## **Appendix 3C**

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public. Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001.

Name of entity

	UnderCoverWear Limited 85 108 962 152				
We (the entity) give ASX the following information.					
Information about buy-back					
1	Type of buy-back	On-Market			
2	<sup>+</sup> Class of shares which is the subject of the buy-back (eg, ordinary/preference)	Ordinary Shares			
3	Voting rights (eg, one for one)	One for one			
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid			
5	Number of shares in the +class on issue	48,000,000			
6	Whether shareholder approval is required for buy-back	No			
7	Reason for buy-back	Capital Management opportur current share price.	nity presented by		

 $<sup>^+</sup>$  See chapter 19 for defined terms. 30/9/2001

8	Any other information material to a shareholder's decision whether to accept the offer (eg, details of any proposed takeover bid)	None
On-	market buy-back	
9	Name of broker who will act on the company's behalf	ETRADE Australia Securities Ltd, as executing broker for LINWAR Securities Pty Ltd.
10	Deleted 30/9/2001.	
11	If the company intends to buy back a maximum number of shares - that number	4,800,000
	Note: This requires a figure to be included, not a percentage.	
12	If the company intends to buy back shares within a period of time - that period of time; if the company intends that the buy-back be of unlimited duration - that intention	12 months from date of first buy back
13	If the company intends to buy back shares if conditions are met - those conditions	N/A
Emj	oloyee share scheme buy-bac	ek
14	Number of shares proposed to be bought back	
15	Price to be offered for shares	

Selective buy-back				
16	Name of person or description of class of person whose shares are proposed to be bought back			
	<u> </u>			
17	Number of shares proposed to be bought back			
18	Price to be offered for shares			
Eau	ual access scheme			
-1-				
19	Percentage of shares proposed to be bought back			
20	Total number of shares proposed to be bought back if all offers are accepted			
21	Price to be offered for shares			
22	+Decord data for montinimation in			
	<sup>+</sup> Record date for participation in offer			
	Cross reference: Appendix 7A, clause 9.			
Co	mpliance statement			
1.	The company is in compliance with all Corporations Act requirements relevant to this buy-back.			
2.	There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.			
Sign	here: Original Signed Date: 7 September 2009 (Company secretary)			

.....NJV Geddes.....

Print name:

30/9/2001 Appendix 3C Page 3

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<sup>&</sup>lt;sup>+</sup> See chapter 19 for defined terms.