



Invocare 2023 AGM report

ASX code	IVC
Meeting date	25 May 2023
Type of meeting	Hybrid
Monitor	Roger Ashley
Pre AGM-meeting	Yes, with Chair Bart Vogel, Kim Anderson (Director) and Penny Lovett (Executive General Manager, People and Culture)

Meeting Statistics

Number of holdings represented by ASA	89
Number of shares represented by ASA	510,236
Value of shares represented by ASA	\$6.3m (equivalent to 15th largest shareholder)
Total number attending meeting	NA
Market capitalisation	\$1.78 billion
ASA open proxies voted	491,580 on a poll. ASA voted in favour of all the resolutions

A meeting dominated by the TPG Capital Group takeover offer

The Chairman's address emphasised the excellent 2022 results with all indicators in positive territory except for the statutory loss after tax. The loss after tax was due to the annual revaluation of independently managed prepaid funds that are subject to volatile swings from year to year and do not represent a threat to the company's financial position.

Results for the first quarter are showing an increase in income per case and overall are generally in line with expectations although the rest of the year remains uncertain. The company is also evaluating ways of better utilising its property portfolio, a strategy that would undoubtedly be considered by a private equity owner.

A nominee of TPG Capital as a director is currently being assessed. TPG has a 19.9% shareholding.

The presentations from the Chairman and CEO may be viewed [here](#).

While the resolutions, which related to remuneration and the re-election of directors, passed by more than 89% there was a lower vote in favour of the directors seeking re-election undoubtedly due to opposition to the TPG takeover offer, which is in its first of five week's due diligence.

Despite the limited number of resolutions, the meeting lasted over two hours predominantly due to some forceful and well-argued comments from the floor on the TPG takeover offer, which was characterised as undervalued given the company's past and likely future performance. The Board was chastised for recommending the offer as it stands to shareholders.

The premium being offered (the current offer is \$13 per share) over the pre-offer share price was deemed inadequate given historical share prices (the company traded in excess of \$16 in 2019) and the prospects of a market leading company in a stable industry.

The point was made that the property renovations and other strategies undertaken before and during the COVID-19 pandemic were only now showing positive results. The timing of the TPG offer, when the results of growth strategies have yet to bear fruit and the share price was impacted by a non-operating asset revaluation, was deemed by many during the meeting as opportunistic.

Although the ASA cannot and will not advise on the sale of shares, should the TPG offer proceed to a vote shareholders should carefully consider all the available reports at that time and their individual circumstances when deciding how they will vote.

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