

BLACKMORES®

# Notice of Annual General Meeting

TO BE HELD AT 11.00AM ON  
THURSDAY 25 OCTOBER 2012 AT  
BLACKMORES CAMPUS  
20 JUBILEE AVENUE  
WARRIEWOOD NSW 2102

Registered Office:  
20 Jubilee Avenue  
Warriewood NSW 2102  
Telephone (02) 9910 5000  
Facsimile (02) 9910 5555



# Notice of Meeting

The Annual General Meeting (the **Meeting**) of Blackmores Limited ABN 35 009 713 437 (the **Company**) will be held at the Blackmores Campus, 20 Jubilee Avenue Warriewood NSW 2102 on Thursday 25 October 2012 at 11.00am.

The business to be considered at the Annual General Meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

**Please note that recent changes to the Corporations Act will apply to this meeting. These changes could affect whether your proxy is able to vote your shares, particularly in relation to Resolution 1. Please read this Notice of Meeting and Explanatory Memorandum and carefully consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form.**

## ORDINARY BUSINESS

### Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2012.

### Remuneration Report

Resolution 1 To consider and put to a non-binding vote the following resolution:

“That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors’ Report of the Company for the year ended 30 June 2012, be adopted, details of which are set out in item 1 of the Explanatory Notes to this Notice of Annual General Meeting.”

### Voting Exclusion Statement in relation to Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- (a) a member of the key management personnel details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

### Exceptions to Voting Exclusions

However, the Company will not disregard a vote cast by a person described above if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (d) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

### Re-Election of Directors

Naseema Sparks has indicated that she will tender her resignation with effect from the date of the Annual General Meeting.

Resolution 2 Re-election of Marcus Blackmore as a Director

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

“That Mr Blackmore who retires by rotation in accordance with Clause 89 and 94 of the Constitution and being eligible, offers himself for re-election, be re-elected a Director of the Company.”

Resolution 3 Re-election of Brent Wallace as a Director

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

“That Mr Wallace who retires by rotation in accordance with Clause 89 and 94 of the Constitution and being eligible, offers himself for re-election, be re-elected a Director of the Company.”

### Resolution for Approval of financial assistance

Resolution 4 To consider, and if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of sections 260A and 260B(2) of the Corporations Act and for all other purposes, approval is given for each of the Acquired Companies to give financial assistance in connection with the acquisition by the Company (directly or indirectly) of shares in the Acquired Companies, as described in the Explanatory Statement and Notes to this Notice of Annual General Meeting.”

## BY ORDER OF THE BOARD

**C M Cooper**

**Company Secretary**

Dated 29 August 2012

Shareholders are referred to the following documents accompanying this Notice of Annual General Meeting:

- Proxy Form; and
- Explanatory Statement and Notes

# Explanatory Statement and Notes

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be transacted at the Annual General Meeting of Shareholders on 25 October 2012.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

## OVERVIEW OF BUSINESS AND RESOLUTIONS

### 1A. Consideration of Annual Report

While it is not required to vote on the adoption of the Financial Statements, in accordance with best practice corporate governance, Directors will open the meeting for discussion on the financial statements and reports comprised in the Company's Annual Report 2012.

### 1. Adoption of Remuneration Report

Blackmores recognises the importance of good corporate governance and, in relation to remuneration, wishes to ensure proper disclosure of its remuneration policies. Pursuant to section 205R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a non-binding vote at the Annual General Meeting.

The complete Remuneration Report is set out in the Company's 2012 Annual Report on pages 29 to 37.

The Report:

- (a) sets out the Board's policy for determining the nature and amount of remuneration;
- (b) discusses the relationship between the remuneration policy and the Company's performance;
- (c) provides details of the performance conditions and an explanation as to why the performance conditions were chosen;
- (d) discloses the actual remuneration of each Director of the Company and the Key Management Personnel; and
- (e) discloses the nature of the termination clauses under contracts for each Director and the Key Management Personnel where applicable.

The Board recommends that Shareholders vote in favour of this resolution (Resolution 1).

The Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 became law on 27 June 2011. The Act amends the Corporations Act 2001 to include a '2 strikes' rule that if a company's remuneration report receives a 'no' vote of at least 25% at two consecutive annual general meetings, a spill resolution must then be put to shareholders at the second annual general meeting to determine whether the entire Board must stand for re-election. If the spill resolution is passed (by a normal majority of 50%), the Board must vacate office and stand for re-election at another general meeting which must be convened within 90 days.

Please note that the Chairman of the Meeting intends to vote any undirected proxies in favour of this resolution.

