

## Board Charter

The Board of InvoCare Limited is responsible for guiding and monitoring InvoCare Limited and its subsidiaries (the “Group”) on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The responsibility for the operation and administration of the Group, including day to day management of InvoCare's affairs and the implementation of the corporate strategy and policy initiatives, is delegated by the Board to the Chief Executive Officer (the “CEO”) and the Senior Executives. Delegations are set out in InvoCare's Delegations Policy and are reviewed regularly. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the CEO and the Senior Executives.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

- Board approval of a strategic plan designed to enhance shareholder value, meet stakeholders' needs and manage business risk;
- on-going development of the strategic plan and approving initiatives and strategies designed to ensure the continued growth and success of the Group; and
- implementation of budgets by management and monitoring progress against budget – via the establishment and reporting of both financial and non-financial key performance indicators.

Other functions reserved to the Board include:

- approval of the annual and half-yearly financial reports;
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- ensuring that the Group operates ethically and responsibly and in compliance with internal codes of conduct and legal and regulatory requirements;
- enhancing and protecting the reputation of InvoCare;
- establishing and determining the powers and functions of the committees of the Board;
- ensuring a high standard of corporate governance practice;
- ensuring that any significant risks are identified, assessed, appropriately managed and monitored;
- ratifying the appointment and/or removal and performance assessment of the CEO;
- ratifying the appointment and/or removal and contributing to the performance assessment of the members of the executive management team including the

Chief Operating Officer (the “COO”) and Chief Financial Officer/Company Secretary (the “CFO”); and

- reporting to shareholders.

In fulfilling these functions, the directors seek to enhance shareholder value and protect the interests of stakeholders.

*InvoCare Board Charter updated 26 March 2008*

