



McPherson's Limited

ACN 004 068 419

## Share Purchase Plan Offer Booklet

**OPENING DATE: Wednesday, 20 March 2013**

**CLOSING DATE: 5.00pm (Sydney time) Friday, 5 April 2013**

### **IMPORTANT NOTICE**

This document is important and requires your immediate attention. Carefully read this Offer Booklet in full and consult your stockbroker, solicitor, accountant, licensed financial adviser or other professional adviser if you are in any doubt as to what to do.

This document is not a prospectus. It does not contain all information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document. This Offer Booklet does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder.

If you do not lodge an Application for New Shares by 5.00pm (Sydney time) on 5 April 2013 you will not be issued New Shares in McPherson's Limited.

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# MANAGING DIRECTOR'S LETTER

18 March 2013

Dear Shareholder,

I am pleased to offer eligible shareholders an opportunity to participate in the McPherson's Limited (**MCP**) share purchase plan (**SPP**) which was announced on 7 March 2013 in conjunction with a fully underwritten placement of ordinary shares to institutional and sophisticated investors (**Placement**).

The SPP allows eligible shareholders to purchase up to A\$15,000 worth of new MCP ordinary shares (**New Shares**) (subject to scale back at MCP's absolute discretion) without brokerage or transaction costs at a price of A\$2.10 per New Share, being the price paid by institutional and sophisticated investors in the Placement less the fully franked interim dividend of A\$0.10 of per share payable on 11 April 2013 (**Interim Dividend**). New Shares issued under the SPP will not be entitled to the Interim Dividend.

On 8 March 2013, MCP announced the successful completion of a fully underwritten \$24 million Placement to fund the acquisition of an ~82% interest in Home Appliances Pty Ltd (**Home Appliances**), a leading Australian importer and distributor of large appliances. The successful outcome of the Placement demonstrated investors' support for MCP's strategy of channel diversification through its acquisition of Home Appliances. The acquisition of Home Appliances was announced on 7 March 2013 and further details are available on the ASX website at [www.asx.com.au](http://www.asx.com.au).

In addition, on 7 March 2013, MCP announced a non-underwritten SPP would be offered to eligible shareholders, proceeds of which will be used to repay debt and for general corporate purposes.

Participation in the SPP is optional and is open to eligible shareholders with a registered address in Australia or New Zealand who were holders of fully paid MCP ordinary shares (**MCP Shares**) at 7.00pm (Sydney time) on 6 March 2013 (**Record Date**).

The SPP offer opens on Wednesday, 20 March 2013 and closes at 5:00pm (Sydney time) on Friday, 5 April 2013.

MCP reserves the right to scale back applications in its absolute and sole discretion. MCP may take into account, among other factors, the size of an applicant's shareholding in determining the amount (if any) by which to scale back that applicant's application. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied and the difference will be refunded to you without interest.

You should be aware that the market price of MCP Shares may rise and fall between the date of the SPP offer and the date that the New Shares are issued under the SPP.

Full details of the SPP are set out in the enclosed SPP Terms and Conditions and Application Form.

The SPP does not take into account the individual investment objectives, financial situation, tax position or particular needs of each eligible shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer.

I encourage you to read and consider carefully this SPP offer booklet.

For all enquiries regarding the SPP, your holding of MCP Shares, change of address or other registry matters, please contact Computershare Investor Services on 1300 850 505 (for callers within Australia) and +61 (03) 9415 5000 (for callers outside Australia).

Yours sincerely,



Paul Maguire  
**Managing Director**

## **IMPORTANT INFORMATION**

This Offer Booklet is dated 18 March 2013. The information contained in this Offer Booklet is important and should be read in full.

The SPP Offer is only available for acceptance by Eligible Shareholders. This Offer Booklet does not constitute an offer in any place which, or to any person whom, it would not be lawful to make such an offer. Excluded Shareholders (being Shareholders with their registered addresses outside Australia and New Zealand as at the Record Date) will not be provided with this Offer Booklet and will not be able to participate in the SPP.

No person is authorised to give any information or make any representations in connection with the SPP other than as contained in this Offer Booklet. Any information or representation in connection with the SPP not contained in this Offer Booklet is not, and may not be relied on as having been, authorised by MCP (or any of its officers).

This is an Offer Booklet for an offer of continuously quoted securities (as defined in the Corporations Act) of MCP and has been prepared in accordance with ASIC Class Order 09/425 and the Corporations Act. In broad terms, ASIC Class Order 09/425 relates to share purchase plan offers that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is significantly less than that required in a prospectus or other disclosure document. Eligible Shareholders should therefore rely upon their own knowledge of MCP, refer to disclosures made by it to the ASX, and refer to their professional advisers before deciding whether to participate in the SPP.

