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Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

CHFP025

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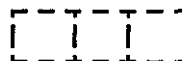
Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



4349722

Name of company

Note
Please read the notes
on page 3 before
completing this form

* DIGNITY HOLDINGS NO. 2 LIMITED ("DH2L")

* insert full name
of company

☒ We ☐ SEE SCHEDULE 1

☐ insert name(s) and
address(es) of all
the directors

† delete as
appropriate

~~XXXXXXXXXXXX~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- (a) ~~that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry
insurance business in the United Kingdom~~
- (b) ~~that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry
insurance business in the United Kingdom~~
- (c) something other than the above§

This company is [the] [a] holding company of*

DIGNITY MEZZCO LIMITED ("DML") which is

proposing to give financial assistance in connection with the acquisition of shares

in ~~XXXXXXXXXX~~ DIGNITY LIMITED ("DL")

the holding company of this company.]†

Presentor's name address and
reference (if any) :

DLA
3 Noble Street
London
EC2V 7EE

DX: 33866 Finsbury Square
g:\corporate\laserforms\040226G155(6)b

For official Use
General Section

Post room



A04
COMPANIES HOUSE

0729
24/03/04

Please do not
write in this
margin

**Please complete
legibly, preferably
in black type, or
bold block
lettering**

The assistance is to be given to: (note 2) DIGNITY LIMITED AND THE SHARHOLDERS OF DL
(SEE SCHEUDLE 3) SELLING THEIR SHARES UNDER THE PLACING AGREEMENT
REFERRED TO IN SCHEDULE 4.

The entry by DML into a tripartite agreement ("**Agreement**") to sell the entire issued share capital of Dignity (2002) Limited ("**D2002**") (a wholly owned subsidiary of DML) to Dignity (2004) Limited ("**D2004**") (a wholly owned subsidiary of DL) ("**Transfer**"), the sale consideration to be left outstanding as a debt due from DL to DML under the terms of the Agreement pursuant to which DL assumes the obligation of D2004 to pay such consideration.

† delete as appropriate

The entire issued share capital of D2002 will have been transferred to DL's subsidiary D2004 but the consideration for the Transfer will be left outstanding as a debt due from DL to DML, such outstanding debt to be repaid by DL upon receipt of monies raised by DL pursuant to the placing agreement referred to in schedule 4.

The value of any asset to be transferred to the person assisted is £ NIL

Please do not write in this margin

The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HEREOF

Please complete legibly, preferably in black type, or bold block lettering

☒ We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) ☒ We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

* delete either (a) or (b) as appropriate

(b) ~~We have formed the opinion that this company will be unable to pay its debts as they fall due during the year immediately following that date]* (note 3)~~

And ☒ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

3 Noble Street London EC2V 7EE

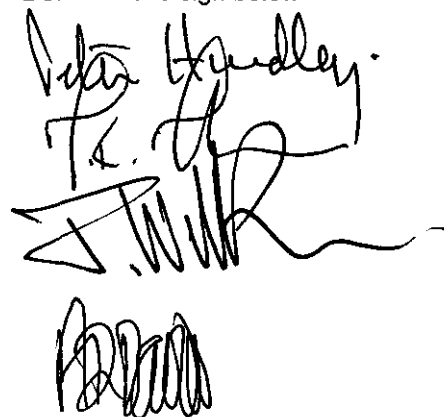
on

Day	Month	Year
18	03	2004

before me R. Werner (Richard Werner (Solicitor))

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below



NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

Schedules to the Financial Assistance Declaration

Form 155(6)b

relating to

DIGNITY HOLDINGS NO. 2 LIMITED

(the "Company")

(registered number 4349722)

This is the document referred to as Schedule 1 in the attached Statutory Declaration

Peter Talbot Hindley
Braye House
Uvedale Road
Limpsfield
Oxted
Surrey
RH8 0EN

Michael Kinloch McCollum
2 Beaconsfield Road
Four Oaks
Sutton Coldfield
West Midlands
B74 2NX

Andrew Richard Davies
4 Hanley Cwrt
Llanbadoc
Usk
Monmouthshire
NP15 1TG

James William Wilkinson
23 Ashfield Avenue
Birmingham
B14 7AT

Schedules to the Financial Assistance Declaration

Form 155(6)b

relating to

DIGNITY HOLDINGS NO. 2 LIMITED

(the "Company")

(registered number 4349722)

This is the document referred to as Schedule 2 in the attached Statutory Declaration

The shares to be acquired will be ordinary shares in the capital of Dignity Limited. The precise number and nominal value of those ordinary shares will be determined immediately prior to the application for the entire share capital of the Company, issued and to be issued, to be admitted (i) to the Official List of the UK Listing Authority and (ii) to trading on the main market for listed securities of the London Stock Exchange plc. That application is currently expected to be made on or around 1 April 2004.

Schedules to the Financial Assistance Declaration
Form 155(6)b
relating to
DIGNITY HOLDINGS NO. 2 LIMITED
(registered number 4349722)

This is the document referred to as Schedule 3 in the attached Statutory Declaration

The Selling Shareholders:

Richard Connell

Peter Hindley

Michael McCollum

Andrew Davies

James Wilkinson

SCI International Limited

Brian Doherty

HSBC Global Custody Nominee (UK) Limited

MPE G.P. Limited

Mathieu Guillemin

Maximilian von Drechsel

Peter Kroha

Schedules to the Financial Assistance Declaration
Form 155(6)b
relating to
DIGNITY HOLDING NO. 2 LIMITED
(the "Company")
(registered number 4349722)

This is the document referred to as Schedule 4 in the attached Statutory Declaration

Persons identified by Panmure Gordon as placees of ordinary shares in the capital of Dignity Limited pursuant to the terms of a placing agreement to be entered into on or around 31 March 2004 in connection with the application for admission of the shares in Dignity Limited to (i) the Official List of the UK Listing Authority and (ii) trading on the main market for listed securities of the London Stock Exchange plc.

PricewaterhouseCoopers LLP
Cornwall Court
19 Cornwall Street
Birmingham B3 2DT
Telephone +44 (0) 121 265 5000
Facsimile +44 (0) 121 232 2725
Direct Phone 0121 265 5078
Direct Fax 0121 265 5996

The Directors
Dignity Holdings No.2 Limited
Plantsbrook House
94 The Parade
Sutton Coldfield
West Midlands
B74 1PH

18 March 2004

Dear Sirs

Auditors' report to the directors of Dignity Holdings No.2 Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Dignity Holdings No.2 Limited ("the Company") dated 18 March 2004 in connection with the proposal that the Company's subsidiary undertaking, Dignity Mezzco Limited, should give financial assistance for the acquisition of ordinary shares of the Company's holding company, Dignity Limited, in the course of the conditional placing of such shares as summarised in the pathfinder listing particulars issued by Dignity Limited and dated 12 March 2004. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Basis of opinion

We have enquired into the state of Dignity Mezzco Limited's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors