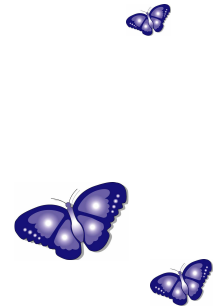


ASX Announcement

14 December 2006

Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000



RESIGNATION OF DIRECTOR & APPOINTMENT OF NEW DIRECTOR

Mr Ian Everingham resigned as a director of UnderCoverWear Ltd today, after 15 years as a partner and a director since the company's listing in May 2004.

The company would like to take this opportunity to thank Ian for his enormous contribution in taking the company from a fledgling business to its stature today.

The Board today appointed Mr Geoffrey Hill as an independent non-executive director. Geoffrey is a merchant banker, Managing Director of Pitt Capital Partners, former Managing Director of Morgan Grenfell in Australia and USA who has identified and implemented mergers and takeovers, and has acted for a wide range of corporate clients in Australia and overseas.

Accordingly, please find the relevant appendices attached.

Yours sincerely

Tania Thomson
Company Secretary

"Discover the UCW Home Shopping Experience"

PO Box 1000 Castle Hill NSW 1765 Australia
Ph: (02) 8853 2800 Fax: (02) 8853 2899 Email: investor@ucw.com.au Website www.ucw.com.au

UnderCoverWear

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	UnderCoverWear Limited
ABN	85 108 962 152

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Mr Ian Everingham
Date of last notice	31 October 2006
Date that director ceased to be director	14 December 2006

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

+ See chapter 19 for defined terms.

Appendix 3Z
Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
Recone Pty Limited <Everingham Family A/c>	8,000,000 fully paid ordinary shares

Part 3 – Director's interests in contracts

Detail of contract	N/a
Nature of interest	N/a
Name of registered holder (if issued securities)	N/a
No. and class of securities to which interest relates	N/a

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	UnderCoverWear Limited
ABN	85 108 962 152

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Geoffrey Hill
Date of appointment	14 December 2006

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
Nil

+ See chapter 19 for defined terms.

Appendix 3X
Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of Securities
Note: Provide details of the circumstances giving rise to the relevant interest. Nil	

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/a
Nature of interest	N/a
Name of registered holder (if issued securities)	N/a
No. and class of securities to which interest relates	N/a

+ See chapter 19 for defined terms.