

Annual General Meeting

Held at:
PricewaterhouseCoopers
201 Sussex Street Sydney
Friday 11 May 2012 at 10.00am



Disclaimer

This presentation contains forward looking statements, which may be subject to significant uncertainties outside of InvoCare's control. No representation is made as to the accuracy or reliability of these forecasts or the assumptions on which they are based. Actual future events may vary from these forecasts.



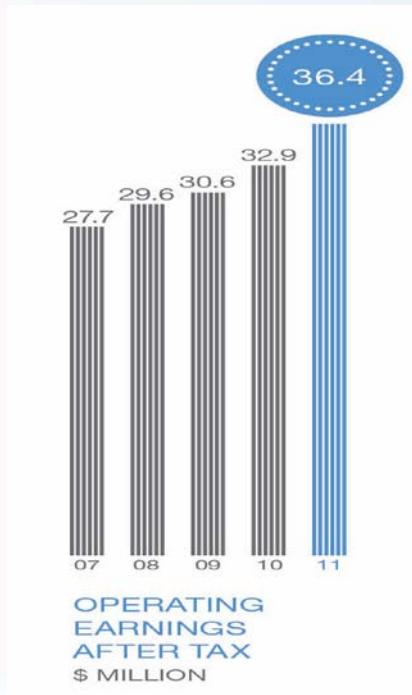
Annual General Meeting

Chairman's Overview

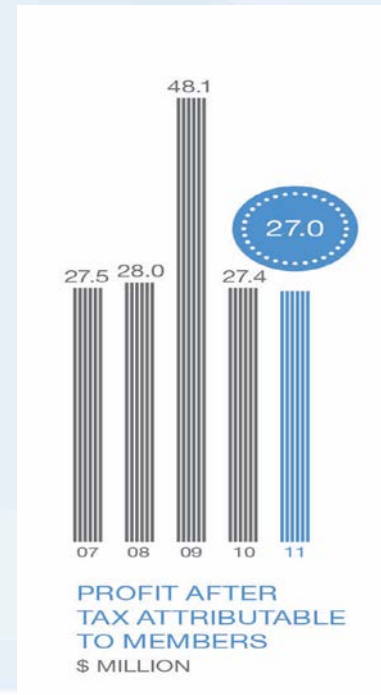


Another year of solid financial performance

- ❖ Operating Earnings after Tax
\$36.4m up 10.6% on 2010



- ❖ Profit after tax attributable to members down slightly due to prepaid contract movements



Bledisloe acquisition completed

- ❖ InvoCare is more than 20% larger with acquisition of Bledisloe
- ❖ Now leading funeral, cemetery and crematorium operator in Asia Pacific region
- ❖ Bledisloe acquisition completed in June 2011
- ❖ Expansion into New Zealand, Tasmania and regional areas of Queensland
- ❖ Additional locations in South East Queensland and Melbourne
- ❖ The Board personally welcomed numerous Bledisloe employees during its site visits
- ❖ Expected merger synergies of \$3.5m are being delivered



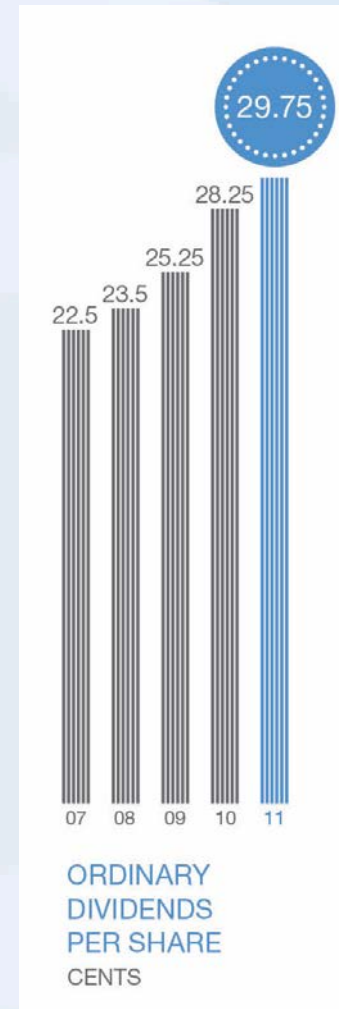
Solid performance by core operations

- ❖ Service volumes increased and market share gained
- ❖ Customer satisfaction survey results remain at very high levels
- ❖ New prepaid contract sales exceed redemption
- ❖ Disappointing returns from prepaid funds under management
- ❖ Change in tactical asset allocation tilted away from equities to gain more stable returns
- ❖ Continued strong EBITDA to cash conversion
- ❖ EBITDA margins improved
- ❖ Over \$15 million capital expenditure reinvestment in core business

