

# Notice of Annual General Meeting

**The AGM will be held at 11.00am  
on 23 October 2014 at the  
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 23 October 2014 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 Statement and Notes 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 2014.

### 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 2014, be adopted, details of which are set out in item 1 of the Explanatory Statement and Notes to this Notice of Meeting."

#### **Voting Exclusion Statement in relation to Resolution 1**

The Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the key management personnel (KMP), details of whose remuneration are included in the remuneration report;
- (b) by or on behalf of a KMP's closely related party; or
- (c) as a proxy by a member of the KMP or a KMP's closely related party, unless the vote is cast by:
  - (i) a person as a proxy for a person who is entitled to vote on this resolution in accordance with a direction on the proxy form; or
  - (ii) the Chairman as a proxy for a person who is entitled to vote on this resolution, in accordance with an express authorisation in the proxy form.

### Election of Directors

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

#### **Resolution 2 Election of Helen Nash as a Director**

"That Ms Helen Nash, who was appointed a Director pursuant to Clause 92 during the year, and who retires in accordance with Clauses 93 and 94 of the Company's Constitution and being eligible, offers herself for election, be elected a Director of the Company."

#### **Resolution 3 Election of David Ansell as a Director**

"That Mr David Ansell, who was appointed a Director pursuant to Clause 92 during the year, and who retires in accordance with Clauses 93 and 94 of the Company's Constitution and being eligible, offers himself for election, be elected a Director of the Company."

### Resolution for the approval of the Executive Share Plan

#### **Resolution 4 To consider, and if thought fit, to pass the following resolution as an ordinary resolution:**

"That the Executive Share Plan, a summary of the Trust Deed of which is set out in the Explanatory Statement and Notes to this Notice of Meeting and the issue of Shares in accordance with the Executive Share Plan, be approved for the purposes of Listing Rule 7.2, Exception 9(b), and for all other purposes."

# Notice of Meeting (Cont.)

## Resolution for grant of Shares under the Executive Share Plan to Ms Christine Holgate

**Resolution 5** Subject to Resolution 4 being approved, to consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purposes of Listing Rules 10.14 and 10.15A and for all other purposes, the Shareholders approve the acquisition of up to 34,500 Shares by the Trustee under the Executive Share Plan by 22 October 2017 for the benefit of Ms Christine Holgate."

The terms of the Shares to be acquired are set out in the Explanatory Statement and Notes to this Notice of Meeting and the number of Shares to be acquired is to be calculated in accordance with the following formula:

$$N = \frac{AV}{SP}$$

Where:

**N** = the number of Shares, to be subscribed for or acquired by the Trustee.

**AV** = the amount that is determined in accordance with the following table being the product of the compounded annual EPS growth rate over the period from 1 July 2014 to 30 June 2017 and the percentage of Ms Christine Holgate's remuneration:

### Compounded annual EPS growth rate over the period from 1 July 2014 to 30 June 2017

### Percentage of Base Remuneration

Less than 3.9%	0%
3.9%	25.00%
3.9% to 7.8%	25.00% to 50.00%*
7.8%	50.00%
7.8% to 17.9%	50.00% to 150.00%*
17.9%	150.0%
Greater than 17.9%	150.0%

\*If the compounded annual EPS growth rate is between 3.9% and 7.8% or 7.8% and 17.9% the percentage of Base Remuneration will be pro rata between 25.00% and 50.00% or 50.00% and 150.00%. For example, if the compounded annual EPS growth rate is 4.7%, the percentage of Base Remuneration is 30.1%.

SP = \$30.06 (being the Volume Weighted Average Price (VWAP) of the Shares for the 5 day trading period commencing on the day which is 7 days subsequent to the day of the announcement to the ASX of the Company's yearly results for the Financial Year ending on 30 June 2014 less the amount of any dividend per Share declared as payable in respect of the Financial Year ending 30 June 2014).

## Voting Exclusion Statement in relation to Resolutions 4 and 5

The Company will disregard any votes cast on Resolutions 4 and 5 by or on behalf of Ms Christine Holgate (who is the only Director eligible to participate in the Executive Share Plan) and any associate of Ms Christine Holgate, unless a vote is cast by:

- a person as a proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form; or
- the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## BY ORDER OF THE BOARD

**C M Cooper**  
Company Secretary

Dated 8 September 2014

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 23 October 2014.

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 2014.

#### 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 2014 Annual Report on pages 33 to 43.

#### The Remuneration Report:

- sets out the Board's policy for determining the nature and amount of remuneration;
- discusses the relationship between the remuneration policy and the Company's performance;
- provides details of the performance conditions and an explanation as to why the performance conditions were chosen;
- discloses the actual remuneration of each Director of the Company and the Key Management Personnel; and
- 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.

