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DIGNITY PLC

**REMUNERATION
COMMITTEE:
TERMS OF REFERENCE**

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**DIGNITY PLC
("COMPANY")**

REMUNERATION COMMITTEE: TERMS OF REFERENCE

1. DEFINITIONS

In these terms of reference:

"**Committee**" means the remuneration committee of the board; and

"**Group**" means the Company and its subsidiary undertakings from time to time.

2. INTRODUCTION

The primary purpose of the Committee is to assist the board in determining the Company's remuneration policies. In performing its duties, the Committee will maintain effective working relationships with the board, the Company Secretary and HR.

3. MEMBERSHIP

3.1 The Committee shall comprise at least three members, all of whom shall be independent non-executive directors. The chairman of the board may also serve on the Committee as an additional member if he or she was considered independent on appointment as chairman. Members of the Committee shall be appointed by the board, on the recommendation of the nomination committee and in consultation with the chairman of the Committee.

3.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals (such as the chief executive, the head of human resources and external advisers) may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

3.3 Appointments to the Committee are made by the board and shall be for a period of up to three years, extendable by no more than two additional three year periods, so long as members (other than the chairman of the board, if he or she is a member of the Committee) continue to be independent.

3.4 The board shall appoint the chairman of the Committee, who shall be an independent non-executive director. In the absence of the chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board. The chairman of the board shall not be chairman of the Committee.

3.5 Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.

4. SECRETARY

The Company secretary or his/her nominee shall act as the secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

5. QUORUM

The quorum necessary for the transaction of business shall be two.

6. FREQUENCY OF MEETINGS

The Committee shall meet at least twice a year and otherwise as required.

7. NOTICE OF MEETINGS

7.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the chairman or any other member of the Committee.

7.2 Unless otherwise agreed, notice of each meeting (confirming the venue, time and date, together with an agenda of items to be discussed) shall be forwarded to each member of the Committee, any other person required or invited to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

8. MINUTES OF MEETINGS

8.1 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.

8.2 The secretary of the Committee shall ascertain, at the beginning of each Committee meeting, the existence of any conflicts of interest and minute them accordingly.

8.3 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the board, unless a conflict of interest exists or, in the opinion of the chairman of the Committee, it would otherwise be inappropriate to do so.

9. AGM

The chairman of the Committee shall attend the annual general meeting to answer any shareholder questions on the Committee's activities.

10. DUTIES

The Committee shall carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.

The Committee shall, in relation to the remuneration policy:

10.1 consider and approve the terms of service agreements of all executive directors of the Company and other senior executives. In particular, the Committee should consider the advantage of providing explicitly in the initial service contract for such compensation commitments except in the case of removal for misconduct;

10.2 have responsibility for setting the remuneration policy for all executive directors, the chairman of the Company and such other members of the executive management as it is designated to consider. The board should determine the remuneration of the non-executive directors within the limits set in the articles of association. No director or senior manager shall be involved in any decisions as to their own remuneration;

- 10.3 monitor the remuneration policy for senior management below the executive management;
- 10.4 in determining such policy and its application, take into account all factors which it deems necessary, including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and associated guidance. The objective of such policy shall be to attract, retain and motivate executive management of the quality required to run the Company successfully, having regard to views of shareholders and other stakeholders. The remuneration policy should have regard to the risk appetite of the Company and alignment to the Company's long term strategic goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and designed to promote the long-term success of the Company;

The Committee shall, in relation to the application of the policy:

- 10.5 in consultation with the chairman of the board and/or the chief executive, as appropriate, determine the salary level, benefits, pension, bonus and LTIP awards (and targets), for each executive director and other designated senior executives;
- 10.6 ensure that contractual terms on termination, and any payments made, are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;

The Committee shall, in relation to wider employee pay:

- 10.7 maintain awareness of the remuneration trends and any major changes in employee benefit structures across the wider Group. Approve the broad design of any performance-related pay schemes operated for the wider workforce and approve the total annual payments made under such schemes; and
- 10.8 review the design of all share incentive/option plans for approval by the board and shareholders. For any such plans, determine each year whether awards will be made and, if so, the overall amount of such awards,

11. GENERAL DUTIES

In carrying out his specific duties set out above, each member of the Committee should also consider his general duties as a director of the Company, including:

- 11.1 his duty to act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard to all relevant factors;
- 11.2 his duty to exercise independent judgment;
- 11.3 his duty to exercise reasonable care, diligence and skill;
- 11.4 his duty to avoid conflicts of interest; and
- 11.5 his duty to act in accordance with the Company's constitution and only exercise his powers for the purposes for which they were conferred.

12. REPORTING RESPONSIBILITIES

- 12.1 The chairman of the Committee shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 12.2 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 12.3 The Committee shall ensure that provisions regarding disclosure of information, including pensions, as set out in the applicable legislation, are fulfilled and produce a report of the Company's remuneration policy and practices to be included in the Company's annual report each year. If the Committee has appointed remuneration consultants, the annual report should identify such consultants and state whether they have any other connection with the Company.
- 12.4 The Committee shall ensure that, at the AGM for each year, the remuneration report is laid before, and voted on by, shareholders and that the Company's remuneration policy is voted on by shareholders every three years.
- 12.5 The Committee shall assist the chairman of the board to ensure that the Company maintains contact as required with its principal shareholders about remuneration.

13. OTHER MATTERS

The Committee shall:

- 13.1 work and liaise as necessary with all other board committees.
- 13.2 have access to sufficient resources to carry out its duties, including access to the company secretary for assistance as required;
- 13.3 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee and have full authority to commission or purchase any reports, surveys or information which it deems necessary at the expense of the Company but within any budgetary restraints imposed by the board, in order to fulfil its obligations;
- 13.4 be able to seek the advice and assistance of any of the Company's executives, recognising the need to ensure that this role is clearly separated from their role within the business.
- 13.5 be authorised by the board to seek any information it requires from any employee of the Company to perform its duties;
- 13.6 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 13.7 give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors and the formation and operation of share schemes, including but not limited to, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure and Transparency Rules as well as guidelines published by ISS, The Investment Association and the Pensions and Lifetime Savings Association, and any other applicable rules or guidance, as appropriate;

- 13.8 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval; and
- 13.9 ensure that these terms of reference are made available by placing them on the Company's website.

14. AUTHORITY

The Committee:

- 14.1 is authorised by the board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.