Eligible Shareholders will receive an Application Form with this Offer Booklet.

Definitions of capitalised terms used in this Offer Booklet appear in the Glossary.

## **PRIVACY**

MCP collects information about each Applicant provided on an Application for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in MCP.

By submitting an Application, each Applicant agrees that MCP may use the information provided by that Applicant on that Application for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, MCP's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and other regulatory authorities.

If you do not provide the information required on the Application, MCP may not be able to accept or process your Application.

An Applicant has a right to gain access to the information that MCP holds about that person subject to certain exemptions under law. Access requests must be made in writing to MCP's registered office.

# SPP TERMS AND CONDITIONS

## IMPORTANT NOTICE

If you apply to participate in the SPP, you should be aware, and accept the risk, that the market price of MCP Shares may change between the date of the SPP Offer and the date when New Shares are issued to you under the SPP. As such, it is possible that, up to or after the date you receive New Shares under the SPP, you may be able to buy MCP Shares on ASX at a lower price than under the SPP. We encourage you to seek your own professional advice regarding your participation in the SPP.

## 1. Key Dates

1.1. The key dates of the SPP are as follows:

<b>Record Date</b>	7:00pm (Sydney time) on Wednesday, 6 March 2013
<b>SPP Offer opens</b>	Wednesday, 20 March 2013
<b>SPP Offer closes</b>	5:00pm (Sydney time) on Friday, 5 April 2013
<b>SPP results announcement</b>	Thursday, 11 April 2013
<b>Allotment date</b>	Monday, 15 April 2013
<b>Quotation date</b>	Wednesday, 17 April 2013
<b>Despatch of holding statements</b>	Wednesday, 17 April 2013

*All dates specified in this Offer Booklet are indicative only and may be subject to change. All times and dates are in Sydney time.*

## 2. Eligibility to Participate

- 2.1. You are eligible to participate in the SPP (**Eligible Shareholders**) if you were a registered holder of fully paid ordinary shares in MCP as at 7:00pm (Sydney time) on 6 March 2013 (**Record Date**) with a registered address in either Australia or New Zealand.
- 2.2. If you hold MCP Shares on behalf of persons who reside outside Australia or New Zealand or who are "US Persons" (as defined in Regulation S of the Securities Act of 1933 (as amended)) (**US Persons**) or who act for the account or benefit of a US Person, then you are not entitled to participate in the SPP.
- 2.3. Shareholders with registered addresses outside Australia or New Zealand as at the Record Date will also not be eligible to participate in the SPP.
- 2.4. MCP has decided that it is unreasonable to make the SPP Offer to Excluded Shareholders, having regard to the number of Excluded Shareholders, the number and value of New Shares they would be offered, and the costs of complying with the relevant legal and regulatory requirements in those jurisdictions outside Australia and New Zealand.
- 2.5. The SPP Offer is non-renounceable by Eligible Shareholders. This means that you cannot transfer your right to purchase New Shares to any other person.
- 2.6. Participation in the SPP is entirely optional (subject to the eligibility criteria set out above).

### 3. Offer Price

- 3.1. The offer price per New Share is A\$2.10, being the price at which the Placement was conducted minus the fully franked interim dividend of A\$0.10 per MCP Share payable on 11 April 2013.
- 3.2. No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares under the SPP.

### 4. Participation by Eligible Shareholders

- 4.1. The SPP Offer is being made pursuant to ASIC Class Order 09/425. One of the conditions of that ASIC Class Order is that the SPP Offer must comply with the prescribed subscription limit, which means Eligible Shareholders may only acquire a maximum of A\$15,000 worth of MCP Shares under a share purchase plan or similar arrangement in any 12-month period.<sup>1</sup> The A\$15,000 limit applies irrespective of the number of MCP Shares you hold on the Record Date.
- 4.2. MCP has not undertaken any other share purchase plan in the previous 12-month period.
- 4.3. The following table sets out how the A\$15,000 subscription limit will be applied:<sup>1</sup>