## Election of Directors

### Resignation of Ms Verilyn Fitzgerald

We bid farewell to our Director Verilyn Fitzgerald, who will retire on her own behest after 17 years of outstanding service to the Board. Ms Fitzgerald has chaired the People and Remuneration Committee and has set exceptionally high standards for how the Company rewards its' people and how its people work together and has carried out her role with diligence and passion. She has made a great contribution to the Company and we wish her all the best for the future.

#### 2. Election of Ms Helen Nash

Ms Nash joined the Board in October 2013. She has more than 17 years' experience in brands and marketing, including seven years in fast moving consumer goods at Procter & Gamble, followed by three years in publishing at IPC Media. She has held a variety of roles at McDonald's Australia over a period of nine years and most recently held the position of Chief Operating Officer, overseeing restaurant operations, marketing, menu, insights and research and information technology. She is currently an independent Director of Pacific Brands Limited (since 2013).

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

#### 3. Election of Mr David Ansell

Mr Ansell joined the Board in October 2013, following a highly successful career in consumer facing organisations in Australia, Singapore and the United States. He played a pivotal role in the start-up years of Foxtel and was CEO of Advertising Agency, Saatchi & Saatchi. He has led business units of Mars Incorporated in Australia and most recently in the United States. Mr Ansell has a strong Operating and Supply Chain skill set and a deep understanding of consumer and customer strategy.

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

#### 4. Resolution for the approval of the Executive Share Plan

##### 4.1 Listing Rule 7.2, Exception 9(b)

Shareholder approval of the Executive Share Plan (the Plan) was obtained at the Company's annual general meeting on 27 October 2011.

The Company wishes to exempt issues of securities under the Plan from counting towards the rolling annual limit of 15% of issued ordinary shares prescribed by Listing Rule 7.1. This limit otherwise applies to all new issues of equity securities made without Shareholder approval. Shareholder approval is therefore sought under Listing Rule 7.2, Exception 9(b),

whereby the shareholders may approve in advance the issue of securities made under the Plan as an exception to the limit under Listing Rule 7.1.

#### 4.2 Summary of the terms of the Plan

This section gives a brief outline of how the Board implements participation under the Trust Deed which established the Plan. A Trust Deed is used because the legal interest in the Shares is held by the Trustee until such times as all Vesting Conditions are satisfied and until that time a Plan participant holds only the beneficial interest in the Shares. Further, the Trustee will either subscribe for new Shares or acquire existing Shares on the ASX with funds contributed to the Trustee by the Company.

The use of a trust structure enables the Trustee to hold the Shares on behalf of the Plan participant but also to reallocate forfeited Shares in circumstances where the Vesting Conditions are not met by other Plan participants.

The Trust Deed is summarised in Section 4.3 below. Most words with initial capitals are defined in the Trust Deed.

##### (a) Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long-term incentives to key staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to issue or direct the Plan Company to acquire Shares in the Company to selected Eligible Executives who, in the opinion of the Board, are able by virtue of their skill and their application in performing their allocated tasks within the Company, to influence the generation of Shareholder wealth.

The Plan will reward employees based on EPS growth over a 3 year period from 1 July 2014 to 30 June 2017. In contrast, the Plan approved in 2011 was based on only 1 year EPS growth. The Board considers the structure to be aligned with the Company's long term strategy.

##### (b) The number of Shares issued to or acquired by the Trustee on behalf of each participant

The number of Shares which shall be subscribed for or acquired by the Trustee on behalf of a Participant shall be calculated in accordance with the following formula:

$$N = \frac{AV}{SP}$$

Where:

**N** = the number of Shares, to be subscribed for or acquired by the Trustee.

**AV** = the amount that is the product of the compounded annual EPS growth rate over the period from 1 July 2014 to 30 June 2017 and the percentage of the participant's Base Remuneration .

**SP** = \$30.06 (being the Volume Weighted Average Price (VWAP) of the Shares for the 5 day trading period commencing on the day which is 7 days subsequent to the day of the announcement to the ASX of the Company's yearly results for the Financial year ending on 30 June 2014 less the amount of any dividend per Share declared as payable in respect of the Financial year ending 30 June 2014).

##### (c) Vesting Condition

The threshold requirement for any Shares to be acquired pursuant to the Plan by the Trustee is that the compounded annual EPS growth rate over the period from 1 July 2014 to 30 June 2017 must be achieved at a certain level and as noted in the description of the formula in Section 4.2(b), this will determine the percentage of Base Remuneration which will be contributed by the Company to the Trustee to enable it to acquire the Shares.

