

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	Martin Alistair John Earp
Date of last notice	13 October 2016

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	No change
No. of securities held prior to change	Direct – 1,518 Indirect – 17,410
Class	Fully Paid Ordinary Shares
Number acquired	Nil
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	Direct – 1,518 Indirect – 17,410
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

+ See chapter 19 for defined terms.

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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.

Detail of contract	On 20 May 2016, at the 2015 Annual General Meeting, the shareholders approved the grant, which has been accepted, to the CEO of Securities totalling \$513,000 consisting of 25% Performance Rights with a value of \$128,250 and 75% Options with a value of \$384,750.
Nature of interest	The Performance Long Term Incentive Plan splits the grant into three Tranches that vest, subject to the achievement of Return on Invested Capital ("ROIC") and compound Earnings per Share ("EPS") hurdles, in February 2018, 2019 and 2020 with a further test in February 2021, if required. ROIC must exceed the Weighted Average Cost of Capital ("WACC"). Compound EPS growth must be at least 7% to achieve 30% vesting with 100% of the Tranche vesting at 12% compound EPS growth. Performance Rights and Options that have not vested by February 2021 automatically lapse.
Name of registered holder (if issued securities)	
Date of change	22 November 2016
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Nil;
Interest acquired	Performance rights – 10,617 Options – 160,313
Interest disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil
Interest after change	Performance rights – 10,617 Options – 160,313

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	Yes
If so, was prior written clearance provided to allow the trade to proceed during this period?	Yes
If prior written clearance was provided, on what date was this provided?	Board Resolution dated 21 November 2016

Phillip Friery
22 November 2016

+ See chapter 19 for defined terms.