

22 May 2015

The Manager
ASX Markets Announcements Office
Australian Securities Exchange Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

InvoCare Limited – Results from Annual General Meeting

The Annual General Meeting of InvoCare Limited was held today.

The following resolution was approved by way of a poll. A summary of the proxies and the votes cast on a poll is set out in the Appendix.

Resolution 1 - Adoption of Remuneration Report

“That the Remuneration Report (which forms part of the Directors’ Report) for the year ended 31 December 2014 be adopted.”

The following resolutions were each approved on a show of hands. A summary of the proxies is set out in the Appendix.

Resolution 2 - Re-election of Aliza Knox

“That Aliza Knox, 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 Tina Clifton

“That Christine (Tina) Clifton, who retires by rotation in accordance with the Company’s Constitution, be re-elected as a director of the Company.”

Resolution 4 - Election of Gary Stead

“That Gary Stead, 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 - Increase in Directors’ Fee Pool

“That with effect from the day after the conclusion of the 2014 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 \$250,000 to an amount not exceeding \$1,250,000 per annum.”

As previously announced the following proposed resolution was withdrawn prior to the meeting.

Resolution 6 - Approval of Termination Benefits for Mr Andrew Smith

“That approval be given, for the purposes of Sections 200B and 200E of the Corporations Act and for all other purposes, for the Company to pay and provide to Mr Andrew Smith (the Company’s retiring Managing Director and Chief Executive Officer), in connection with his retirement from office and cessation of employment with the Company, retirement benefits including unvested long term incentive shares and a short term incentive cash payment, as described in the Explanatory Notes accompanying the Notice of Annual General Meeting.”

Yours faithfully,



Phillip Friery
Company Secretary

Encl.



Appendix

**Annual General Meeting
Friday, 22 May, 2015**

Resolution	Manner in which the security holder directed the proxy to vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes For	Votes Against	Votes Discretionary	Votes Abstain	For	Against	Abstain
1 - Adoption of Remuneration Report	45,037,046 76.0%	12,098,358 20.4%	2,120,850 3.6%	294,195	46,554,833 78.4%	12,881,250 21.6%	294,195
2 - Re-election of Aliza Knox	57,653,427 96.2%	168,827 0.3%	2,119,587 3.5%	169,907	N/A	N/A	N/A
3 - Re-election of Tina Clifton	57,456,625 95.9%	341,846 0.6%	2,111,806 3.5%	201,471	N/A	N/A	N/A
4 - Election of Gary Stead	57,424,036 95.8%	361,844 0.6%	2,130,055 3.6%	195,813	N/A	N/A	N/A
5 - Increase in Directors' Fee Pool	55,412,972 94.5%	1,081,022 1.8%	2,141,451 3.7%	913,692	N/A	N/A	N/A