

12 February 2018

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

Dear Sir/Madam

**ASX Announcement
InvoCare Limited (IVC)
Intention to Withdraw Takeover Offer for Norwood Park**

Please find attached an announcement titled "Intention to Withdraw Takeover Offer for Norwood Park" for release to the market.

For and on behalf of the Board



**Phillip Friery
Company Secretary**

MARKET RELEASE

Intention to Withdraw Takeover Offer for Norwood Park

Monday, 12 February 2018: InvoCare Australia Pty Limited (**InvoCare Australia**), a wholly-owned subsidiary of InvoCare Limited (ASX:IVC) (**InvoCare**), intends to lodge an application to withdraw its takeover offer for all of the issued shares in Norwood Park Limited (**Norwood Park**) (**Takeover Bid**) with the Australian Securities & Investments Commission (**ASIC**) as one of the defeating conditions of the Takeover Bid is now not capable of satisfaction.

Under section 652B of the *Corporations Act 2001* (Cth), unaccepted offers under a takeover bid may be withdrawn with the written consent of ASIC. ASIC may consent, subject to conditions.

The Takeover Bid is subject to a number of defeating conditions including that InvoCare Australia achieves a relevant interest in at least 90% of the shares in Norwood Park by the end of the offer period (**Minimum Acceptance Condition**).

A competing bidder for Norwood Park, FV (ACT) Pty Ltd (**FV (ACT)**), has disclosed that its voting power in Norwood Park was approximately 62.7% as at 6 February 2018. FV (ACT) has also declared its takeover offer for all of the issued shares in Norwood Park unconditional. Accordingly, the Minimum Acceptable Condition by InvoCare Australia is not capable of being satisfied.

In order to avoid confusion for the shareholders of Norwood Park, InvoCare Australia intends to withdraw its Takeover Bid, subject to ASIC's consent. An application to withdraw the Takeover Bid will be lodged with ASIC today. InvoCare expects that application to be approved.

For immediate release.

For more details, contact Fergus Kelly on (02) 9978 5290, 0412 922 029 or fkelly@invocare.com.au.

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