



McPherson's
ABN 98 004 068 419

000001 000 MCP
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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Dear Shareholder

On behalf of McPherson's Directors I have pleasure in inviting you to attend the Company's Annual General Meeting, and have enclosed the Notice of Meeting and Explanatory Notes which set out the items of business. The meeting will be held at the KPMG Theatre, 147 Collins Street, Melbourne, Victoria on Friday, 13 November 2009 at 11.00 am.

If you are attending the meeting, please bring this letter with you to facilitate registration.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) so that it is received by 11.00 am on Wednesday, 11 November 2009.

Corporate shareholders will be required to complete an "Appointment of Corporate Representative" form to enable a person to attend on their behalf. This form can be obtained from the Company's share registry, or by downloading it online at www.investorcentre.com.

Please note that you can view our Annual Report on the Investor Centre page of the McPherson's website at the following address: www.mcphersons.com.au

Yours sincerely,

P R Bennett
Company Secretary



McPherson's

ACN 004 068 419

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of McPherson's Limited (the Company) will be held at the KPMG Theatre, 147 Collins Street, Melbourne, on Friday, 13 November 2009 at 11.00 a.m.

Ordinary Business

1. Financial Statements and Reports

To consider the Financial Statements, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2009.

2. Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2009, which is set out on pages 23 to 34 of the Annual Report. The Remuneration Report contains details of the Company's policy for determining the remuneration for Directors and Senior Executives. It includes information on the methodology adopted and the elements of remuneration which are fixed and those which are related to performance.

In accordance with the Corporations Act, this resolution is advisory only and does not bind the Company or the Directors. However, the Board will take into account the discussion on this resolution and the outcome of the vote in considering future remuneration arrangements.

3. Re-election of Director - Mr. John P. Clifford

In accordance with the Company's Constitution and the ASX Listing Rules, Mr. J.P. Clifford retires and offers himself for re-election. Information concerning Mr. Clifford can be found in the attached Explanatory Notes to this Notice of Annual General Meeting.

The Board recommends that shareholders vote in favour of the resolution.

4. Election of Director - Mr. Peter D.J. Landos

Mr. Landos was appointed a Director on 24 February 2009. In accordance with the Company's Constitution and the ASX Listing Rules, Mr. P.D.J. Landos retires and offers himself for election. Information concerning Mr. Landos can be found in the attached Explanatory Notes to this Notice of Annual General Meeting.

The Board recommends that shareholders vote in favour of the resolution.

5. Election of Director - Mr. David J. Allman

As foreshadowed in recent Company announcements, Mr. D.J. Allman is to be appointed a non-executive Director by the Board on 1 November 2009 following his retirement as Managing Director of the Company on that date. In accordance with the Company's Constitution and the ASX Listing Rules, Mr. Allman retires (as a non-executive director) and offers himself for election. Information concerning Mr. Allman can be found in the attached Explanatory Notes to this Notice of Annual General Meeting.

The Board recommends that shareholders vote in favour of the resolution.

Special Business

6. Approval of Issue of Options to Managing Director

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

"That for the purposes of Part 2E.1 of the Corporations Act, and ASX Listing Rule 10.14, the grant of options to Mr. P.J. Maguire, the Managing Director of the Company, be approved on terms set out in the Explanatory Notes to this Notice of Annual General Meeting."

Each of the Directors (other than Mr. Maguire) recommends that shareholders vote in favour of the resolution. The reason these Directors make this recommendation is that they consider the options will constitute an effective incentive to Mr. Maguire to improve the performance of the Company and increase the value of shareholders' investment in the Company. None of the Directors (other than Mr. Maguire) has an interest in the outcome of the resolution.

7. Approval of the issue of securities under the McPherson's Limited Employee Share/Option Purchase Plan

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

"That for the purposes of ASX Listing Rule 7.2 (Exception 9), approval be given to the issue of securities under the McPherson's Limited Employee Share/Option Purchase Plan."

