


NOTICE OF ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Shareholders of Pharmacybrands Limited will be held at the Ellerslie Convention Centre, Ellerslie Racecourse, 80-100 Ascot Avenue, Auckland on **Thursday 1 August 2013 at 2pm.**

BUSINESS

1. To receive and consider the annual report, including the financial statements for the year ended 31 March 2013 and the report of the auditors thereon.
2. To re-elect three directors.
In accordance with Clause 11.6 of the Company's Constitution Messrs Andrew Bagnall, Mark Vuksich and Keith Rushbrook retire by rotation and, being eligible, offer themselves for re-election.
The board has determined that Keith Rushbrook is an independent director, in terms of the NZSX Listing Rules, while non-executive directors, Andrew Bagnall and Mark Vuksich do not currently satisfy the NZSX definition of independent directors.
3. To authorise the directors to fix the remuneration of the auditor for the ensuing year.

PROXIES

Any shareholder who is entitled to attend and vote at the meeting may instead appoint a proxy to attend and vote on their behalf.

If you wish to appoint a proxy please complete the enclosed proxy form and mail to:

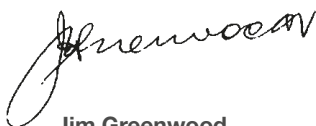
Computershare Investor Services Limited
Private Bag 92119
AUCKLAND 1020

so as to be received not less than 48 hours before the time of holding the meeting.

Note

Tea and coffee will be served at the conclusion of the meeting.

For and on behalf of the Board



Jim Greenwood
Company Secretary
Auckland
July 2013