



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 in the Macquarie Room at the Royal Automobile Club of Australia, Level 4, 89 Macquarie Street, Sydney, on Friday, 16 November 2012 at 10.00 a.m. (AEDT).

Agenda Items

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 2012.

2. Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2012, which is set out on pages 23 to 31 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.

3. Re-election of Director – Mr. David Allman

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

“That in accordance with the Company's Constitution and the ASX Listing Rules, Mr. Allman retires as a Director and offers himself for re-election.”

Relevant information about Mr. Allman is set out on page 14 of the Annual Report.

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

4. Re-election of Director – Mr. John Clifford

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

“That in accordance with the Company's Constitution and the ASX Listing Rules, Mr. Clifford retires as a Director and offers himself for re-election.”

Relevant information about Mr. Clifford is set out in page 14 of the Annual Report.

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

Voting Exclusion Statement

In accordance with the *Corporations Act 2001*, the Company will disregard any votes cast in respect of Agenda Item 2 (Remuneration Report) by any key management personnel of the Company and their closely related parties.

However, the Company need not disregard a vote if:

- (a) It is cast by a person (including the key management personnel or their closely related parties) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by a person chairing the meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on Agenda Item 2 but expressly authorises the person chairing the meeting to exercise the proxy even if Agenda Item 2 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company. The person chairing the meeting intends to vote all available proxies in favour of Agenda Item 2.

For the purposes of this voting exclusion, "key management personnel" are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The Company's Remuneration Report for the financial year ended 30 June 2012 identifies the Company's key management personnel for that financial year. Their "closely related parties" are defined in the *Corporations Act 2001*, and include certain of their family members, dependants and companies they control.

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. (AEDT) on Wednesday 14 November 2012.

Any member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the member. If the member is entitled to cast two or more votes at the meeting, they may appoint two proxies. 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 GPO Box 242, Melbourne, Victoria 3001 (envelope enclosed), by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), online by visiting www.investorvote.com.au or at the Company's offices at 105 Vanessa Street, Kingsgrove, NSW, 2208, not less than 48 hours before the time appointed for holding the meeting. Intermediary Online subscribers only (custodian voting) may visit www.intermediaryonline.com to submit their voting intentions.

By Order of the Board



P.R. Bennett
Secretary

Dated: 9 October, 2012