Each of the Directors (other than Mr. Maguire) recommends that shareholders vote in favour of the resolution. None of the Directors (other than Mr. Maguire) has an interest in the outcome of the resolution.

8. Approval of Prior Issue of Shares

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

"That for the purposes of ASX Listing Rules 7.1 and 7.4, approval be given to the issue of shares made during the 12 months prior to the date of this meeting by way of a share placement referred to in the Explanatory Notes for this resolution."

The Board recommends that shareholders vote in favour of the resolution.

Voting and Proxies

The Company has determined in accordance with the Corporations Act that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded in the Company's Register of Members as at 7.00 p.m. on Wednesday 11 November 2009.

Any member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote instead of the member. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the member's voting rights. If the member does not specify the proportion or number of the member's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the member's votes. A proxy need not be a member of the Company. A form of proxy is enclosed. In order to be valid the properly completed form of proxy must be lodged at the office of the Company's Share Registrar, Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnson Street, Abbotsford, Victoria, 3067, by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) or at the Company's offices at 5 Dunlop Street, Mulgrave, Victoria, 3170, not less than 48 hours before the time appointed for holding the meeting.

By Order of the Board



P.R. Bennett
Secretary

Dated: 12 October 2009

Annual General Meeting - Explanatory Notes for Shareholders

Agenda Item 3: Re-election of Director - Mr. John P. Clifford

Mr. Clifford was appointed a Director of McPherson's Limited in 2003.

Mr. Clifford has extensive business experience with a background in private equity and venture capital in the United Kingdom, South East Asia and Australia, where he worked for 3i and Rothschild. He is now Chairman of private equity controlled companies Silk Logistics Group Pty Ltd (logistics) and Talgentra Pacific Group Pty Ltd (software). He is also an Executive Director of Landis + Gyr Group Ltd, previously known as Bayard Group (utility meters), and a Director of Energy Response Holdings Pty Ltd (demand side response in electricity markets).

Formerly he was a Director of Rise Apparel Pty Ltd (trading as Turning Point Imports), 4114 Pty Ltd (trading as MitchDowd), Michaelis Bayley Holdings Pty Ltd (trading as HomyPed) and Moonpig Australia Pty Ltd.

Agenda Item 4: Election of Director – Mr. Peter D.J. Landos

Mr. Landos was appointed as an Alternate Director to McPherson's Board in July 2003 and was appointed a non-executive Director on 24 February 2009.

Mr. Landos is also a member of the Board's Audit Risk Management and Compliance Committee

Mr. Landos has extensive business experience and is a senior executive with the Thorney Investment Group. Prior to this, Mr. Landos practised in the mergers and acquisitions division of Macquarie Bank Limited's corporate finance group. He has a Bachelor of Economics degree from the Australian National University. He is also a Director of Adacel Technologies Limited and Ratoon Holdings Limited.

Agenda Item 5: Election of Director – Mr. David J. Allman

Mr. Allman was appointed Chief Executive in December 1994 and became Managing Director in March 1995.

Under his leadership the Company was transformed from a small group of unprofitable businesses into a leading consumer products company through strategic acquisitions and successful brand management.

As foreshadowed in earlier Company announcements, Mr. Allman will retire from the position of Managing Director on 1 November 2009 and is to be appointed as a non-executive Director on that date. As also previously announced, Mr. Paul J. Maguire will be appointed Managing Director on 1 November 2009.

Prior to joining McPherson's Limited Mr. Allman was Managing Director of Cascade Group Limited, a position he held for seven years. Before that he held senior positions with Elders IXL Limited and Castlemaine Tooheys Limited. Mr. Allman holds a degree in engineering and prior to obtaining general management positions held managerial roles in production management, finance and marketing.

Mr. Allman is currently a non-executive director of Lomb Scientific Pty Ltd and on 17 November 2009 will be appointed as a non-executive director and chairman of Gale Pacific Limited.

