

ASX ANNOUNCEMENT

30 April 2019

The Manager
ASX Market Announcements Office
Australian Securities Exchange Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Waiver from ASX Listing Rule 14.7

As separately announced InvoCare Limited (ASX: IVC) (the "Company") will hold its Annual General Meeting ("AGM") on Tuesday, 14 May 2019. At the AGM shareholders will be requested to pass a resolution, for the purposes of ASX Listing Rule 7.4 to ratify the issue of 4,642,858 ordinary shares to institutional investors on 8 March 2019 ("Institutional Placement") ("Resolution 7").

A voting exclusion statement for Resolution 7 was contained in the Notice of Annual General Meeting dated 12 April 2019 ("Notice"). The voting exclusion statement states that the Company will disregard any votes cast in favour of the resolution by any person or an associate of that person who participated in the Institutional Placement.

At the request of the Company, ASX Limited has granted the Company a waiver from ASX Listing Rule 14.7 so that the Company need not disregard votes cast in favour of Resolution 7 by shareholders who participated in the Institutional Placement, to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity ("Nominee Holders") on behalf of beneficiaries who did not participate in the issue on the following conditions:

1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue, nor are they an associate of a person who participated in the issue.
2. The beneficiaries direct the Nominee Holders how to vote on the Resolution.
3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.
4. The terms of waiver are released to the market immediately.

Yours faithfully



Heidi Aldred
Company Secretary