



**Mothercare Australia Limited**

ACN 060 199 082

Registered Office: Level 1, Building 220/2A, The Entertainment Quarter, 122 Lang Road, Moore Park, NSW 2021  
Telephone: (02) 9332 9900; Facsimile: (02) 9358 5799

10 October 2011

Companies Announcements Office  
ASX Limited  
Exchange Square  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Appendix 3Y – Change of Directors Interest Notice for Mike Lewis**

In relation to the Mandatorily Converting Notes issue finalised on 5 October 2011 please find attached the updated Appendix 3Y for Mike Lewis.

Please note, this Appendix 3Y, lists both the shares issued to Mike Lewis in mid-October 2010 (5,373,748 ordinary shares), as per the EGM announced to the market on 30 September 2010, as well as the Notes issued (300,000 Mandatorily Converting Notes) in the Rights Issue finalised on 5 October 2011.

Although the share placement to Jessfield Ltd, the company of Mike Lewis, and his appointment as director, was announced to the market on 30 September 2010, the appropriate 3X/3Y was not lodged following this announcement. The following explanations for this are provided

1) Please explain why the Appendix 3Y was not lodged at the time

The 3Y was not lodged due to an oversight between the lodgement of EGM results which included the share placement to Jessfield Ltd on 30 September 2010, and the initial director's 3X notice lodged on 5 October 2010. As the share placement announced on 30 September 2010 had not been allotted by the 5 October 2010, they were not included on the initial director's interest. There appears to be some confusion at the time between the EGM announcement, the timing of the 3X announcement, and the ultimate placing of the shares post the 3X announcement which has led to the 3Y being inadvertently missed.

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 3.19B?

The company has in place contracts signed by each of the Company's directors to ensure the disclosure requirements of listing rules 3.19A and 3.19B. The wording of these contracts is in accordance with the wording of the pro-forma agreement between entity and director as provided in Guidance Note 22 to the listing rules.

3) If 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?



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The company believes that the current arrangements are adequate for compliance with listing rule 3.19B. The directors have been reminded of their obligations regarding disclosure of changes in their interests in the Company. The directors have undertaken to provide details of any changes in their interests directly to the company secretary in future within five business days of any transactions.

The Company takes this opportunity to apologise for the late lodgement of the Appendix 3Y for the shareholding portion, and undertakes to ensure this does not recur.

Yours faithfully

**MOTHERCARE AUSTRALIA LIMITED**

Robert de Lorenzo  
Company Secretary

## Appendix 3Y

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	Mothercare Australia Limited
ABN	26 060 199 082

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mike Lewis
Date of last notice	5 October 2010

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares and Converting notes have been issued to Jessfield Ltd, of which Mike Lewis is owner and director
Date of change	11 October 2010 – Ordinary Shares 05 October 2011 – Mandatorily Converting Notes
No. of securities held prior to change	Nil
Class	Ordinary Shares Mandatorily Converting Notes
Number acquired	5,373,748 Ordinary Shares 300,000 Mandatorily Converting Notes
Number disposed	

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$54,000 for Mandatorily Converting Notes  Ordinary Shares is as per the agreement set out in the EGM notification lodged 31/8/2010. The value of the shares at granting of shares at the EGM on 30/9/2010 was at the closing price on the day of \$0.41 multiplied by 5,373,748 shares equalling \$2,203,237
<b>No. of securities held after change</b>	5,373,748 Ordinary shares 300,000 Mandatorily Converting Notes
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<ul style="list-style-type: none"> <li>Shares issued as part of full buy out of Skansen KCG Pty Ltd as voted for by shareholders at the EGM held 30 September 2010.</li> <li>A pro rata non-renounceable rights issue on the basis of 1 New Mandatorily Converting Note for every 5 Shares held on the Record Date at an issue price of \$0.18 per New Mandatorily Converting Note.</li> </ul>

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

Interest after change	
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**Part 3 – <sup>+</sup>Closed period**

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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<sup>+</sup> See chapter 19 for defined terms.