Agenda Item 6: Approval of Issue of Options to Managing Director

In accordance with the ASX Listing Rules and the *Corporations Act*, shareholders of the Company are asked to approve the grant of 1,500,000 options to Mr. Paul J. Maguire, the Managing Director of the Company, under the Company's ESOPP. On 6 July 2009 the Company made the offer of the options to Mr. Maguire, subject to shareholder approval in accordance with the ASX Listing Rules and Mr. Maguire accepted the offer on that date.

The Directors consider that the grant of the options under the ESOPP constitutes the giving of a financial benefit to a related party of the Company under Part 2E.1 of the *Corporations Act*, which requires the approval of the shareholders in general meeting. The ASX Listing Rules also require the Company to obtain the approval of shareholders to the issue of options to a Director under the ESOPP.

The following information is provided to shareholders to enable shareholders to consider the proposed allocation of options to the Managing Director.

The issuing of share options is an established practice in Australia as part of the remuneration of senior executives. If no options were issued, the cash remuneration of the Managing Director may have to be increased. Issuing options is considered a preferable alternative as the recipient benefits if the Company's share price increases – in which case all shareholders also benefit. If the share price does not increase above the target price(s) or total shareholder return does not exceed predetermined growth targets prior to or during the option period, the options are of no benefit and will lapse. This part of the Managing Director's remuneration is therefore directly related to the longer-term performance of the Company.

Mr. P.J. Maguire's current remuneration package comprises a fixed total remuneration package of \$450,000 per annum, plus variable performance incentives as follows:

- (a) maximum cash bonus of 50% of the base remuneration package providing the Company achieves or exceeds pre-determined financial targets; and
- (b) participation in approved McPherson's Limited share option plans.

If this resolution is passed, Mr. P.J. Maguire holds, in accordance with the ESOPP, 1,500,000 options to subscribe for ordinary shares in the Company. Each option will entitle Mr. Maguire to subscribe for one ordinary share. The options will be offered at an issue price of 1 cent per option. The options will be issued not more than one month after the meeting.

A summary of the principal terms of issue of the options are as follows:

- (a) 25% of the options granted may be exercised between one and four years from 6 July 2009 (the date the decision to appoint Mr. Maguire was announced and the date the offer of the options was accepted) provided that the Company's shares have traded on the ASX at or above \$1.64 (measured on a weighted average basis) for forty consecutive trading days, and total shareholder return (being a function of share price growth and dividend payments) exceeds 15% per annum for the period from 6 July 2009 to the exercise date;
- (b) 25% of the options granted may be exercised between one and a half years and four and a half years from 6 July 2009 provided that the Company's shares have traded on the ASX at or above \$1.64 (measured on a weighted average basis) for forty consecutive trading days, and total shareholder return (being a function of share price growth and dividend payments) exceeds 15% per annum for the period from 6 July 2009 to the exercise date;
- (c) 25% of the options granted may be exercised between two and five years from 6 July 2009 provided that the Company's shares have traded on the ASX at or above \$1.64 (measured on a weighted average basis) for forty consecutive trading days, and total shareholder return (being a function of share price growth and dividend payments) exceeds 15% per annum for the period from 6 July 2009 to the exercise date;
- (d) 25% of the options granted may be exercised between two and a half years and five and a half years from 6 July 2009 provided that the Company's shares have traded on the ASX at or above \$1.75 (measured on a weighted average basis) for forty consecutive trading days, and total shareholder return (being a function of share price growth and dividend payments) exceeds 15% per annum for the period from 6 July 2009 to the exercise date; and
- (e) Allotment of any shares pursuant to the exercise of the options will occur progressively as options are exercised.

If the options have not become exercisable at the end of the exercise periods set out above, they will lapse at that time.

