



Addendum to Notice of 2020
Annual General Meeting

10.30am (AEST)
Friday 28 May 2021



Letter from the Chairman



Dear shareholder

Attached is an Addendum to the 2020 Notice of Annual General Meeting (**AGM or Meeting**) released by InvoCare Limited (**InvoCare or the Company**) on 21 April 2021 (**Original Notice**).

On 11 May 2021, InvoCare announced that the Board had appointed Ms Kim Anderson as an independent non-executive director of the Company, effective 11 May 2021. In accordance with the Company's constitution, the Company is seeking shareholder approval of her appointment by including an additional resolution, Resolution 6, to business of the AGM.

Ms Kim Anderson's experience and qualifications are set out in the Explanatory Notes to the Addendum to the Original Notice.

As Resolution 6 relates to the election of a director it will be considered at the Meeting immediately after Resolution 2 (Re-election of Keith Skinner). The Meeting will then consider the remaining resolutions in numerical order as set out in the Original Notice.

There is no change to the date or time of InvoCare's 2020 Annual General Meeting. The details remain as follows:

Date **Friday, 28 May 2021**

Time **10.30am (AEST)**

Registration **From 9.30am (AEST)**

Venue **The Mint
10 Macquarie Street
Sydney, New South Wales**

Online **<https://agmlive.link/IVC20>**

The details for how to participate, including voting, appointing a proxy and asking questions prior to the AGM remain as set out in the Original Notice, which can be accessed at www.invocare.com.au/investor-relations/annual-general-meeting/

Information on how to vote or lodging a proxy in relation to Resolution 6 is set out in the Explanatory Notes attached to the Addendum to Notice of Annual General Meeting.

Thank you for your continued support of InvoCare. I look forward to welcoming you to our meeting.

Yours sincerely

Bart Vogel **Chairman**

Additional Resolution

The 2020 Annual General Meeting will be held on **Friday 28 May 2021 at 10.30am** (AEST) with registration from 9.30am (AEST).

Further item of business

InvoCare gives notice to Shareholders that in respect of the Notice of Annual General Meeting dated 21 April 2021 (**Original Notice**), the Board has determined to issue this addendum to the Original Notice (**Addendum**) for the purposes set out below.

This Addendum is supplemental to, and should be read with, the Original Notice. This document sets out an additional resolution which will be proposed at the Meeting in addition to Resolutions 1 through 5 (inclusive). Resolutions 1 to 5 have not changed, and remain valid. The numbering of the resolution in this Addendum is a continuation of the numbering used in the Original Notice.

Defined terms in this Addendum have the same meaning as in the Original Notice.

Ordinary business

Resolution 6 – Election of Kim Anderson

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

“That Kim Anderson, being a Director appointed by the Board to fill a casual vacancy and who only holds office until the end of the Meeting in accordance with the Company’s Constitution, be elected as a director of the Company.”

The attached Explanatory Notes is incorporated into and forms part of this Addendum and the Original Notice. Detailed explanation of the background and reasons for the proposed resolution are set out in the Explanatory Notes.

By order of the Board

Heidi Aldred **Company Secretary**

14 May 2021

Explanatory Notes

Resolution 6 – Election of Kim Anderson

Kim Anderson being a Director appointed by the Board to fill a casual vacancy and who holds office until the end of the Meeting in accordance with the Company’s Constitution and, being eligible, offers herself for election.

Qualifications of Kim Anderson

Ms Anderson was appointed to the Board on 11 May 2021. Ms Anderson assumed the role as Chair of the Remuneration, People & Culture Committee from the same date.

Ms Anderson is an experienced ASX listed company director. She has more than 30 years’ experience as a CEO and senior executive in a range of companies including Southern Star Entertainment, PBL and Ninemsn. She has extensive digital business experience, in an executive capacity establishing a start-up Reading Room Inc (bookstr.com) and then as a Director on the Boards of Carsales and Marley Spoon. She currently serves as a Non-Executive Director of Carsales (ASX:CAR), Marley Spoon AG (ASX:MMM), Infomedia Limited (ASX:IFM) and the Sax Institute, a national leader in promoting the use of research evidence in

health policy. She was also a Non-Executive Director of WPP AUNZ (ASX: WPP) until the completion of its takeover by WPP PLC in April 2021.



Material adverse information

The Board did not identify any adverse information about Kim Anderson when it performed background and other checks prior to her appointment.

Independent director

The Board considers Kim Anderson to be an independent director.

Recommendation

The Board will benefit from Kim Anderson’s extensive digital knowledge and experience in people orientated businesses which will support the Company as it continues to the next stage of driving long term, sustainable growth and enhancing one of its core strengths; its highly committed and empathic work force.

The directors (with Kim Anderson abstaining) recommend the shareholders vote in favour of Resolution 6.

Undirected proxies held by the Chairman

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 6.



Voting Information

Physical proxy form

Shareholders who cannot attend and vote at the AGM but wish to vote on Resolution 6 using a physical proxy form:

- a** Must complete and lodge the revised yellow proxy form enclosed with this Addendum in respect of all items of business at the AGM
- b** Should discard the original white proxy form sent with the Original Notice

If you have already lodged the original white proxy form and wish to vote on Resolution 6 using a physical proxy form, please complete and lodge the revised yellow proxy form enclosed with this Addendum in order to provide your instructions in relation to all of the items of business at the AGM, including Resolution 6.

Online proxy form

Alternatively, you can complete the online proxy form (which has been revised to include Resolution 6) following the instructions on the revised yellow proxy form. Please ensure that you complete the online proxy form in respect of all items of business, even if you have already lodged a physical or online proxy form.

Precedence of proxy forms

The last proxy form (whether physical or online) you lodge before the latest time for receipt of proxy forms will be taken to be your proxy form for voting on items of business at the AGM. If your last proxy form does not include Resolution 6, your proxy will still be valid, although you will be taken not to have voted on Resolution 6.

Latest time for receipt of proxy forms

The latest time for receipt of proxy forms has not changed. Please ensure that you submit your proxy form by the time set out on the revised yellow proxy form and in the Original Notice, being **Wednesday, 26 May 2021 at 10.30am** (AEST).

Should you have questions on how to vote or lodging a proxy, please contact the InvoCare Share Registry on 1300 854 911.