The Shares acquired pursuant to the Plan by the Trustee will be restricted and will not be able to be dealt with until the Vesting Condition relating to service associated with the Shares has been satisfied, which is that the Participant must remain an employee of the Company for the period of 3 years ending on the date being 24 hours after the release of the full year results for the year ended 30 June 2017 (the Vesting Date). It follows that no vesting of the Shares can occur until after that time.

#### 4.3 Summary of the rules of the Plan

A summary of the Trust Deed is set out below. A full copy of the Trust Deed is available on the Company's website.

- (a) **Trust Deed** – the Executive Share Plan Trust Deed establishes the plan;
- (b) **Administration of Plan** – the Plan will be administered by the Board in accordance with the provisions of the Trust Deed and the Trustee of the Plan will be Blackmores Nominees Pty Ltd ACN 080 742 589;
- (c) **Eligible Executive** – under the Plan, the Board may from time to time make an Invitation to participate in the Plan to employees and employees who are Directors but excludes:
  - (i) Non-Executive Directors; and
  - (ii) employees who have a legal or beneficial interest in, or who are in a position to vote or control the voting rights attached to, more than 5% of the Shares in the Company;
- (d) **Source of Shares** – Shares required for the purposes of the Plan will be sourced by issuing new Shares to the Trustee or by the acquisition of Shares by the Trustee on the ASX;

# Explanatory Statement and Notes

- (e) **Payment for Shares** – any costs associated with Shares issued or where acquired, including the cost of acquisition for the purposes of the Plan will be paid by the Company;
- (f) **Vesting Condition** – is as referred to in Section 4.2(c) of this Explanatory Statement and Notes;
- (g) **Issued Capital not to exceed 5%** – the number of Shares that may be issued under the Plan and any other share or option schemes implemented by the Company (but disregarding any issues of securities which do not require a prospectus or other disclosure document under the Corporations Act) during the previous 5 years must not exceed 5% of the issued capital of the Company at any time;
- (h) **Dividends** – a Participant is entitled to receive any cash dividend paid in respect of Shares held by the Trustee on behalf of the Participant. However, a Participant is not entitled to participate in the dividend reinvestment plan in respect of those dividends;
- (i) **Bonus shares** – a Participant is entitled to receive bonus Shares (being additional Shares for having an existing holding of Shares in the Company) but these Shares will be held by the Trustee until the Shares to which the bonus Shares relate are unrestricted. The Participant will be notified by the Trustee of any rights issues and the Participant may provide the Trustee with instructions to either sell the rights or acquire the shares applicable to those rights. The Participant will be required either to pay the relevant amount to exercise those rights to or receive the sale proceeds of those rights from the Trustee;
- (j) **Release of Shares** – the Board may release Shares from the Plan upon receipt of a notice of withdrawal of Shares from a Plan Participant in respect of those Shares at any time and in any circumstances, provided that the Vesting Condition has been met;
- (k) **Forfeiture of Shares** – any right or interest in any Shares is forfeited if:
  - (i) the Employment of the Participant ceases as a result of Resignation, Termination or Termination for Cause prior to the Vesting Date; or
  - (ii) the Participant transfers mortgages, charges or assigns or otherwise attempts to deal with any rights or interests the Participant may have in the Shares other than in accordance with the Trust Deed.

In the event of cessation of employment as a result of Special Circumstances (being death, incapacity or redundancy) then the Shares will also be forfeited unless the Board determines otherwise in its discretion.

The circumstances when Resignation, Termination, Termination for Cause, or death or incapacity are applicable are described in the Executive Service Agreement of each Participant and a definition of Redundancy is in the Trust Deed.

- (l) **Takeover** – If a takeover offer is made in relation to the Company involving the whole of the issued shares, then the Board may in its discretion declare that each Participant is permitted, if the Participant wishes, to direct the Trustee to accept the offer on the Participant's behalf in respect of any of the Shares registered in the Participant's name;
- (m) **Voting** – Participants are entitled to exercise any voting rights attaching to the Shares registered in the Participant's name;
- (n) **Restrictions on Shares** – a Participant may not dispose of, or grant a security interest over any Shares while they are held in the Plan;
- (o) **Amendments to Trust Deed** – subject to the provisions of the Plan and the Listing Rules, the Board may amend the Trust Deed, provided that any amendment does not adversely affect the existing rights of Participants; and
- (p) **Termination of the Plan** – The Board may terminate the Plan in its discretion or suspend the operation of the Plan in which case the Board will determine in its' discretion how the Shares subject to any Conditions are to be dealt with in such circumstances. Shares which are not subject to any Conditions and are Unrestricted Shares may be withdrawn by the Participant in accordance with the Trust Deed.