<b>If you receive more than one offer under the SPP.</b>	You may only apply for up to a maximum amount of A\$15,000 of New Shares.
<b>If you are recorded with one or more other persons as joint holder of MCP Shares.</b>	<p>A joint holding is considered to be a single registered holding for the purpose of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding.</p> <p>If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply for one maximum amount of A\$15,000 of New Shares.</p>
<b>If you hold MCP Shares as a custodian or nominee for one or more beneficiaries.</b>	<p><b><i>“Custodians” as defined in ASIC Class Order 09/425</i></b></p> <p>If you hold MCP Shares as a "custodian" (as defined in ASIC Class Order 09/425), then you may apply for a maximum amount of A\$15,000 of New Shares for each participating beneficiary, provided that you complete the Application Form and a Custodian Certificate, and submit them together with the Application Payment to the Share Registry before the Closing Date.</p> <p>Please contact the Share Registry to obtain the form of the Custodian Certificate which you are required to submit.</p> <p><b><i>All other custodians and nominees</i></b></p> <p>If you hold MCP Shares as a trustee or nominee for another person, but are not a "custodian" as defined in ASIC Class Order 09/425, you cannot participate for beneficiaries in the manner described above.</p> <p>You may only apply for up to a maximum amount of A\$15,000 of New Shares, regardless of the number of participating beneficiaries.</p>

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<sup>1</sup> For the avoidance of doubt, if you also participate in MCP's Dividend Reinvestment Plan, the issue of MCP Shares under MCP's Dividend Reinvestment Plan does not reduce the A\$15,000 limit as it applies to you.

## **5. Scale back**

- 5.1. MCP reserves the right to scale back applications in its absolute and sole discretion. MCP may take into account, among other factors, the size of an Applicant's shareholding in determining the amount (if any) by which to scale back that Applicant's Application. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied.
- 5.2. If a scale back produces a fractional number when applied to the parcel of New Shares you applied for, the number of New Shares you will be allotted will be rounded up or down to the nearest whole number and any difference will be refunded to you without interest.
- 5.3. Any Application Payment refunded by MCP under a scale back will be paid by cheque or direct debit (the payment method will be determined by MCP in its absolute discretion) in Australian currency, on the date that holding statements are despatched under the SPP, expected to be 17 April 2013. By applying for New Shares under the SPP, each Shareholder authorises MCP to pay any monies to be refunded by using the payment instructions the Shareholder recorded in MCP share registry records, if MCP should elect to pay in this manner.

## **6. Applying for New Shares**

- 6.1. If you are an Eligible Shareholder and wish to participate in the SPP, you may apply to purchase a parcel of New Shares valued in A\$1,000 increments from a minimum value of A\$1,000 up to a maximum value of A\$15,000 (subject to scale back). If you do not wish to participate in the SPP, you may disregard this Offer Booklet.
- 6.2. You can apply either by:
  - Completing and returning the enclosed Application Form as instructed and return it to the address indicated in the form, together with your cheque or bank draft made payable to "MCP Share Purchase Plan" and crossed "Not Negotiable" for the appropriate Application money in Australian dollars; or
  - Making payment directly by BPAY<sup>®2</sup> using the personalised reference number shown on your Application form which is required to identify your holding.

Your Application Payment must be received by 5.00pm (Sydney time) on Friday 5 April 2013. If you are sending the payment by post, then please leave several days for delivery. If you are paying by BPAY, then please check the processing cut-off times with your financial institution. If you make your application by BPAY, you do not need to return the Application Form.

- 6.3. If you are a "custodian" as defined in ASIC Class Order 09/425, you must also submit a Custodian Certificate with your Application Form and Application Payment. Please contact the Share Registry to obtain the form of the Custodian Certificate which you are required to submit.
- 6.4. If you apply for New Shares under the SPP, you will apply for a certain value, rather than a certain number, of New Shares. In the absence of a scale back, MCP will divide your Application by the SPP Price in order to determine the number of New Shares which you have applied for (rounded down to the nearest whole number of New Shares).

## **7. Acknowledgements**

- 7.1. By making an Application to purchase New Shares under the SPP:
  - a) you warrant that you are an Eligible Shareholder;
  - b) you acknowledge your Application is irrevocable and unconditional;

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<sup>2</sup> <sup>®</sup> Registered to BPAY Pty Limited ABN 69 079 137 518 - New Zealand based shareholders cannot apply using BPAY<sup>®</sup> unless they have an Australian bank account.

- c) you certify and represent in favour of MCP that the total of the application price for New Shares and any other MCP Shares issued to you pursuant to a purchase plan in the preceding 12 months, whether the subject of your Application or the subject of any other application made by you, on your behalf (by a custodian or otherwise) or in conjunction with any other person, does not exceed A\$15,000;
- d) you authorise MCP and the Share Registry (and their officers, employees or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- e) you accept the risk associated with any refund of your Application Payment that may be paid to you by direct credit or cheque to your address shown on MCP's register of members;
- f) you irrevocably and unconditionally agree to be bound by the Terms of the SPP and MCP's constitution; and
- g) you accept that MCP reserves the right to reject any Application which it believes does not comply with the Terms of the SPP.

