

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme PACIFIC BRANDS LIMITED

ACN/ARSN 106 773 059

#### 1. Details of substantial holder (1)

Name 452 CAPITAL PTY LIMITED

ACN/ARSN (if applicable) 101 924 430

There was a change in the interests of the substantial holder on 20 February 2009

The previous notice was given to the company on 12 December 2008

The previous notice was dated 10 December 2008

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	36,123,787	7.192%	30,905,556	6.153%

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of changes (6)	Consideration given in relation to change (7)	Class and number of securities affected	Persons votes affected
REFER ANNEXURE A					

#### 4. Present relevant interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
REFER ANNEXURE B					

### 5. Changes in association

The persons who have become associate (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
452 CAPITAL PTY LIMITED	Level 18 Royal Exchange Building, 56 Pitt Street Sydney NSW 2000

### Signature

Print name Peter Morgan Capacity Director

Sign here Date 24 February 2009

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interest of a group of persons are essentially similar, they may be referred to throughout the form as a specifically names group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any persons from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**ANNEXURE A**

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

<b>Date of Change</b>	<b>Person whose relevant interest changed</b>	<b>Nature of change (6)</b>	<b>Consideration given in relation to change (7)</b>	<b>Class and number of securities affected (ordinary shares unless stated)</b>	<b>Person's votes affected</b>
11/12/2008	452 Capital Pty Limited	OS-SAL	(32,918.43)	(57,900)	(57,900)
11/12/2008	452 Capital Pty Limited	OS-SAL	(27,052.25)	(47,582)	(47,582)
12/12/2008	452 Capital Pty Limited	OS-SAL	(37,448.79)	(75,000)	(75,000)
12/12/2008	452 Capital Pty Limited	OS-SAL	(24,965.86)	(50,000)	(50,000)
12/12/2008	452 Capital Pty Limited	OS-SAL	(49,931.72)	(100,000)	(100,000)
12/12/2008	452 Capital Pty Limited	OS-SAL	(74,897.58)	(150,000)	(150,000)
12/12/2008	452 Capital Pty Limited	OS-SAL	(37,448.79)	(75,000)	(75,000)
30/12/2008	452 Capital Pty Limited	OS-SAL	(65,082.79)	(150,000)	(150,000)
30/12/2008	452 Capital Pty Limited	OS-SAL	(17,355.41)	(40,000)	(40,000)
30/12/2008	452 Capital Pty Limited	OS-SAL	(34,710.83)	(80,000)	(80,000)
30/12/2008	452 Capital Pty Limited	OS-SAL	(21,694.26)	(50,000)	(50,000)
30/12/2008	452 Capital Pty Limited	OS-SAL	(43,388.53)	(100,000)	(100,000)
30/12/2008	452 Capital Pty Limited	OS-SAL	(34,710.83)	(80,000)	(80,000)
31/12/2008	452 Capital Pty Limited	OS-SAL	(43,160.92)	(98,345)	(98,345)
31/12/2008	452 Capital Pty Limited	OS-SAL	(5,924.78)	(13,500)	(13,500)
31/12/2008	452 Capital Pty Limited	OS-SAL	(15,355.09)	(35,400)	(35,400)
07/01/2009	452 Capital Pty Limited	OS-SAL	(94,756.56)	(200,000)	(200,000)
09/01/2009	452 Capital Pty Limited	OS-SAL	(22,044.82)	(48,500)	(48,500)
09/01/2009	452 Capital Pty Limited	OS-SAL	(137,041.47)	(301,500)	(301,500)
19/01/2009	452 Capital Pty Limited	OS-SAL	(97,756.49)	(210,229)	(210,229)
20/01/2009	452 Capital Pty Limited	OS-SAL	(34,430.40)	(75,041)	(75,041)
21/01/2009	452 Capital Pty Limited	OS-SAL	(87,894.19)	(200,000)	(200,000)
22/01/2009	452 Capital Pty Limited	OS-SAL	(23,938.50)	(50,000)	(50,000)
22/01/2009	452 Capital Pty Limited	OS-SAL	(20,950.01)	(45,005)	(45,005)
28/01/2009	452 Capital Pty Limited	OS-SAL	(45,882.13)	(100,000)	(100,000)
02/02/2009	452 Capital Pty Limited	OS-SAL	(59,654.02)	(140,723)	(140,723)
03/02/2009	452 Capital Pty Limited	OS-SAL	(86,038.96)	(200,000)	(200,000)
03/02/2009	452 Capital Pty Limited	OS-SAL	(43,019.48)	(100,000)	(100,000)
03/02/2009	452 Capital Pty Limited	OS-SAL	(43,019.48)	(100,000)	(100,000)
04/02/2009	452 Capital Pty Limited	OS-SAL	(60,550.82)	(144,539)	(144,539)
04/02/2009	452 Capital Pty Limited	OS-SAL	(21,909.71)	(52,300)	(52,300)
05/02/2009	452 Capital Pty Limited	OS-SAL	(11,729.87)	(28,000)	(28,000)
06/02/2009	452 Capital Pty Limited	OS-SAL	(71,566.14)	(175,000)	(175,000)
06/02/2009	452 Capital Pty Limited	OS-SAL	(41,393.66)	(100,000)	(100,000)
10/02/2009	452 Capital Pty Limited	OS-SAL	(40,894.94)	(100,000)	(100,000)
13/02/2009	452 Capital Pty Limited	OS-SAL	(109,219.41)	(300,000)	(300,000)
16/02/2009	452 Capital Pty Limited	OS-SAL	(31,834.55)	(87,442)	(87,442)
17/02/2009	452 Capital Pty Limited	OS-SAL	(96,950.93)	(270,000)	(270,000)
17/02/2009	452 Capital Pty Limited	OS-SAL	(11,726.17)	(32,209)	(32,209)
18/02/2009	452 Capital Pty Limited	OS-SAL	(146,638.27)	(450,000)	(450,000)
18/02/2009	452 Capital Pty Limited	OS-SAL	(64,946.23)	(205,016)	(205,016)
20/02/2009	452 Capital Pty Limited	OS-SAL	(102,255.00)	(300,000)	(300,000)

Print Name: Peter Morgan  
Sign Here:

Capacity: Director  
Date: 24/02/2009

## ANNEXURE B

### 4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's Votes
452 Capital Pty Limited	JP Morgan Nominees Australia Limited		Power to vote	Ordinary 17,896,160	17,896,160
	National Nominees Limited		Power to vote	Ordinary 1,393,622	1,393,622
	BNP Paribas Securities		Power to vote	Ordinary 900,000	900,000
	Westpac Nominees Limited		Power to vote	Ordinary 796,900	796,900
	ANZ Custodian Services Limited		Power to vote	Ordinary 655,567	655,567
	Citicorp Nominees Limited		Power to vote	Ordinary 9,263,307	9,263,307

Print Name: Peter Morgan  
Sign Here:

Capacity: Director  
Date: 24/02/2009