

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	3 March 2015

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	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	11 March 2015
No. of securities held prior to change	Direct – 139,911 Indirect – 85,170
Class	Ordinary
Number acquired	Indirect – 22,677
Number disposed	Nil

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No consideration paid. Value estimated at \$13.74 per share based on the VWAP of shares traded during the five day period commencing on 26 February 2015 and reallocated by IVC Share Plan Managers Pty Ltd as trustee for the InvoCare Deferred Employee Share Plan from previously forfeited shares held.
No. of securities held after change	Direct – 139,911 Indirect – 107,847
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	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.

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.

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

Part 3 – ⁺Closed period

⁺ See chapter 19 for defined terms.

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Were the interests in the securities or contracts detailed above traded during a ⁺ 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

Phillip Friery, Company Secretary, 13 March 2015

⁺ See chapter 19 for defined terms.