

Letter to InvoCare Shareholders - Scheme Booklet and Scheme Meeting

InvoCare Limited (IVC:ASX) (“**InvoCare**”) refers to the announcement made [on Friday, 22 September 2023] in relation to the proposed acquisition by 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, of 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 orders made by the Supreme Court of New South Wales that InvoCare convene and hold a meeting of InvoCare shareholders (other than TPG shareholders) (“**InvoCare Shareholders**”) to consider and vote on the Scheme (“**Scheme Meeting**”) and approving the distribution of an explanatory statement providing information about the Scheme and notice of Scheme Meeting (“**Scheme Booklet**”) to InvoCare Shareholders.

The letter attached as **Annexure A**, along with an accompanying personalised proxy form and personalised election form, has been dispatched today by post to InvoCare Shareholders who have not previously elected to receive communications electronically. The letter contains details on where the Scheme Booklet can be viewed and downloaded, and on the Scheme Meeting (which is currently expected to be held at 10.00am (Sydney time) on Tuesday, 31 October 2023).

An email containing similar information has been dispatched to those InvoCare Shareholders who have elected to receive communications electronically.

InvoCare Shareholders who have elected to receive full copies of notice of meetings via post have been dispatched a hard copy of the Scheme Booklet via post, enclosing a proxy form and election form for the Scheme Meeting.

Any InvoCare Shareholders who wish to receive a printed copy of the Scheme Booklet may request one by calling 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.

Further Information

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).

-ENDS-

This announcement has been authorised by the Company Secretary of InvoCare Limited.

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 - Letter to InvoCare Shareholders

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Scheme Booklet & Scheme Meeting

Important Information for InvoCare Shareholders

Dear InvoCare Shareholder

As announced by InvoCare Limited ACN 096 437 393 (**InvoCare**) to the ASX on 22 September 2023, the New South Wales Supreme Court of Australia has ordered that InvoCare convene the Scheme Meeting for the purposes of InvoCare Shareholders considering and voting on a scheme of arrangement (**Scheme**) for the proposed acquisition by Eternal Aus BidCo Pty Ltd ACN 669 053 258, an entity ultimately owned by funds managed or advised by TPG Capital Asia or its related entities, of all the issued capital of InvoCare which is not already held by it or its related entities.

InvoCare Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of InvoCare Shareholders.¹

Scheme Booklet

InvoCare is pleased to provide you with a copy of the scheme booklet in connection with the Scheme (**Scheme Booklet**), which contains important information for your consideration about the Scheme and Notice of Scheme Meeting. Capitalised terms not otherwise defined in this letter have the meaning given to them in the Scheme Booklet.

The Scheme Booklet with the Notice of Scheme Meeting is available electronically for viewing and downloading at <https://www.invocare.com.au/investor-relations>. If you would like to obtain a hard copy of the Scheme Booklet and/or the Notice of Scheme Meeting, please contact the InvoCare Shareholder Information Line on 1800 774 615 (within Australia) or +61 1800 774 615 (outside Australia) at any time between 8.30am and 5.00pm (Sydney time) on Monday to Friday (excluding public holidays).

Scheme Meeting Details

The Scheme Meeting will be held at 10.00am (Sydney time) on Tuesday, 31 October 2023, in person at 'The Mint' at 10 Macquarie Street, Sydney NSW 2000 and virtually through the online meeting platform at <https://meetings.linkgroup.com/IVCScheme23>.

If you are registered on the InvoCare Share Register at 7.00pm (Sydney time) on Sunday, 29 October 2023, you will be entitled to vote on the Scheme.

Further information on how to participate and vote in the Scheme Meeting and ask questions during the Scheme Meeting is set out in the Notice of Scheme Meeting and in the Scheme Meeting Online Guide available electronically for viewing and downloading at <https://www.invocare.com.au/investor-relations>.

Appointing a proxy to vote on the Scheme Resolution

Enclosed with this letter is a paper copy proxy form for the Scheme Meeting and a reply paid envelope. You can submit your proxy in accordance with the instructions set out on the proxy form.

Alternatively, InvoCare has provided the option of providing a proxy online. To appoint a proxy, please go to <https://investorcentre.linkgroup.com> and follow the prompts.

To be effective, proxy appointments must be received by the InvoCare Registry by 10.00am (Sydney time) on Sunday, 29 October 2023.

Further queries and support

¹ Note that the InvoCare Directors make this recommendation only in respect of the Cash Consideration.



For more information, please refer to the Scheme Booklet. If you have any questions, or if you would like to obtain a hard copy of the Scheme Booklet and Notice of Scheme Meeting, please contact the InvoCare Shareholder Information Line on 1800 774 615 (within Australia) or +61 1800 774 615 (outside Australia) at any time between 8.30am and 5.00pm (Sydney time) on Monday to Friday (excluding public holidays).

Yours sincerely,

A handwritten signature in black ink, appearing to read "Bart Vogel", is positioned above the printed name.

Bart Vogel
Chairman

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