### 2. Re-election of Mr Marcus Blackmore AM

Mr Blackmore has served on the Board since October 1973 and is the Chairman of the Company. He is also an Honorary Doctor of Southern Cross University, a Director of the Young Endeavour Youth Scheme, Deputy Chairman of the Defence Reserves Support Council, an honorary trustee of the Committee for the Economic Development of Australia (CEDA) and an Alumnus of Harvard Business School.

### 3. Re-election of Mr Brent Wallace

Mr Wallace joined the Board in October 2005. He is a cofounder and CEO of Galileo Kaleidoscope, a company known for its strategic marketing, brand and consumer research solutions. Mr Wallace has over 30 years of experience in marketing, advertising and brand development across a wide variety of consumer categories. He has held senior positions in London and Sydney advertising agencies and until 1996 was Managing Director of Ogilvy & Mather in Australia. Mr Wallace is also a Board Director and Governor of World Wildlife Fund, the global environmental group.

### 4. Resolution for approval of financial assistance

#### 4.1 Background

On 5 July 2012, the Company completed its share acquisition of FIT-BioCeuticals Limited (FIT) and its subsidiaries (together the **Acquired Companies**). The combination of the Company and the Acquired Companies has consolidated the Company's position as the market leader in natural health.

The Company's acquisition was fully funded by debt financing provided by NAB under the terms of a Letter of Offer (**NAB Facility**). The NAB Facility requires that FIT provide security and a guarantee and indemnity in favour of NAB.

#### 4.2 Section 260A of the Corporations Act

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company, or its holding company, only in certain circumstances - one of which is where the assistance is approved by members under section 260B of the Corporations Act.

Section 260B(2) of the Corporations Act requires that financial assistance be approved by a special resolution passed at a general meeting of that corporation where the company that has provided financial assistance will be a subsidiary of a listed domestic corporation immediately after the acquisition of shares in the company under section 260A of the Corporations Act.

This Resolution 4 seeks the approval of the Shareholders, pursuant to section 260B(2) of the Corporations Act, for financial assistance to be provided by FIT in favour of NAB.

This Resolution 4 is proposed as a special resolution and will be passed if at least 75% of the votes cast by Shareholders on this resolution are in favour of the resolution.

#### 4.3 Details of financial assistance

Under the terms of the NAB Facility, the Company must ensure that FIT:

- (a) enters into a general security agreement with NAB;
- (b) enters into a guarantee and indemnity in favour of NAB, (together with any other documents connected with the NAB Facility, the **Finance Documents**) no later than 28 days following the Company's next annual general meeting occurring after the acquisition of the Acquired Companies.

By entering into the Finance Documents, FIT may be financially assisting the Company in respect of the acquisition of the Acquired Companies for the purposes of section 260A of the Corporations Act.

#### Refinancing

NAB may in the future agree to amend, extend, refinance or replace the NAB Facility. The Finance Documents may cover any such arrangements. In addition, as part of those arrangements, the Finance Documents may be automatically extended or NAB may request the provision of new security and/or guarantee and indemnity to replace or update the Finance Documents. In any such case, the entry into any refinancing, replacement, extension or variation, the replacement of the Finance Documents, the provision of further security and/or guarantee and indemnity or the taking of any other actions in connection with any of the above by the Acquired Companies may be taken to constitute financial assistance in connection with the acquisition of the Acquired Companies. Any documentation required in connection with such refinancing, replacement, extension, variation, provision or action (including any acknowledgement of the continuation of the Finance Documents or granting further security and/or guarantee and indemnity) may of itself amount to the giving of financial assistance and approval for the entry into any such documentation is being sought by this Resolution 4.

#### 4.4 Reasons for the financial assistance

The finance provided by the NAB Facility enabled the Company to fund its acquisition of the Acquired Companies. As discussed in section 4.3, the entry into the Finance Documents (or similar) by certain Acquired Companies is a requirement of the NAB Facility.

#### 4.5 Effects of the financial assistance

The adverse effects that may result from an Acquired Company entering into the Finance Documents (or similar) are that:

- (a) the Acquired Company will become liable for amounts owing to NAB and the Acquired Company's assets may become subject to enforcement action by NAB in the event of default under the Company's facilities with NAB; and
- (b) it may impact on the Acquired Company's ability to borrow money in the future.

However, the Board do not currently believe that there is or would likely be any prospect of default of any of the Company's obligations under its facilities with NAB.

#### 4.6 Directors' reasons for supporting the Resolution

The Board considers that there are significant advantages to the acquisition and the Acquired Companies will benefit from being subsidiaries of the Company.

The Board has also considered the Company's balance sheets, future profits and cash flow and do not consider that the Company will have any cause to default in any of its obligations under its facilities with NAB. The Board considers that the Company's debt levels, including under the NAB Facility, remain comfortably within debt targets.