A copy of the Trust Deed is available at no cost on request to the Company Secretary.

To the extent applicable to certain employees, the clawback policy described in the Remuneration Report (page 33 of the Annual Report) will apply to the Plan.

#### 4.4 Number of securities issued under the Plan since the date of the last approval

No Shares have been issued under the Plan since approval under Listing Rule 7.2, Exception 9 was obtained at the Company's annual general meeting on 27 October 2011.

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

#### 5. Resolution for the grant of Shares under the Executive Share Plan to Ms Christine Holgate

Shareholder approval is sought for the acquisition of up to 34,500 Shares by the Trustee for the benefit of Ms Holgate, Managing Director and Chief Executive Officer of the Company. Shareholder approval is sought for the purposes of Listing Rule 10.14, which requires Shareholder approval by ordinary resolution prior to a Director acquiring securities under an employee incentive scheme.



The Non-Executive Directors are of the view that the overall remuneration for Ms Holgate, including the proposed grant of Shares, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Ms Holgate and market levels of remuneration for people in her position in similar sized companies.

For the purposes of Listing Rule 10.15A, the following information is provided to Shareholders:

- (a) The maximum number of Shares that may be acquired by Ms Holgate under the Plan is 34,500 by 22 October 2017. It should be noted that this is the maximum possible number of Shares that could be acquired under the Plan to Ms Holgate;
- (b) The formula for calculating the price for each security to be acquired under the Plan is set out in Resolution 5 above;
- (c) Ms Holgate has received no Shares under the Plan, since approval under Listing Rule 10.14 was obtained at the Company's annual general meeting on 27 October 2011;
- (d) Pursuant to the terms of the Trust Deed, any employee (which includes an executive Director, but excludes Non-Executive Directors of the Company) determined by the Board is eligible to participate in the Plan;
- (e) The Company will not be providing any loan to the Trustee or Ms Holgate in connection with the issue or acquisition of Shares;
- (f) Details of any Shares issued or acquired under the Plan will be published in each annual report of the entity relating to a period in which those Shares have been issued, and that approval for the issue or acquisition of Shares was obtained under Listing Rule 10.14;
- (g) Any additional persons who become entitled to participate in the Plan after the resolution was approved and who was not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14; and
- (h) The Shares will be acquired no later than 22 October 2017 (or such later date as date as permitted by any ASX waiver or modification of the Listing Rules).

It should be noted that Ms Holgate will be the only Director who will be able to participate in the Plan.

All current Directors of the Company (other than Ms Holgate) are ineligible to participate in the Plan and the Company has no other plans that these Directors can participate in.

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

## 6. Glossary

**Annual General Meeting** means the annual general meeting of Shareholders to be held on 23 October 2014;

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

**Base Remuneration** means the Eligible Executive's base remuneration (being the annual base remuneration package excluding any entitlements to any bonus, profit share or incentive payments but including any packaged benefits such as superannuation and motor vehicle expense benefits, as at 1 July 2014);

**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;

**Eligible Executive** has the meaning in Section 4.3 above;

**EPS** means basic earnings per share as defined in accounting standards, and as adjusted by the Board in its discretion;

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

**KMP** means key management personnel;

**Listing Rules** means the Listing Rules of the ASX;

**Plan** means the Executive Share Plan;

**Plan Company** means Computershare Plan Managers Pty Limited ABN 56 084 591 131;

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

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

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

**Trustee** means Blackmores Nominees Pty Ltd ACN 080 742 589.

# 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. Sections 250BB and 250BC of the Corporations Act 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.

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 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 Wednesday 22 October 2014 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®

## THE BEST OF HEALTH

blackmores.com.au

**Blackmores Limited**

ABN 35 009 713 437

└ 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  
(within Australia) 1800 783 447  
(outside Australia) +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 and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I999999999**

**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 11:00 am (AEDT) Wednesday 22 October 2014**

### 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 or abstain as they choose (to the extent permitted by law). 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](http://www.investorcentre.com) under the help tab, "Printable 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, and to the extent permitted by law, 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 23 October 2014 at 11:00am (AEDT) 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 all item of business.** 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 each item 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 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Helen Nash as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of David Ansell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the Executive Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Grant of Shares under the Executive Share Plan to Ms Christine Holgate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /