

7 February 2017

ASX Compliance Pty Limited
20 Bridge Street
SYDNEY NSW 2000

Attention: Andia Petropoulos

By email

Dear Andia

ASX Query Letter

Thank for your letter dated 6 February 2017 regarding the late lodgement of Appendix 3X – Initial Director’s Interest Notice for newly appointed Director, Robyn Stubbs.

Specifically and in response to your queries:

1. The late lodgement was due to an inadvertent administrative oversight, in part due to the absence on annual leave of some staff and managers. On 4 January 2017, details of the appointment of Robyn Stubbs as a Director with effect from 1 January 2017 was notified to ASIC, but the ASX lodgement of Appendix 3X was unfortunately overlooked.
2. Each Director has provided written agreement to give the necessary information to the Company, whether upon initial appointment, during the term of office or upon cessation of office, to ensure compliance with the Company’s disclosure obligations under listing rule 3.19A. In that regard, the necessary information is obtained:
 - a. Before appointment as a Director, from the “Consent to Act” form completed by each Director (including in this case by Robyn Stubbs);
 - b. During and at the end of each Director’s term of office, from notifications required to be given by each Director to the Board, for example notice of relevant interests in contracts or notice of any proposed dealings in the Company’s shares, which dealings must also comply with the Company’s published Share Trading Policy; and
 - c. As an additional source to the above in respect of dealings in the Company’s shares, from transaction reports provided by the Company’s share registry under a watching brief of securities registered in the name of a Director or in which the Director has a relevant interest.
3. The current arrangements are adequate and enforced to capture the information from each Director to ensure compliance with listing rule 3.19B. Further rigour and oversight will be applied, especially during holiday periods when a full complement of responsible administrative staff or managers may not be present, to ensure compliance with disclosure obligations under listing rule 3.19A.

Please do not hesitate to contact me if you require further clarification.

Yours sincerely



Phillip Friery
Company Secretary



6 February 2017

Phillip Friery
Company Secretary
Invocare Limited
Level 2, 40 Miller Street
North Sydney NSW 2060

By email

Dear Mr Friery

Invocare Limited (the “Entity”): Appendix 3X – Initial Director’s Interest Notice

We refer to the following;

1. The announcement lodged by the Entity with ASX Limited (“ASX”) on Thursday, 22 December 2016 confirming the appointment of Ms Robyn Stubbs as a director of the Entity effective Sunday, 1 January 2017;
2. The Appendix 3X lodged by the Entity with ASX today, 6 February 2017 for Robyn Stubbs (the “Appendix 3X”);
3. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.



4. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

5. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3X indicated that the director was appointed on 1 January 2017 it appears that the Appendix 3X should have been lodged with ASX by 9 January 2017. As the Appendix 3X was lodged on 6 February 2017, it appears that the Entity may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix 3X was lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.D.T.) on **Thursday, 9 February 2017**.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.



If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Andia Petropoulos

Adviser, Listings Compliance (Sydney)