If this Resolution 4 is not approved and FIT does not enter into the Finance Documents (or similar), NAB may seek to exercise its right to demand repayment by the Company of all amounts owing under the NAB Facility (approximately \$43 million) and the Company would need to seek alternative funding to replace the NAB Facility. Such alternative funding may not be available on terms as favourable as provided under the NAB Facility and there would be additional transaction costs involved with a refinance.

Given the above, the Board has formed the view that the giving of financial assistance and entering into the Finance Documents or similar documents:

- (a) will not materially prejudice the interests of the Acquired Company or its members; and
- (b) is in the best interests, and for the corporate benefit, of the Acquired Company and its members.

#### 4.7 Notice to ASIC

Copies of the Notice of Annual General Meeting and this Explanatory Statement and Notes were lodged with the Australian Securities and Investments Commission before being sent to the Shareholders in accordance with section 260B(5) of the Corporations Act.

#### 4.8 Disclosure

The Board considers that the Notice of Annual General Meeting and this Explanatory Statement and Notes contains all information known to the Company that would be material to the Shareholders in deciding how to vote on the proposed resolution other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the Shareholders.

#### 4.9 Directors' recommendation

The Board recommends that Shareholders vote in favour of this resolution (Resolution 4)

# Explanatory Statement and Notes (CONT)

## 5. Glossary

**Acquired Companies** means FIT and each of the following subsidiaries:

- a) Hall Drug Technologies Pty Limited ACN 139 034 987;
- b) Pharmafoods Pty Limited ACN 002 752 507;
- c) FIT-BioCeuticals (NZ) Limited (company number 1155879);
- d) FIT-BioCeuticals Limited (company number 7269875);
- e) MD Nutritionals Limited (company number 1154233);
- f) FIT-BioCeuticals (HK) Limited (company number 1556836).

**Annual General Meeting** means the annual general meeting of Shareholders to be held on 25 October 2012;

**ASX** means ASX Limited ACN 008 624 691;

**Board** means the board of Directors of the Company from time to time;

**Company** means Blackmores Limited ACN 009 713 437;

**Corporations Act** means the Corporations Act 2001 (Cth);

**Director** means a Director of the Company;

**Explanatory Statement and Notes** means this document which accompanies the Notice of Meeting;

**Finance Documents** has the meaning given to that term in section 4.3;

**FIT** means FIT-BioCeuticals Limited ACN 062 851 683;

**Group** means the Company and its subsidiaries;

**NAB** means National Australia Bank Limited ABN 12 004 044 937;

**Resolution** means each resolution set out in the Notice of Meeting;

**Shareholder** means a holder of Shares in the Company; and

**Shares** means fully paid ordinary shares in the capital of the Company.

## General Notes

1. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on the Shareholder's behalf. If the Shareholder is entitled to cast two or more votes at the meeting, the Shareholder may appoint not more than two proxies to attend and vote on the Shareholder's behalf.
2. If a Shareholder appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the Shareholder's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a Shareholder of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing. If the Shareholder is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 24 hours prior to the Annual General Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

### Computershare Investor Services Pty Limited

**Street address: Level 4  
60 Carrington Street  
Sydney, NSW 2000**

**Mailing address: GPO Box 242  
Melbourne, VIC 3001 Australia**

**Fax: +61 03 9473 2555**

provided that Shareholders who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. New sections 250BB and 250BC of the Corporations Act 2001 (Cth) took effect on 1 August 2011 which apply to voting by proxy (whether or not the proxy was appointed before, on or after 1 August 2011). Broadly, the changes mean that:
  - if proxy holders vote, they must cast all directed proxies as directed; and
  - any directed proxies which are not voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

More detail on these changes is provided below.

### *Proxy vote if appointment specifies way to vote*

Section 250BB(1) provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way; and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way.

### *Transfer of non-chair proxy to chair in certain circumstances*

Section 250BC provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- either of the following applies:
  - o the proxy is not recorded as attending the meeting;
  - o the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

A new section 250BD was also introduced on 1 August 2011 which provides that a person who is appointed as a proxy must not exercise any undirected proxies on a resolution connected with the remuneration of key management personnel (**KMP**) if they themselves are, or are closely related party of, a member of the KMP.

7. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.
8. For the purposes of the Annual General Meeting, persons on the register of Shareholders as at close of business on Tuesday 23 October 2012 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.
9. We have written to Shareholders previously to advise the default option for receiving annual reports to be via a company's website ([www.blackmores.com.au/Investors](http://www.blackmores.com.au/Investors)). However, if you would still like to receive a hard copy of the Annual Report, please call an investor services representative on 1300 850 505 or outside Australia on +61 3 9415 4000, to request a copy.

