

Notice of Annual General Meeting

to be held at 11.00am on
Tuesday 22 October 2013
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 Tuesday 22 October 2013 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 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 2013.

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 2013, 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

Robert Stovold has indicated that he will tender his resignation with effect from the date of the Annual General Meeting.

Resolution 2 Re-election of Verilyn Fitzgerald as a Director

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

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

Resolution 3 Re-election of Stephen Chapman as a Director

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

“That Mr Chapman 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.”

BY ORDER OF THE BOARD

C M Cooper

Company Secretary

Dated 10 September 2013

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 22 October 2013.

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 2013.

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 2013 Annual Report on pages 29 to 36.

The Remuneration 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.

Re-election of Directors

Resignation of Mr Bob Stovold

We bid farewell to our long-serving Director Bob Stovold, who after 17 years of loyal service has decided to step down from the Board at his own behest. Mr Stovold has made an outstanding contribution to the Blackmores Board particularly in his role as Chairman of the Audit and Risk Committee. He has been a wonderful friend to Blackmores and will be sorely missed. He has made a very significant contribution to the growth of the company and we wish him all the very best for the future.

2. Re-election of Ms Verilyn Fitzgerald

Ms Fitzgerald joined the Board in May 1997. She has spent over 25 years working in international corporate management and has experience as a Director of listed and unlisted companies in the Health and IT industries.

3. Re-election of Mr Stephen Chapman

Mr Chapman is an investment banker and joined the Board in September 1993. He was a founder and is the Executive Chairman of Baron Partners Limited, an Australian investment bank. He is an independent Chairman of E*Trade Australia Limited and is an independent Director of ANZ Wealth Group.

4. Glossary

Annual General Meeting means the annual general meeting of Shareholders to be held on 22 October 2013;

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;

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:

- the proxy is not recorded as attending the meeting;
- 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 Monday 21 October 2013 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). 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 2013

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 22 October 2013 at the Blackmores Campus, 20 Jubilee Avenue, 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 AGM.

To register for a tour, please contact Blackmores Reception +61 2 9910 5000 or email reception@blackmores.com.au by 22 October 2013.

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 283 – Mona Vale – Warriewood Shopping Centre – Narrabeen – Elanora – Austlink – Chatswood.

Phone (02) 9450 2277 or visit 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.

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 at the Fantasea Palm Beach website 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 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. Questions can also be emailed to the Company Secretary, Cecile Cooper: ccooper@blackmores.com.au, or return it by fax to +61 2 9951 5555 or place it in an envelope addressed to Reply Paid 1725 Warriewood 2102.

Shareholder's name: _____

Question(s): _____

Contact phone number: _____

Email address: _____

Address: _____

Shareholder Reference Number (SRN)
OR Holder Identification Number (HIN): _____

Chairman CEO Auditor

┌ 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: I9999999999

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 Monday 21 October 2013

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

I ND

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Blackmores Limited to be held at the Blackmores Campus, 20 Jubilee Avenue Warriewood NSW 2102 on Tuesday 22 October 2013 at 11.00am and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman intends to vote all undirected proxies in favour of Item 1. If the Chairman of the Meeting is (or becomes) 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.

	For	Against	Abstain
1 Adoption of the Remuneration Report for year ended 30 June 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Verilyn Fitzgerald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Stephen Chapman as a Director	<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	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____