



LION
NATHAN

ASX/ NZX/ Media Release

Implementation of Achievement Rights Plan Arrangements following approval of Scheme of Arrangement by Non-Kirin shareholders

Sydney, 23 September 2009: Lion Nathan is pleased to advise that, as part of the implementation of the proposed scheme of arrangement ("**Scheme**") between Lion Nathan and relevant non-Kirin shareholders and following the approval of the Scheme by the requisite majorities of non-Kirin shareholders at the Scheme meeting on 17 September 2009, the Lion Nathan Board has exercised its discretion under the rules of the Achievement Rights Plan to:

- accelerate the grant, vesting and exercise of Achievement Rights in respect of the financial year ending 30 September 2009, having regard to the Lion Nathan Board's assessment of performance for the Achievement Period ending 30 September 2009 against the applicable Achievement Targets for relevant participants and the rules of the Achievement Rights Plan; and
- accelerate the vesting and exercise of Achievement Rights previously granted in respect of the financial year ended 30 September 2007, and the financial year ended 30 September 2008, subject to a forfeiture condition that the Scheme is approved by the Court in accordance with the Corporations Act. If this forfeiture condition is not satisfied, these Achievement Rights will be reinstated on their previous terms and the ordinary shares allocated in respect of these Achievement Rights will be forfeited.

These arrangements will enable relevant participants in the Achievement Rights Plan to participate in the Scheme and receive the benefit of the Special Dividend of A\$0.50 per share, and the Scheme Consideration of A\$11.50 per share. No ordinary shares have been issued in order to satisfy Lion Nathan's obligations in relation to the exercise of these Achievement Rights.

Please refer to the attached Appendix 3B and Appendix 3Ys for further details.

Contacts

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Lion Nathan Limited

ABN

34 093 160 448

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Achievement Rights issued under the Lion Nathan Achievement Rights Plan |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1,032,672 Achievement Rights |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>Each Achievement Right provides a right to acquire one fully paid ordinary share in Lion Nathan.</p> <p>No exercise price is payable on the grant of Achievement Rights or the exercise of Qualifying Achievement Rights.</p> <p>The vesting and exercise of each Achievement Right will be accelerated as part of the implementation of the proposed scheme of arrangement between Lion Nathan and relevant non-Kirin shareholders ("Scheme") - refer to item 6 and the Scheme Booklet for further details.</p> |

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>N/A</p>
<p>5 Issue price or consideration</p>	<p>Nil issue price</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Executives acquired Achievement Rights under the Lion Nathan Achievement Rights Plan in respect of the financial year ending 30 September 2009.</p> <p>As contemplated by the Scheme Booklet relating to the Scheme, the Lion Nathan Board has exercised its discretion under the rules of the Achievement Rights Plan to accelerate the grant and vesting of Achievement Rights in respect of the financial year ending 30 September 2009, having regard to the Lion Nathan Board's assessment of performance for the Achievement Period ending 30 September 2009 against applicable Achievement Targets for relevant participants. The Lion Nathan Board's approval of this accelerated grant and vesting for the purposes of the implementation of the Scheme was given subject to approval of the Scheme by the requisite majorities of non-Kirin shareholders at the Scheme Meeting (which was obtained on 17 September 2009).</p>
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>N/A</p>

⁺ See chapter 19 for defined terms.

	Number	+Class
8	534,240,495	Ordinary Shares

	Number	+Class
9	2,514,321	Achievement Rights

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A

- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
 Note: Security holders must be told how their entitlements are to be dealt with.
 Cross reference: rule 7.7. N/A
- 19 Closing date for receipt of acceptances or renunciations N/A
- 20 Names of any underwriters N/A
- 21 Amount of any underwriting fee or commission N/A
- 22 Names of any brokers to the issue N/A
- 23 Fee or commission payable to the broker to the issue N/A
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders N/A
- 25 If the issue is contingent on +security holders' approval, the date of the meeting N/A
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled N/A
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders N/A
- 28 Date rights trading will begin (if applicable) N/A
- 29 Date rights trading will end (if applicable) N/A
- 30 How do +security holders sell their entitlements *in full* through a broker? N/A

+ See chapter 19 for defined terms.

- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A	
39	Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	Number	+Class
N/A			

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
Company Secretary

Date: 23 September 2009

Print name: Duncan Makeig

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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 30/9/2001.

Name of entity Lion Nathan Limited
ABN 34 093 160 448

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	Robert Andrew Murray
Date of last notice	15 December 2008

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	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect holding relates to 168,478 Ordinary Shares registered in the name of CPU Share Plans Pty Limited (ABN 20 081 600 875) which have been allocated to Robert Murray in respect of 168,478 Achievement Rights granted in respect of the Achievement Period ending 30 September 2008 subject to a forfeiture condition that the proposed scheme of arrangement between Lion Nathan and relevant non-Kirin shareholders ("Scheme") is approved by the Court in accordance with the Corporations Act.
Date of change	Achievement Rights granted on 22 September 2009. Ordinary Shares allocated on 23 September 2009.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	168,478 Achievement Rights and 363,556 Ordinary Shares.
Class	Achievement Rights under the Lion Nathan Achievement Rights Plan and Ordinary Shares.
Number acquired	178,777 Achievement Rights in respect of the Achievement Period ending 30 September 2009. 347,255 Ordinary Shares granted on the exercise of 347,255 Achievement Rights as part of the implementation of the Scheme.
Number disposed	347,255 Achievement Rights exercised as part of the implementation of the Scheme. [Note that the exercise of the 168,478 Achievement Rights granted in respect of the Achievement Period ending 30 September 2008 was subject to a forfeiture condition that the Scheme is approved by the Court in accordance with the Corporations Act. If this forfeiture condition is not satisfied, these Achievement Rights will be reinstated on their previous terms and the Ordinary Shares allocated in respect of these Achievement Rights will be forfeited].
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil issue price
No. of securities held after change	710,811 Ordinary Shares. [Note that the exercise of the 168,478 Achievement Rights granted in respect of the Achievement Period ending 30 September 2008 was subject to a forfeiture condition that the Scheme is approved by the Court in accordance with the Corporations Act. If this forfeiture condition is not satisfied, these Achievement Rights will be reinstated on their previous terms and the Ordinary Shares allocated in respect of these Achievement Rights will be forfeited].

