



## **ASX Announcement**

- Completion of Share Subscription Agreement
- Appointment of two new directors
- Resignation of three directors

### **4<sup>th</sup> December 2013**

UnderCoverWear Limited (UCW) is pleased to announce the completion of the share subscription agreement (SSA) with The Clothing Group Limited (TCG) as previously announced and the appointment of two new directors and the resignation of three directors.

#### **Completion of Share Subscription Agreement**

Shareholder approval of the (SSA) was obtained at the AGM held 15 November 2013. In accordance with the terms of the SSA, TCG agreed to subscribe for 43,200,000 fully paid ordinary shares in UCW at \$0.01 per share to raise \$432,000. UCW can confirm today that cleared funds have been received and shares have been issued to TCG.

#### **Appointment of two new directors**

A Change of Director's Interest Notice (Appendix 3Y) has been lodged and is attached to this announcement for Mr Montgomery Grant in accordance with the terms of the SSA. Mr Grant's election to the UCW Board was obtained at the AGM held 15 November 2013.

In accordance with the terms of the SSA, TCG has appointed 2 new directors to the Board of UCW. Ms Tracie Lee Symons and Ms Christine Kennedy have been appointed as directors to the Board of UCW effective from 4 December 2013. An Initial Director's Interest Notice (Appendix 3X) has been lodged for each new director and are attached to this announcement.

#### **Resignation of three directors**

UCW also wishes to announce the resignation of Mr Stuart Richardson, Mr John Everett and Mr Richard Lowry effective 4 December 2013. A Final Director's Interest Notice (Appendix 3Z) has been lodged for each resigning director and is as attached to this announcement.

# Appendix 3Y

## Change of 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.

<b>Name of entity</b>	UnderCoverWear Limited
<b>ABN</b>	85 108 962 152

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Montgomery Grant
<b>Date of last notice</b>	N/a

### Part 1 - Change of director's relevant interests in securities

*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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Montgomery Grant has an 85% interest in The Clothing Group Limited (TCG). TCG purchased shares as per the terms of a Share Subscription Agreement dated 12 September 2013 and completed 4 December 2013.
<b>Date of change</b>	4 December 2013
<b>No. of securities held prior to change</b>	Nil
<b>Class</b>	Ordinary shares each fully paid
<b>Number acquired</b>	43,200,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$432,000
<b>No. of securities held after change</b>	43,200,000

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Share Subscription Agreement</p>
--	-------------------------------------

**Part 2 – Change of 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.

<p><b>Detail of contract</b></p>	<p>N/A</p>
<p><b>Nature of interest</b></p>	<p>N/A</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>N/A</p>
<p><b>Date of change</b></p>	<p>N/A</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>N/A</p>
<p><b>Interest disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>N/A</p>
<p><b>Interest after change</b></p>	<p>N/A</p>

---

+ 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.

<b>Name of entity</b>	UnderCoverWear Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Tracie Lee Symons
<b>Date of appointment</b>	4 December 2013

### 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.

<b>Number &amp; class of securities</b>
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*

<b>Name of holder &amp; nature of interest</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Number &amp; class of Securities</b>
N/a	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.

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

<b>Name of entity</b>	UnderCoverWear Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Christine Pamela Kennedy
<b>Date of appointment</b>	4 December 2013

### 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.

<b>Number &amp; class of securities</b>
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*

<b>Name of holder &amp; nature of interest</b>	<b>Number &amp; class of Securities</b>
Note: Provide details of the circumstances giving rise to the relevant interest.  N/a	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.

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

---

+ See chapter 19 for defined terms.

# 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.

<b>Name of entity</b>	UnderCoverWear Limited
<b>ABN</b>	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.

<b>Name of director</b>	Stuart Richardson
<b>Date of last notice</b>	30 June 2013
<b>Date that director ceased to be director</b>	4 December 2013

### 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.

<b>Number &amp; class of securities</b>
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*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
Mrs Jeanette Richardson	1,659,046 Ordinary shares
JSR Nominees Pty Ltd	19,430 Ordinary shares

#### Part 3 – Director's interests in contracts

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

---

+ See chapter 19 for defined terms.

# 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.

<b>Name of entity</b>	UnderCoverWear Limited
<b>ABN</b>	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.

<b>Name of director</b>	John Everett
<b>Date of last notice</b>	30 June 2013
<b>Date that director ceased to be director</b>	4 December 2013

### 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.

<b>Number &amp; class of securities</b>
17,173,098 Ordinary shares

+ 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*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
Union Pty Ltd	2,786,121 Ordinary shares

#### Part 3 – Director's interests in contracts

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

---

+ See chapter 19 for defined terms.

# 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.

<b>Name of entity</b>	UnderCoverWear Limited
<b>ABN</b>	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.

<b>Name of director</b>	Richard Lowry
<b>Date of last notice</b>	30 June 2013
<b>Date that director ceased to be director</b>	4 December 2013

### 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.

<b>Number &amp; class of securities</b>
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*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
N/a	Nil

**Part 3 – Director's interests in contracts**

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

---

+ See chapter 19 for defined terms.