The trading history of the Company's shares on the ASX in the 12 months to 30 September 2009 is as follows:

	Price	Date
Highest	\$2.93	3 October 2008
Lowest	\$0.27	23 February 2009
Last	\$2.90	30 September 2009

The value of the options to Mr. Maguire at the date the offer of the options was made has been determined to be \$798,750, adopting a modified Black-Scholes option pricing method. In calculating the value of these options, the following inputs were used for the modified Black-Scholes options pricing method:

Assumptions	Options are held for the contractual term and exercised at the end of the exercise period.	
Valuation date	6 July 2009	
Market price of Shares at valuation date	\$1.76	
Exercise prices	Tranche 1	\$1.64
	Tranche 2	\$1.64
	Tranche 3	\$1.64
	Tranche 4	\$1.75
Expiry dates	Tranche 1	6 July 2013
	Tranche 2	6 January 2014
	Tranche 3	6 July 2014
	Tranche 4	6 January 2015
Risk free interest rate	0-2 years	3.83%
	2-5 years	5.07%
	5-10 years	5.44%
Volatility	80% in year 1 and 40% thereafter	
Indicative value per option	Tranche 1	\$0.55
	Tranche 2	\$0.54
	Tranche 3	\$0.53
	Tranche 4	\$0.51
Total value of options to be issued	\$798,750	

On the basis of the current shareholding in the Company, Mr. Maguire holds an interest in 407,143 McPherson's Limited ordinary shares, representing 0.57% of the total issued shares in the Company. If all of Mr. Maguire's options are exercised, based on the current number of issued shares in the Company, he would hold an interest in approximately 2.61% of the issued shares in the Company. Accordingly, if Mr. Maguire's options are exercised it will have a small dilutionary effect on existing shareholders' interests. The funds raised by the payment for the options and on their exercise will be used for working capital.

Each of the Directors (other than Mr. P.J. Maguire) recommends that shareholders vote in favour of the resolution. The reason these Directors make this recommendation is that they consider the options will constitute an effective incentive to Mr. Maguire to improve the performance of the Company and the value of shareholders' investment in the Company. None of the Directors (other than Mr. P.J. Maguire) has an interest in the outcome of the resolution.

The ASX Listing Rules and the Corporations Act require the Company to disregard votes cast on this resolution by any Director of the Company eligible to participate in any employee incentive scheme. Mr. Maguire is the only director eligible to participate in the ESOPP. Accordingly, in accordance with the requirements of the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast on this resolution by Mr. Maguire, or any associates of Mr. Maguire, other than a vote cast by:

- (a) Mr. Maguire as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) Mr. Maguire as chairman of the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Agenda Item 7: Approval of the issue of securities under the McPherson's Limited Employee Share/Option Purchase Plan

ASX Listing Rule 7.1 provides that any listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12-month period without the approval of shareholders ("15% Rule"). The ASX Listing Rules require that the approval of shareholders be sought where an issue of securities exceeds the 15% Rule.

For employee incentive schemes, such as the Company's Employee Share/Option Purchase Plan (**ESOPP**), ASX Listing Rule 7.2 (Exception 9) provides an exception to the requirement to obtain shareholder approval each time securities are issued under the ESOPP. For this exception to apply, the ASX Listing Rules require shareholder approval in respect of any issues under the ESOPP to be "refreshed" every 3 years.

There have been no securities issued under the ESOPP in the past 3 years in accordance with ASX Listing Rule 7.2 Exception 9. The proposed issue of options to Mr. Maguire as contemplated in Agenda Item 6 would not exceed the threshold set out in ASX Listing Rule 7.1. However, approval is sought under Exception 9 to ASX Listing Rule 7.2 so that any issue under the ESOPP in the next 3 years (including the options proposed to be issued to Mr. Maguire as contemplated in Agenda Item 6) is disregarded in determining in the future, whether the Company has reached that threshold in accordance with the ASX Listing Rules.

Accordingly, shareholders of the Company are asked at this meeting to approve the issue of securities under the Company's ESOPP in accordance with Exception 9 of ASX Listing Rule 7.2. A summary of the ESOPP is set out in the Attachment to these Explanatory Notes.

Each of the Directors (other than Mr. P.J. Maguire) recommends that shareholders vote in favour of the resolution. None of the Directors (other than Mr. P.J. Maguire) has an interest in the outcome of the resolution.