+ See chapter 19 for defined terms.

<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Achievement Rights and Ordinary Shares acquired under the Lion Nathan Achievement Rights Plan.</p> <p>As contemplated by the Scheme Booklet relating to the Scheme, the Lion Nathan Board has exercised its discretion under the rules of the Achievement Rights Plan to accelerate the grant and vesting of Achievement Rights in respect of the financial year ending 30 September 2009, having regard to the Lion Nathan Board's assessment of performance for the Achievement Period ending 30 September 2009 against applicable Achievement Targets for relevant participants. The Lion Nathan Board's approval of this accelerated grant and vesting for the purposes of the implementation of the Scheme was given subject to approval of the Scheme by the requisite majorities of non-Kirin shareholders at the Scheme Meeting (which was obtained on 17 September 2009).</p> <p>Accordingly, 178,777 Achievement Rights were granted in respect of the financial year ending 30 September 2009. Ordinary Shares were acquired on exercise of these Achievement Rights in accordance with the rules of the Achievement Rights Plan.</p> <p>In addition, as part of the implementation of the Scheme, the Lion Nathan Board exercised its discretion to accelerate the vesting of Achievement Rights previously granted for the financial year ended 30 September 2008. On exercise of these Achievement Rights, Ordinary Shares were allocated and are being held beneficially on trust, subject to the forfeiture condition that the Scheme is approved by the Court in accordance with the Corporations Act, and in accordance with the rules of the Achievement Rights Plan.</p>
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+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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.

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

+ See chapter 19 for defined terms.

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 30/9/2001.

Name of entity Lion Nathan Limited
ABN 34 093 160 448

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	Andrew Maxwell Reeves
Date of last notice	15 December 2008

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	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect holding relates to 164,717 Ordinary Shares registered in the name of CPU Share Plans Pty Limited (ABN 20 081 600 875) which have been allocated to Andrew Reeves in respect of 164,717 Achievement Rights granted in respect of the Achievement Periods ending 30 September 2007 and 30 September 2008 subject to a forfeiture condition that the proposed scheme of arrangement between Lion Nathan and relevant non-Kirin shareholders ("Scheme") is approved by the Court in accordance with the Corporations Act.
Date of change	Achievement Rights granted on 22 September 2009. Ordinary Shares allocated on 23 September 2009.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	164,717 Achievement Rights and 34,994 Ordinary Shares.
Class	Achievement Rights under the Lion Nathan Achievement Rights Plan and Ordinary Shares.
Number acquired	81,459 Achievement Rights in respect of the Achievement Period ending 30 September 2009. 246,176 Ordinary Shares granted on the exercise of 246,176 Achievement Rights as part of the implementation of the Scheme.
Number disposed	246,176 Achievement Rights exercised as part of the implementation of the Scheme. [Note that the exercise of the 164,717 Achievement Rights granted in respect of the Achievement Periods ending 30 September 2007 and 30 September 2008 was subject to a forfeiture condition that the Scheme is approved by the Court in accordance with the Corporations Act. If this forfeiture condition is not satisfied, these Achievement Rights will be reinstated on their previous terms and the Ordinary Shares allocated in respect of these Achievement Rights will be forfeited].
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil issue price
No. of securities held after change	281,170 Ordinary Shares. [Note that the exercise of the 164,717 Achievement Rights granted in respect of the Achievement Periods ending 30 September 2007 and 30 September 2008 was subject to a forfeiture condition that the Scheme is approved by the Court in accordance with the Corporations Act. If this forfeiture condition is not satisfied, these Achievement Rights will be reinstated on their previous terms and the Ordinary Shares allocated in respect of these Achievement Rights will be forfeited].

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Achievement Rights and Ordinary Shares acquired under the Lion Nathan Achievement Rights Plan.</p> <p>As contemplated by the Scheme Booklet relating to the Scheme, the Lion Nathan Board has exercised its discretion under the rules of the Achievement Rights Plan to accelerate the grant and vesting of Achievement Rights in respect of the financial year ending 30 September 2009, having regard to the Lion Nathan Board's assessment of performance for the Achievement Period ending 30 September 2009 against applicable Achievement Targets for relevant participants. The Lion Nathan Board's approval of this accelerated grant and vesting for the purposes of the implementation of the Scheme was given subject to approval of the Scheme by the requisite majorities of non-Kirin shareholders at the Scheme Meeting (which was obtained on 17 September 2009).</p> <p>Accordingly, 81,459 Achievement Rights were granted in respect of the financial year ending 30 September 2009. Ordinary Shares were acquired on exercise of these Achievement Rights in accordance with the rules of the Achievement Rights Plan.</p> <p>In addition, as part of the implementation of the Scheme, the Lion Nathan Board exercised its discretion to accelerate the vesting of Achievement Rights previously granted for the financial year ended 30 September 2007 and the financial year ended 30 September 2008. On exercise of these Achievement Rights, Ordinary Shares were allocated and are being held beneficially on trust, subject to the forfeiture condition that the Scheme is approved by the Court in accordance with the Corporations Act, and in accordance with the rules of the Achievement Rights Plan.</p>
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+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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.

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

+ See chapter 19 for defined terms.