

19 May 2017

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 resolutions were approved by way of a poll. A summary of 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 2016 be adopted.”*

#### **Resolution 2 - Re-election of Richard Fisher**

*“That Richard Davis, who retires by rotation in accordance with the Company’s Constitution, be re-elected as a director of the Company.”*

#### **Resolution 3 - Election of Robyn Stubbs**

*“That Robyn Stubbs, 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 4 - Approval of the grant of options and performance rights to Martin Earp for the 2017 financial year**

*“That approval be given, for the purposes of Rule 10.14 of the ASX Listing Rules, and for all other purposes, for the Company to grant to Mr Martin Earp, currently the Chief Executive Officer and Managing Director of the Company (Mr Earp), Options and Performance Rights to a value of \$520,695 for the 2017 financial year in accordance with the rules of the Performance Long Term Incentive Plan and as set out in the Explanatory Notes accompanying this Notice of Annual General Meeting.”*

**Resolution 5 - Approval of potential termination benefits**

*“That for a period of approximately three years commencing from the date this resolution is passed approval be given for all purposes, including Sections 200B and 200E of the Corporations Act (Cth), for the giving of benefits to any person who holds a managerial or executive office in the Company or a related body corporate, in connection with that person ceasing to hold that office or position, on the terms set out in the Explanatory Notes accompanying this Notice of Annual General Meeting.”*

Yours faithfully,



Phillip Friery  
**Company Secretary**

*Encl.*

**Appendix**

**Annual General Meeting**

**Friday, 19 May, 2017**

| 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  | 46,937,893<br>93.26%  | 2,377,054<br>4.72% | 1,015,536<br>2.02%  | 381,733       | 47,467,119<br>93.98%   | 3,042,780<br>6.02% | 391,506 |
| 2 - Re-election of Richard Davis   | 49,255,691<br>97.57%  | 193,064<br>0.38%   | 1,035,562<br>2.05%  | 280,539       | 50,515,410<br>99.61%   | 195,587<br>0.39%   | 280,539 |
| 3 - Election of Robyn Stubbs   | 49,246,130<br>97.53%  | 207,519<br>0.41%   | 1,037,250<br>2.05%  | 273,957       | 50,963,679<br>99.57%   | 219,507<br>0.43%   | 289,957 |
| 4 - Approval of the grant of options and performance rights to Martin Earp for the 2017 financial year | 46,707,835<br>92.81%  | 2,583,021<br>5.13% | 1,034,517<br>2.06%  | 439,483       | 47,769,065<br>93.67%   | 3,230,115<br>6.33% | 444,080 |
| 5 - Approval of potential termination benefits   | 48,310,616<br>96.06%  | 937,948<br>1.86%   | 1,045,059<br>2.08%  | 420,047       | 49,353,105<br>96.88%   | 1,588,152<br>3.12% | 424,644 |