

# 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

<b>Name of entity</b>	<b>InvoCare Limited</b>
<b>ABN</b>	<b>42 096 437 393</b>

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.

<b>Name of Director</b>	Martin Alistair John Earp
<b>Date of last notice</b>	12 October 2017

### 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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> 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  Contractual rights held under the terms of the Performance Long Term Incentive Plan
<b>Date of change</b>	22 February 2018
<b>No. of securities held prior to change</b>	Ordinary Shares Direct – 10,136 Ordinary Shares Indirect – 11,607 (unvested) Performance Rights – 19,875 (unvested) Options – 293,597 (unvested)
<b>Class</b>	Fully Paid Ordinary Shares Contractual Rights
<b>Number acquired</b>	Ordinary Shares Direct – 5,803 Performance Rights – 3,539 (vested) Options – 53,438 (vested)
<b>Number disposed</b>	Ordinary Shares Indirect – 5,803 (unvested) Performance Rights – 3,539 (unvested) Options – 53,438 (unvested)

+ See chapter 19 for defined terms.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$14.10 per ordinary share
<b>No. of securities held after change</b>	Direct – 15,939 Indirect – 5,804 (unvested) Performance Rights – 3,539 (vested) Performance Rights – 16,336 (unvested) Options – 53,438 (vested) Options – 240,159 (unvested)
<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	Changes following the satisfaction of relevant vesting conditions based on the final result for 2017.

### 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 – +Closed period

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

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If prior written clearance was provided, on what date was this provided?	N/A
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Phillip Friery, Company Secretary, 26 February 2018

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