The ASX Listing Rules and the Corporations Act require the Company to disregard votes cast on this resolution by any Director of the Company eligible to participate in any employee incentive scheme. Mr. Maguire is the only director eligible to participate in the ESOPP. Accordingly, in accordance with the requirements of the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast on this resolution by Mr. Maguire, or any associates of Mr. Maguire, other than a vote cast by:

- (a) Mr. Maguire as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) Mr. Maguire as chairman of the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Agenda Item 8: Approval of Prior Issue of Shares

ASX Listing Rule 7.1 provides that any listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without the approval of shareholders. Under ASX Listing Rule 7.4, issues of securities made without shareholder approval are regarded as having been made with shareholder approval where shareholder approval is obtained after the issue.

Agenda Item 8 seeks approval under Listing Rule 7.4 for the issue of securities by the Company which occurred by way of a share placement.

The placement shares were issued on 20 August 2009 and comprised 5,714,285 new ordinary shares issued at \$2.10 per share and which raised \$12 million of additional capital before issue expenses. The new shares were issued to institutional, sophisticated and professional investors and ranked equally with existing ordinary shares from the date of their allotment. The capital raised has been used to reduce debt and strengthen the Company's balance sheet.

In conjunction with the share placement the Company also announced a fully underwritten Share Purchase Plan (**SPP**) to raise a further \$3 million of additional capital before expenses, which plan was operated by the Company in August and September 2009. A total of 1,428,747 new ordinary shares were issued at \$2.10 per share under the SPP and ranked equally with existing ordinary shares from the date of their allotment. The capital raised from the SPP has also been used to reduce debt.

ASX Listing Rule 7.2 lists certain exceptions to the restriction from issuing more than 15% of a company's capital in any 12 month period without shareholder approval contained in Listing Rule 7.1. Exception 15 of Listing Rule 7.2 applies to securities issued under a share purchase plan, other than shares issued to the plan's underwriters, where a disclosure document is not required and certain other requirements are met. The Company's SPP met the requirements of Exemption 15 of Listing Rule 7.2.

As the Share Purchase Plan was over subscribed no shares were issued to the SPP underwriter. Shareholder approval is therefore not required for the shares issued under the SPP under the resolution for this Agenda Item 8.

The ASX Listing Rules and the Corporations Act require the Company to disregard votes cast on this resolution by any person who participated in the share placement referred in this Agenda Item 8 (**Participant**). Accordingly, in accordance with the requirements of the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast on this resolution by any Participant, or any associates of those Participants, other than a vote cast by:

- (a) such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) such a person as chairman of the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

ATTACHMENT

Summary of the Employee Share/Option Purchase Plan (ESOPP)

The following is a summary of the ESOPP, the full details of which may be obtained from the Company's secretary.

- The ESOPP is open to all employees and executive Directors of the Company or of any subsidiary of the Company or of an associated company.
- The Board may invite eligible persons to participate in the ESOPP. Participation is voluntary. The Board may determine the number of options to be issued under the ESOPP, the exercise price and other terms of issue of the options.
- An eligible person may be entitled to apply for a loan or a savings plan where contributions are deducted from wages to assist in the financing of an entitlement under the ESOPP.
- Option holders are not permitted to participate in new issues of securities by the Company but adjustments are to be made to the number of shares over which the options are granted or the exercise price to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the formula set out in the ESOPP and the ASX Listing Rules.
- The ESOPP does not set out any limit on the number of options that the Directors may issue. However, the Directors' present policy is to limit the number of options issued to 5% of the ordinary shares on issue.



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Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11.00am Wednesday 11 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of McPherson's Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of McPherson's Limited to be held at the KPMG Theatre, 147 Collins Street, Melbourne, on Friday, 13 November 2009 at 11.00 a.m and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

For Against Abstain

Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director - Mr. John P. Clifford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Director - Mr. Peter D.J. Landos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Election of Director - Mr. David J. Allman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

Item 6	Approval of issue of options to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Approval of the issue of securities under the McPherson's Limited Employee Share/Option Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Approval of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /



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Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in McPherson's Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meetings.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company and correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

P.R. Bennett
Secretary