



McPherson's Limited

ACN 004 068 419

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Australia

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24 October 2011

Ms Kylie Barrie
Advisor, Listings (Melbourne)
ASX Compliance Pty Ltd
Level 45
Rialto South Tower
525 Collins Street
MELBOURNE. VIC 3000

By Email : kylie.barrie@asx.com.au

Dear Ms Barrie,

McPherson's Limited (the "Company") re: Appendix 3X – Initial Director's Interest Notice for Ms Amanda Lacaze

We refer to your letter of 20 October 2011 relating to the Appendix 3X lodged by the Company on 18 October 2011 (**Appendix**). We note the Appendix relates to the appointment of Ms Amanda Lacaze as a Director of the Company.

In answer to your specific questions we respond as follows:

1. Please explain why the Appendix was lodged late.

The Company ensured that on the date Ms Lacaze was appointed as a Director an announcement to that effect was in fact made to the market, and disclosure in that regard was immediate. The confirmatory Appendix 3X was inadvertently lodged outside of the 5 business day period required by ASX listing Rule 3.19A as the Company Secretary was initially travelling interstate and following that on annual leave at the time the Appendix should have been lodged.

Once the oversight was realised, the Appendix 3X was lodged without further delay.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

All of the Company's policies are notified to the Company's new Directors upon their appointment and as part of their appointment Directors commit to ensure their personal compliance with these policies and to ensure the Company is also able to do so as required in relation to them.

The Company specifically addresses the disclosure requirements under Listing Rule 3.19A.2 in its Securities Trading Policy. In addition, the requirement for continuous disclosure and reporting to ASX is stipulated as part of the Company's internal control and compliance framework in the Company's Risk Management Policy and Internal Control Framework.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

The failure to lodge the Appendix within the required time frame was due to circumstance and not due to a lack or inadequacy of compliance arrangements. The Company considers its current measures sufficient to ensure compliance with ASX Listing Rules 3.19A and 3.19B.

In that regard there have been no previous breaches of these listing rules by the Company and the Company has previously complied with the required time frames for the notifications it is required to give the market in each relevant instance.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'P.R. Bennett', written in a cursive style.

P.R. BENNETT
Company Secretary



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20 October 2011

Mr Phil Bennett
Company Secretary
McPhearson's Limited
Mulgrave VIC 3170

By Email

Dear Phil

McPherson's Limited (the "[Company]")

We refer to the following;

1. The Appendix 3X lodged by the Company with ASX on 18 October 2011 for Ms Amanda Margaret Lacaze;
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed



Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3X indicated that the director was appointed on 22 September 2011 it appears that the Appendix 3X should have been lodged with ASX by 29 September 2011. As the Appendix 3X was lodged on 18 October 2011, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendix was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at kylie.barrie@asx.com.au or by facsimile on facsimile number (03) 9614 0303. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e. before 9.30 a.m. A.E.S.T.) on Tuesday, 25 October 2011.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Kylie Barrie
Adviser, Listings (Melbourne)