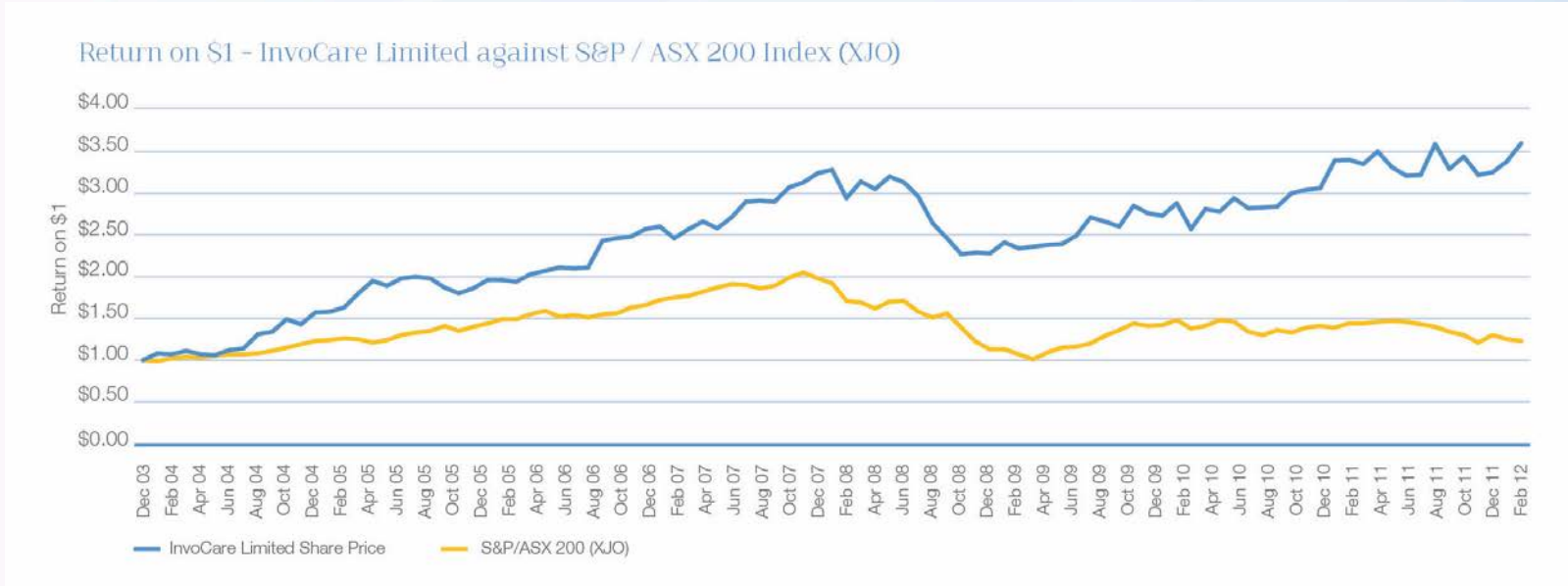


Shareholder value

- ❖ Dividends up 5.3% to 29.75 cents per share in respect of 2011
- ❖ Continued over 75% dividend payout achieved since listing
- ❖ Shareholder return since listing in 2003 is now 411%



Shareholder value



Board and corporate governance

- ❖ Strong commitment to best practice corporate governance
- ❖ Focus on succession planning and quality of senior management
- ❖ Board continued its regular program of meetings and location visits
 - Melbourne in May 2011
 - New Zealand in October 2011
 - Sydney in April 2012
- ❖ Audit, Risk, Remuneration and Nomination Committees each functioned effectively throughout year



Employees

- ❖ On behalf of the Board, I would like to publicly acknowledge our employee contributions and efforts
- ❖ A special welcome to those who joined during the course of the year from Bledisloe
- ❖ Professionalism and dedication of InvoCare's employees are key to InvoCare's success
- ❖ Service excellence stands out in customer surveys with an overwhelming majority continuing to recommend InvoCare's brands



Annual General Meeting

CEO's Overview



Business model continues to deliver

- ❖ Sales revenue grew 20% to \$321m
- ❖ EBITDA⁽ⁱ⁾ grew 16% to \$81.8m
- ❖ Acquired Bledisloe which is market leader in NZ & No. 2 in Australia
- ❖ Solid performance from core business
- ❖ Business model continues to deliver
- ❖ No shift in strategic direction planned

(i) Non IFRS financial information



Strategic growth pillars

2011
Performance

- ❖ Favourable demographics (1%) ✓
 - ❖ Pricing / average cem crem contract value (3-4%) ✓ / ✗
 - ❖ Market share improvements (1%) ✓
 - Incl. new location annualisation / new locations ✓ / ✓
 - ❖ Prepaid funeral contributions (1%) ✗
- TOTAL COMPARATIVE REVENUE GROWTH (6-7% p.a.)**
- ❖ Business acquisitions ✓
 - ❖ Operating leverage ✓
- (EBITDA COMPARATIVE GROWTH 7-8% p.a.)**
- EBITDA margin improvements 20-40bpts



