. Completed Proxy Forms must be received by the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, no later than 10.30 a.m. on Wednesday 28 June 2023 or in the event the meeting is adjourned, no later than 48 hours (excluding any part of the day that is not a working day) before the time of any adjourned meeting. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to, or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder, may result in the proxy appointment being invalid. When appointing more than one proxy, complete a separate Form of Proxy in relation to each appointment. Additional Proxy Forms may be obtained by contacting the Company's Registrar on +44 (0) 371 384 2674 (lines are open Monday to Friday from 8.30 a.m. to 5.30 p.m. excluding public holidays in England and Wales). You will need to state clearly on each Form of Proxy the number of shares in relation to which the proxy is appointed. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. The right of a member under section 324 of the Companies Act to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the Companies Act.
3. The appointment of a proxy will not preclude a member of the Company from attending, speaking and voting in person at the meeting if he or she so wishes.
4. Members can appoint proxies electronically by logging on to the website www.sharevote.co.uk. You will need your voting reference numbers (the voting ID, Task ID and shareholder reference number shown on your Form of Proxy). Alternatively, if you have registered for a Shareview portfolio, please access the Equiniti shareview website at www.shareview.co.uk and log onto your portfolio using your usual user ID and password. Once logged in, simply click "View" on the "My Investments" page, click on the link to vote and then follow the on screen instructions. For an electronic proxy appointment to be valid, the appointment must be received by no later than 10.30 a.m. on Wednesday 28 June 2023 (or if the meeting is adjourned no later than 48 hours (excluding any part of the day that is not a working day) before the time of the adjourned meeting).
5. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available at www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 19) by no later than 10.30 a.m. on Wednesday 28 June 2023 (or if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.