# Blackmores LIMITED

## Annual General Meeting 2012

BLACKMORES CHAIRMAN, MARCUS C BLACKMORE AM, CHIEF EXECUTIVE OFFICER, CHRISTINE HOLGATE AND CHIEF FINANCIAL OFFICER, CHRIS LAST, WILL PRESENT THE YEAR IN REVIEW AND THE KEY HIGHLIGHTS AND FINANCIAL RESULTS TO SHAREHOLDERS AT THE ANNUAL GENERAL MEETING (AGM).

The AGM will be held at 11.00am on 25 October 2012 at the Blackmores Campus, 20 Jubilee Ave Warriewood 2102.

In addition to the Blackmores AGM lunch, Campus tours will also be available to shareholders (numbers limited). The Blackmores shop will be open on the day for shareholder purchases.

### Blackmores Campus Tours

Tours of the Blackmores Campus will be available to shareholders at 10.15am and 1.00pm on the day of the Annual General Meeting.

To register for a tour, please contact Blackmores Reception +61 2 9910 5000 or email [reception@blackmores.com.au](mailto:reception@blackmores.com.au) by 24 October 2012.

### Disabled Access

Disabled parking spaces are available on site and there is easy access to all areas of the Campus.

### Travel Options

#### 1. Access by car

Limited parking is available on site – the main entrance is at 20 Jubilee Avenue, Warriewood.

#### 2. Travel by Public Transport

The Blackmores Campus is approximately a 10 minute walk from Mona Vale shopping centre.

#### Forest Coach Lines

Forest Coach Lines have a bus route for travel between Chatswood and Mona Vale.

Route 285 – Mona Vale – Warriewood Shopping Centre – Narrabeen – Elanora – Austlink – Chatswood.

Phone (02) 9450 2277 or visit [www.forestcoachlines.com.au](http://www.forestcoachlines.com.au) for further information.

#### Public Transport

For travel between the City and Mona Vale there are frequent bus services operating from Carrington Street, Wynyard. Travel between Palm Beach and Mona Vale is also available for those commuting from the Central Coast by ferry. Please call the transport infoline on 131500 or visit the Public Transport Website [www.131500.info/realtime/default.asp](http://www.131500.info/realtime/default.asp).

Palm Beach Ferries have services that run from Palm Beach to Ettalong and also to The Basin. Timetables and fares of these services are available on the Palm Beach Ferries website or by phoning (02) 9974 2411 or visit the Fantasea Palm Beach website [www.palmbeachferry.com.au](http://www.palmbeachferry.com.au). For travel between Palm Beach and Mona Vale, please refer above for bus information.

### Shareholder Questions

Your questions are important to us and the Annual General Meeting (AGM) is the opportunity for the Chairman, CEO and Auditors to respond to the frequently asked questions of our valued shareholders.

Please use this form to submit any questions related to Blackmores that you would like addressed at the AGM and return it by fax to +61 2 9951 5555 or place it in an envelope addressed to Reply Paid 1725 Warriewood 2102. Questions can also be emailed to the Company Secretary, Cecile Cooper: [ccooper@blackmores.com.au](mailto:ccooper@blackmores.com.au)

Shareholder's name: \_\_\_\_\_

Contact phone number: \_\_\_\_\_

Email address: \_\_\_\_\_

Address: \_\_\_\_\_

Shareholder Reference Number (SRN)

OR Holder Identification Number (HIN): \_\_\_\_\_

Question(s): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Chairman  CEO  Auditor

BLACKMORES CAMPUS  
20 JUBILEE AVENUE  
WARRIEWOOD NSW 2102

REGISTERED OFFICE:  
20 JUBILEE AVENUE  
WARRIEWOOD NSW 2102  
TELEPHONE (02) 9910 5000  
FACSIMILE (02) 9910 5555

**BLACKMORES**<sup>®</sup>

┌ 000001 000 BKL  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

### Lodge your vote:



**Online:**

www.investorvote.com.au



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
+61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 11:00am (AEDT) Wednesday 24 October 2012**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →



MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Blackmores Limited hereby appoint

the Chairman of the meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Blackmores Limited to be held at Blackmores Campus, 20 Jubilee Avenue, Warriewood NSW 2102 on Thursday 25 October 2012 at 11:00am (AEDT) and at any adjournment of that meeting.

**IMPORTANT NOTE:**

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. If the Chairman of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy on **item 1** even though the item is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman to vote for or against or abstain from voting on **item 1** by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

**ORDINARY BUSINESS**

	For	Against	Abstain
Item 1 Adoption of the Remuneration Report for the year ended 30 June 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Mr Marcus Blackmore as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr Brent Wallace as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval of financial assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_