

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	InvoCare Limited
ABN	42 096 437 393

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Robin Smith
Date of last notice	2 April 2013

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect interest relates to shares held in trust by IVC Employee Share Plan Managers Pty Ltd as trustee for the InvoCare Deferred Employee Share Plan
Date of change	4 March 2014
No. of securities held prior to change	Direct – 103,291 Indirect – 134,066
Class	Ordinary
Number acquired	Direct – 8,171
Number disposed	Indirect – 17,460
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Value of shares transferred from indirect to direct estimated to be \$11.37 based on the closing price on the day the transfer occurred.
No. of securities held after change	Direct – 111,462 Indirect – 116,606

+ See chapter 19 for defined terms.

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	8,171 shares transferred to a direct holding on partial satisfaction of the vesting conditions. 9,289 shares forfeited due to a failure to meet the relevant vesting conditions.  Shares granted in accordance with the Service Agreement which, until vesting, will be held indirectly by IVC Employee Share Plan Managers Pty Ltd as trustee for the InvoCare Deferred Employee Share Plan.
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## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

## Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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<sup>+</sup> See chapter 19 for defined terms.

Phillip Friery, Company Secretary, 5 March 2014