

7th March 2014

Undercoverwear Limited A.C.N. 108 962 152 (UCW)

Appointment of Voluntary Administrators

At a meeting of Directors held on 6th March 2014 the Board of Undercoverwear Limited have resolved to appoint Ginette Dawn Muller and Lachlan Stuart McIntosh of FTI Consulting as Voluntary Administrators of the company (copy of letter attached).

In response to the letter from the ASX requesting information in accordance with Listing Rule 18.7, the Company responds as follows:

1. The Appendix 4D and half year accounts were not lodged as the Board were negotiating a funding package to ensure the future solvency of the company.
2. The outcome of the negotiations in (1) above has resulted in a resolution to appoint Voluntary Administrators.
3. The Voluntary Administrators will report on the viability of the company and future prospects in accordance with their statutory obligations.

Security Code UCW

Enquiries please contact:

Ginette Muller
FTI Consulting
Ph (07) 3225 4900

Lachlan McIntosh
FTI Consulting
Ph (07) 3225 4900

6 March 2014

Elvis Onyura
Senior Advisor
Listings Compliance
ASX Compliance Pty Ltd
20 Bridge Street
SYDNEY NSW 2000

RE: UNDERCOVERWEAR LTD ACN 108 962 152 ("THE COMPANY")

Dear Elvis,

On 6 March 2014 Ginette Dawn Muller and I were appointed Voluntary Administrators of the Company.

Sincerely,

A handwritten signature in black ink, appearing to read "L. McIntosh", written over a light blue horizontal line.

Lachlan Stuart McIntosh
Senior Managing Director
FTI Consulting



ASX Compliance Pty Limited
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4 March 2014

Mrs Angela Catford / Mr Richard Rodgers
Chief Financial Officer / Company Secretary
Undercoverwear Limited
Unit 5
14 – 16 Lexington Drive
Bella Vista NSW 2000

By email

Dear Mrs Catford & Mr Rodgers,

Undercoverwear Limited (the “Company”)

We note that the securities of the Company were suspended from official quotation on 3 March 2014 under Listing Rule 17.5 for failing to lodge its Half Year Report and Half Year Accounts for the period ended 31 December 2013 (the “Appendix 4D and Half Year Accounts”) under Listing Rule 4.2A by the due date.

As explained in section 4.23 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*:

Where an entity has been suspended from quotation under Listing Rule 17.5 for breaching an ASX Listing Rule, ASX will expect the entity to make an immediate announcement to the market to that effect, explaining the reason for the breach and when the entity expects to be in a position to rectify the breach so that trading in its securities can resume.

We are writing to you because you have not complied with this guidance. Accordingly, we ask that you answer each of the following questions:

1. Please explain why the Appendix 4D and Half Year Accounts were not lodged by the due date.
2. When does the Company expect to be able to lodge the Appendix 4D and Half Year Accounts so that trading in its securities can resume?
3. What arrangements does the Company have in place, or propose to put in place, to ensure that it will be able to comply with its reporting obligations under the Listing Rules in a timely manner in the future?

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than **9:30 AM, AEDT, on Friday, 7 March 2014**.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at elvis.onyura@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

ASX would remind the Company that its obligation to comply with the Listing Rules, and in particular the continuous disclosure requirements in Listing Rule 3.1, is not affected by the suspension of its securities from quotation (see Listing Rule 18.6).

Should the Company's suspension from quotation continue, ASX would also remind it of the recommendation in section 4.23 of Guidance Note 8 that it implement a system of periodic (monthly or quarterly) disclosures to ensure that the market and its security holders are provided with regular updates as to its status and, in particular, the plans it may have for trading in its securities to resume and its progress in implementing those plans. If the Company fails to make such disclosures voluntarily at least quarterly, it may be required by ASX to provide such information to ASX for release to the market.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely,

[sent electronically without signature]

Elvis Onyura
Senior Adviser, ASX Listings Compliance (Sydney)