

ASX Announcement InvoCare Limited (ASX:IVC)

31 October 2023

Voting Results of Scheme Meeting and Special Dividend

InvoCare Limited (IVC:ASX) ("InvoCare") is pleased to announce that today:

- at the Scheme Meeting, InvoCare Shareholders approved by the requisite majorities, the scheme
 of arrangement under which Eternal Aus BidCo Pty Ltd ACN 669 053 258 ("TPG BidCo"), an entity
 ultimately owned by funds managed or advised by TPG Capital Asia ("TPG") or its related entities,
 will acquire all the issued capital of InvoCare which is not already held by it or its related entities,
 by way of a scheme of arrangement ("Scheme"); and
- the InvoCare Directors determined to pay a fully franked special dividend of \$0.60 per InvoCare Share ("Special Dividend"), conditional on the Scheme becoming Effective. The Special Dividend has a Special Dividend Record Date of 7.00pm (Sydney time) on 8 November 2023 and payment of the Special Dividend is currently expected to occur on 16 November 2023.

Voting Results of Scheme Meeting

In accordance with ASX Listing Rule 3.13.2, InvoCare advises that the resolution to approve the Scheme ("**Scheme Resolution**"), as set out in the notice of Scheme Meeting attached to the Scheme Booklet dated 22 September 2023, was approved by the requisite majorities of InvoCare Shareholders at the Scheme Meeting held earlier today pursuant to orders made on 22 September 2023 by the Supreme Court of New South Wales. In summary:

- 85.39% of InvoCare Shareholders present and voting at the Scheme Meeting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- 81.01% of the votes cast by InvoCare Shareholders present and voting at the Scheme Meeting (in person or by proxy, attorney or corporate representative) were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast, as required by section 251AA of the *Corporations Act 2001* (Cth) are set out in **Annexure A**.

Next Steps

The Scheme remains subject to the approval of the Supreme Court of New South Wales ("**Court**") at the hearing scheduled for 9.15 am (Sydney time) on Friday, 3 November 2023 and certain other conditions precedent as previously announced and described in the Scheme Booklet dated 22 September 2023 ("**Second Court Hearing**").

If the Court approves the Scheme, InvoCare proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission ("**ASIC**") on the same day (Friday, 3 November 2023), at which time the Scheme will become legally effective.

It is expected that InvoCare Shares will be suspended from trading on the ASX from close of trading on Friday, 3 November 2023 and the Scheme is expected to be implemented on 24 November 2023 at which time the Scheme Consideration will be provided to InvoCare Shareholders.

InvoCare Limited ABN 42 096 437 393

Level 5, 40 Mount Street, North Sydney NSW 2060 | Locked Bag 8000, Crows Nest NSW 1585 | p: +61 2 9978 5200 | w: invocare.com.au

The key dates for implementation of the Scheme are set out below:

Event	Expected date			
Second Court Date Time and date for seeking Court orders approving the Scheme.	Friday, 3 November 2023 at 9.15 am (Sydney time)			
Effective Date Court orders to be lodged with ASIC and announced to ASX. Last day of trading in InvoCare Shares – InvoCare Shares will be suspended from trading on ASX from close of trading.	Friday, 3 November 2023			
Special Dividend Record Date All InvoCare Shareholders who hold InvoCare Shares on the Special Dividend Record Date will be entitled to receive the Special Dividend.	Wednesday, 8 November 2023 at 7.00pm (Sydney time)			
Special Dividend Payment Date All InvoCare Shareholders who hold InvoCare Shares on the Special Dividend Record Date will be paid the Special Dividend on the Special Dividend Payment Date.	Thursday, 16 November 2023			
Scheme Record Date Time and date for determining entitlements to Scheme Consideration.	Friday, 17 November 2023 at 7.00pm (Sydney time)			
Implementation Date The date on which the Scheme will be implemented and the Scheme Consideration will be paid.	Friday, 24 November 2023			

All times and dates in the above timetable are subject to change.

ATO Class Ruling

As set out in the Scheme Booklet dated 22 September 2023, InvoCare has applied to the ATO requesting a class ruling to confirm the key tax implications of the Scheme and any Special Dividend, including the ability to attach franking credits to the Special Dividend. Subject to the receipt of a favorable class ruling from the ATO, and depending on their own tax circumstances, eligible InvoCare Shareholders who are able to realise the full benefit of franking credits could receive additional value of up to \$0.257 per InvoCare Share. When the final class ruling is published by the ATO following implementation of the Scheme, it will be available on the ATO's website at www.ato.gov.au.

Further Information

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If you have any questions in relation to the Scheme or the Scheme Booklet, please contact the InvoCare Shareholder Information Line on 1800 774 615 (within Australia) or + 61 1800 774 615 (outside Australia), Monday to Friday (excluding public or bank holidays in Sydney, Australia) between 8.30am and 5.00pm (Sydney time).

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet dated 22 September 2023.

-ENDS-

This announcement has been authorised by the Board of InvoCare Limited.

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For more details, contact:

Media – Clive Mathieson at clive@catoandclive.com Investor Relations – Emma Roche at investor.relations@invocare.com.au

BACKGROUND

InvoCare, headquartered in Sydney, is a leading provider of funeral services in Australia, New Zealand, and Singapore, and operates private memorial parks and crematoria in Australia and New Zealand. It is also a leading provider of pet cremation services in Australia.

Annexure A - Results of Scheme Meeting



SCHEME OF ARRANGEMENT Tuesday, 31 October, 2023

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

	Resolution Voted on at the meeting	Proxy Votes (as at proxy close)				Total votes cast in the poll (where applicable)				
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
1	SCHEME IMPLEMENTATION APPROVAL	NA	46,747,820 79.26%	11,231,809 19.04%	998,427 1.69%	95,167	48,038,897 81.01% 1,630 Holders	11,262,706 18.99% 279 Holders	95,167 20 Holders	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item