## **8. Allotment of New Shares**

- 8.1. New Shares are expected to be allotted on 15 April 2013 and MCP will apply for those New Shares to be listed for quotation on ASX.
- 8.2. New Shares issued under the SPP will not be entitled to the fully franked interim dividend of A\$0.10 per MCP Share payable on 11 April 2013.
- 8.3. MCP expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP on 17 April 2013.
- 8.4. All New Shares issued under the SPP will rank equally with existing MCP Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing MCP Shares.

## **9. No Underwriting**

- 9.1. The SPP is not underwritten.

## **10. Disputes**

- 10.1. The MCP Board may settle, in any manner it thinks fit, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any Shareholder, Applicant or Application. The decision of the MCP Board will be conclusive and binding on all persons to whom the determination relates. MCP reserves the right to waive strict compliance with or vary any provision of the Terms of the SPP, or to vary, suspend or terminate the SPP at any time without notice.

## **11. Governing Law**

- 11.1. This offer is governed by the law in force in New South Wales, Australia. By accepting the SPP Offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

## **12. Enquiries**

- 12.1. For all enquiries regarding the SPP, your holding of MCP Shares, change of address or other registry matters, please contact Computershare Investor Services Pty Limited on 1300 850 505 (for callers within Australia) and +61 (03) 9415 5000 (for callers outside Australia).



## GLOSSARY

A capitalised term used in this Offer Booklet has the meaning specified below:

<b>A\$</b>	Australian dollars.
<b>Applicant</b>	An Eligible Shareholder who returns an Application.
<b>Application</b>	An application for New Shares under the SPP.
<b>Application Form</b>	The application form accompanying this Offer Booklet (including any replacement of that application form issued by the Share Registry).
<b>Application Payment</b>	The payment of the SPP Price submitted by an Applicant for the purposes of making an Application.
<b>ASX</b>	ASX Limited (ABN 98 008 624 691).
<b>ASX Listing Rules</b>	The official Listing Rules of ASX.
<b>Closing Date</b>	5:00pm (Sydney time) on 5 April 2013 (unless varied).
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) as amended from time to time.
<b>Custodian Certificate</b>	A certificate required to be submitted by a custodian together with an Application in accordance with this Offer Booklet.
<b>Directors</b>	The directors of MCP.
<b>Eligible Shareholder</b>	A Shareholder who is eligible to participate in the SPP as specified in this Offer Booklet.
<b>Excluded Shareholders</b>	Shareholders other than Eligible Shareholders.
<b>MCP</b>	McPherson's Limited (ABN 98 004 068 419).
<b>MCP Board</b>	The board of Directors.
<b>MCP Shares</b>	Ordinary shares in the capital of MCP.
<b>New Shares</b>	The MCP Shares offered under the SPP Offer.
<b>Offer Booklet</b>	This offer booklet under which the SPP Offer is being made.
<b>Record Date</b>	7:00pm (Sydney time) on 6 March 2013.
<b>Share Registry</b>	Computershare Investor Services Pty Limited (ABN 48 078 279 277).
<b>Shareholder</b>	A holder of MCP Shares.
<b>SPP</b>	The share purchase plan being conducted by MCP as described in this Offer Booklet.
<b>SPP Offer</b>	The offer of new MCP Shares pursuant to the SPP.
<b>SPP Price</b>	A\$2.10 per New Share
<b>Terms of the SPP</b>	The terms and conditions set out in this Offer Booklet, including any modifications made by MCP.

# **CORPORATE DIRECTORY**

## **Directors**

Mr David J. Allman (Chairman, Non Exec. Director)  
Mr Paul J. Maguire (Managing Director)  
Mr John P. Clifford (Non Exec. Director)  
Mr Graham Cubbin (Non Exec. Director)  
Ms Amanda M. Lacaze (Non Exec. Director)

## **Company Secretary**

Mr Philip R. Bennett  
Mr Paul Witheridge

## **Registered Office**

105 Vanessa Street  
Kingsgrove NSW 2280  
Australia

## **Legal Advisers**

Thomsons Lawyers  
Level 25  
1 O'Connell Street  
Sydney NSW 2000  
Australia

## **Share Registry**

Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnston Street  
Abbotsford VIC 3067  
Australia  
1300 850 505 (for callers within Australia)  
+61 (03) 9415 5000 (for callers outside Australia)

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