Comparative performance in 2011

- ❖ Sales revenues up 5% to \$281m
- ❖ Operating EBITDA⁽ⁱ⁾ increased 6% to \$75m
- ❖ Operating margins improved 20bpts to 26.7%

(i) Non IFRS financial information



Bledisloe performance in 2011

- ❖ Sales revenues of \$38.0m
- ❖ Operating EBITDA⁽ⁱ⁾ of \$6.5m
- ❖ Integration on plan. Operations performed slightly better than expected
- ❖ Operating earnings after tax⁽ⁱ⁾ of \$0.1m (includes \$1.6m in acquisition related costs). Operating EPS⁽ⁱ⁾ of 0.1 cents per share.
- ❖ Delivered \$2.6m in synergies by 31 December and a further \$0.7m early H1 2012

(i) Non IFRS financial information



Bledisloe annualised performance

- ❖ Operating EBITDA⁽ⁱ⁾ (Pre Synergies) of \$11m in 2011
- ❖ On track to deliver \$3.5m in annualised net synergies by 2013
- ❖ Operating EBITDA⁽ⁱ⁾ in 2012 of approx. \$14m
- ❖ Properties \$34m book value re-valued to \$40m
- ❖ Goodwill of \$68.7m

(i) Non IFRS financial information



Results for four months to April 2012

- ❖ Total Group Sales revenue up 26.9% (Comp 3.5%) – similar to Q1
- ❖ Funeral cases up 32% (comp up 0.3%)
- ❖ Cem Crem cases up 19% (comp up 7.5%)
- ❖ Small gain in estimated market share
- ❖ Death rate estimated to be down (continuing H2 2011 trend)
- ❖ Cem Crem memorialisation continues negative trend from H2 2011



Results for four months to April 2012

- ❖ Pre need FUM returns on track to perform slightly better than annual price increases expected in December 2012
- ❖ Capital expenditure spend of approx. \$4m
- ❖ Sufficient debt headroom of \$27m for potential small bolt-on acquisitions



Business model proves strong again

- ❖ Growth pillars continue to prove business model
- ❖ Solid start to 2012
- ❖ Caution extrapolating YTD results due to:
 - Uncertainty of numbers of deaths
 - Annualisation affects of Bledisloe



Annual General Meeting

Ordinary Business



Financial reports

- ❖ To receive and consider the Financial Reports, Directors' Report and Independent Audit Report of InvoCare Limited and its controlled entities for the year ended 31 December 2011
- ❖ Mr John Feely, partner from PricewaterhouseCoopers, InvoCare's external auditor is in attendance
- ❖ Questions to the Board or InvoCare's external auditor are now invited



Resolutions

- ❖ Adoption of the remuneration report
- ❖ Re-election / election of directors
- ❖ Increase in directors' fee pool
- ❖ Financial assistance



Resolution 1

That the Remuneration Report (which forms part of the Directors' Report) for the year ended 31 December 2011 be adopted.

Note: The vote on this resolution is advisory only and does not bind the directors or the Company.



Resolution 2

Re-election of Ian Ferrier

That Ian Ferrier, who retires by rotation in accordance with the Company's Constitution, be re-elected as a director of the Company.



Resolution 3

Re-election of Benjamin Chow

That Benjamin Chow, who retires by rotation in accordance with the Company's Constitution, be re-elected as a director of the Company.



Resolution 4

Election of Aliza Knox

That Aliza Knox, being a Director appointed by the Board since the last Annual General Meeting, and who retires in accordance with the Company's Constitution, be elected as a Director of the Company.



Resolution 5

Election of Richard Davis

That Richard Davis, being a Director appointed by the Board since the last Annual General Meeting, and who retires in accordance with the Company's Constitution, be elected as a Director of the Company.



Resolution 6

Increase in directors' fee pool limit

That with effect from the day after the conclusion of the 2011 Annual General Meeting of InvoCare Limited, for the purpose of Article 9.9 of the Constitution and Rule 10.17 of the ASX Listing Rules, the non-executive directors' aggregate fee pool be increased by \$350,000 to an amount not exceeding \$1,000,000 per annum.



Resolution 7

Financial assistance

That, in accordance with section 260B(2) of the *Corporations Act 2001* (Cth), approval is given for any financial assistance by Bledisloe Australia Pty Ltd and Bledone Pty Ltd (each a "New Company") that may result from transactions or performance of obligations under, including (without limitation) each New Company acceding to, the "Facility agreements" between, amongst others, the Company and Australia and New Zealand Banking Group Limited, National Australia Bank Limited and the Commonwealth Bank of Australia and the "Working capital facility agreement" between, amongst others, the Company and Australia and New Zealand Banking Group Limited, as outlined and described in the Explanatory Statements which accompanied the Notice of Annual General Meeting.



Other business

To transact any other business that may be lawfully brought forward in accordance with the Constitution and Corporations Act 2001



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Thank you



