



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2008 Annual General Meeting of the shareholders of UnderCoverWear Limited (the "Company") will be held on Thursday 30 October 2008, commencing at 11.30 am Sydney time at the offices of Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW 2000

### **ORDINARY BUSINESS**

#### **1. Financial, Directors' & Auditor's Reports**

To receive, consider and discuss the Annual Financial Report, Directors' Report and Auditor's Report of the Company and of the consolidated entity for the year ended 30 June 2008.

#### **2. Remuneration Report**

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the shareholders adopt the Remuneration Report of the Company for the year ended 30 June 2008."

#### **3. Re-election of Director – Ms Elaine Vincent**

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

"That Ms Elaine Vincent, who retires by rotation in accordance with clause 56.1 of the Company's Constitution and, having offered herself for re-election and being eligible, is re-elected a director of the Company".

#### **4. Re-election of Director – Mr Stuart Richardson**

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

"That Mr Stuart Richardson, being a director of the Company appointed by the Directors during the year and holding office until this Meeting in accordance with clause 54.2 of the Company's Constitution and, having offered himself for re-election and being eligible, is re-elected a director of the Company".

### **OTHER BUSINESS**

To transact any other business that may be lawfully brought forward at an Annual General Meeting.

BY ORDER OF THE BOARD

Nick Geddes  
Company Secretary

30 September 2008

## PROXIES & VOTING

### Voting Entitlements

For the purposes of determining entitlement to vote at the meeting, the Company has determined that all ordinary shares held as at close of business on Tuesday 28 October 2008 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.

### Appointing a proxy

A shareholder has the right to appoint a proxy who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the meeting.

### Lodging your proxy form

You can lodge your completed proxy form by:

- Mailing it to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001;
- Faxing it to Computershare Investor Services Pty Ltd 1800 783 447 or the Company (02) 98360052;
- Hand delivering it to 8 Solent Circuit, Baukham Hills NSW 2153.

Your completed proxy form must be received by Computershare Investor Services Pty Ltd at the address specified above at least 48 hours before the time notified for the meeting (proxy forms can be lodged by facsimile).

### How the Chairman will vote undirected proxies

The Chairman intends to vote undirected proxies in favour of all of the resolutions. The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each resolution.

### Attending the meeting

If you attend the meeting, please bring your personalised proxy form with you. If you do not bring your form with you, you will still be able to attend the meeting but representatives from the Company will need to verify your identity. You will be able to register from 11.00am (AEST) on the day of the meeting.

### Corporate shareholders

Corporate shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this meeting only or for all meetings of the Company.

## EXPLANATORY NOTES

These Explanatory Notes have been prepared to assist shareholders to understand the business to be put to shareholders at the annual general meeting.

### Financial reports and shareholder questions

The financial report, directors' report and auditor's report for the consolidated entity for the year ended 30 June 2008 will be laid before the meeting. There is no requirement for a formal resolution on this item. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about these reports. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

### Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2008 is set out in the Directors' Report on pages 13-17 of the Annual Report. The Remuneration Report must be put to a vote of members at the Meeting. The vote on the resolution will be advisory only and will not bind the directors or the Company. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

### Re-election of Directors

Pursuant to clause 56.1 of the Company's constitution, at the close of each annual general meeting one-third of the Directors (or multiple of three) must retire by rotation.

Ms Elaine Vincent was appointed a director of the Company on 5 May 2004. She retires by rotation at the end of the meeting and, being eligible, offers herself for re-election.

Pursuant to clause 54.2 of the Company's constitution, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the end of the next AGM of the entity.

Mr Stuart Richardson was appointed a director during the year and in accordance with this clause, and being eligible, offers himself for re-election.

The Company selects Board members for their knowledge of and familiarity with the direct selling industry, their judgement and experience with relevant stakeholder groups and their individual contribution to the Board's ability to function efficiently and with integrity.

