

PROXY FORM

Cosmedics Australia Limited ABN 38 002 862 017
("Company")

Appointment of Proxy

I/We,

being a member/s of the Company and entitled to attend and vote hereby appoint

the Chairperson
of the Meeting

OR

Write here the name of the person you
are appointing if this person is **someone
other than** the Chairperson of the
Meeting.

(mark with an 'X')

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my/our behalf, at the Annual General Meeting of the Company to be held at Level 1, 219 Blaxland Road, Ryde, New South Wales, 2112 on Tuesday, 29 November 2005 at 10.00am and at any adjournment of that meeting.

Voting directions to your proxy - please mark

X

to indicate your directions

Ordinary Business

For

Against

Abstain*

Resolution 1

Resolution 2

* If you mark the Abstain box for a particular item, you are directing your proxy **not** to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Signature of Members

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented,

Individual or Member 1

Sole Director and Sole Company Secretary
Sole Director (cross out inapplicable capacity)

Member 2 (if joint holding)

Director

Member 3 (if joint holding)

Director/Company Secretary
(cross out inapplicable capacity)

Contact Name

Contact Daytime Telephone

Date

INSTRUCTIONS FOR COMPLETION OF PROXY FORM

1. Your Name and Address

This is your name and address as it appears in the register of members of Cosmedics Australia Limited ("**Company**"). If this information is incorrect, please mark the box and make the correction on the form. Members sponsored by a broker should advise their broker of any changes. **Please note you cannot change the ownership of your shares using this form.**

2. Appointment of Proxy

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairperson of the Meeting, write the name of that person. A proxy may be an individual or a body corporate. If you leave this section blank or your named proxy does not attend the Meeting, the Chairperson of the Meeting will be your proxy. A proxy need not be a member of the Company.

3. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form. To appoint a second proxy you must:

- (a) on each of the first Proxy Form and second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise one half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

4. Voting directions to your Proxy

You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

5. Signature of Members

You must sign this form as follows in the spaces provided:

Individual where the holding is in one name, the member must sign.

Joint Holding where the holding is in more than one name, all of the members must sign.

Power of

Attorney to sign under Power of Attorney, either the Power of Attorney must have already been lodged with the Company's Share Registry for notation or the original (or a certified copy) of the Power of Attorney must accompany this document.

Companies the following person(s) must sign:

- (a) Australian proprietary company with a sole director who is also the sole company secretary - that person;
- (b) Australian proprietary company with a sole director and no company secretary - that person;
- (c) other Australian companies - two directors or one director and one company secretary;
- (d) foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents.

6. Lodgement of Proxy

This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company no less than 48 hours before the time scheduled for the commencement of the meeting ("Proxy Deadline"). Any proxy form received after that time will not be valid for the scheduled meeting. **Documents may be lodged:**

- by posting or delivery to the Company's Share Registry at ASX Perpetual Registrars Limited, GPO Box 2537, Brisbane QLD 4001, or
- by posting, delivery or facsimile to the Company: Cosmedics Australia Limited, Level 1, 219 Blaxland Road, Ryde NSW 2112 or P O Box 219, Ryde NSW 1680, Facsimile: (02) 9807 3000

Personal information: Chapter 2C of the *Corporations Act* 2001 requires information about you (including your name, address and details of the shares you hold) to be included in the Company's register of members. This information must continue to be included in the Company's register of members if you cease to be a shareholder. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. The Company may disclose this information for purposes related to your shareholding, including in circumstances permitted under the Chapter 2C of the *Corporations Act* 2001. You can obtain access to your personal information in the Company's register of members in accordance with Chapter 2C of the *Corporations Act* 2001

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY STATEMENT

and

PROXY FORM

Date of Meeting: Tuesday 29th November 2005
Time of Meeting: 10.00am
Place of Meeting: Cosmedics Australia Limited
 Level 1, 219 Blaxland Road,
 Ryde NSW 2112

Please Note:
This notice of Annual General Meeting and Explanatory
Statement should be read in their entirety.

If Shareholders are in doubt as to how they should vote,
they should seek advice from their accountant, solicitor
or other professional adviser before voting.

Cosmedics Australia Limited, ABN 38 002 862 017

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Cosmedics Australia Limited ("**Company**") will be held on Tuesday 29 November 2005 at 10.00am at the Company's offices- Level 1, 219 Blaxland Road, Ryde.

Terms used in this Notice, including in the resolutions set out below, have the meanings ascribed to those terms in the Explanatory Statement which accompanies and forms part of this Notice.

BUSINESS OF THE ANNUAL GENERAL MEETING

A. ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the profit and loss account and balance sheet of the Company for the year ended 30 June 2005 and the reports of the Directors and of the Auditors, and the Declaration of the Directors.

The Corporations Act 2001 and the Company's Constitution do not require that a vote of the Members be taken on the financial reports, or the reports of the Directors or Auditors. However Members will be provided with the opportunity to raise any issues with, or ask questions of, the Directors or Auditor in relation to the reports or the business and operations of the Company at the Meeting.

2. Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report for the Company in the 2005 Annual Report for the year ended 30 June 2005 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 - Re-election as a Director

To consider and, if thought fit, pass without modification the following resolution as an ordinary resolution:

"That Dr Bronte Norman Douglass, a Director who retires in accordance with the Constitution of the Company and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

B. GENERAL BUSINESS

4. To transact any business which may legally be brought forward in accordance with the Constitution.

5. Questions and Comments by Members at the Meeting

In accordance with the Corporations Law and the Company's practice, a reasonable opportunity will be given to members at the meeting to ask questions about or to make comments on the management of the Company's affairs.



BY ORDER OF THE BOARD OF DIRECTORS

Bronte Douglass

Chairman

COSMEDICS AUSTRALIA LIMITED

29 October 2005

NOTES:

Who may vote Persons whose names are set out in the register of members of the Company as at 10am, 25 November 2005 are entitled to attend and vote at the meeting convened by this notice.

Voting restrictions The company will disregard any votes cast on Resolution 2 by Dr Bronte Norman Douglass or any of his Associates.

Proxies - Appointment A Member of the Company who is entitled to attend and vote at the meeting has a right to appoint not more than 2 proxies to attend and vote for the Member at the meeting. Where a Member appoints 2 proxies, the appointment may specify the proportion or number of votes which each proxy may exercise. If the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, then each proxy may exercise half of those votes. A proxy need not be a Member of the Company.

Proxies - Lodgement To be valid, a proxy form must be received by the Company no less than 48 hours before the time scheduled for the commencement of the meeting ("**Proxy Deadline**"). Proxies may be submitted:

- (a) by post addressed to, or delivery to, the Company at Level I, 219 Blaxland Road, Ryde NSW 2112 or P O Box 219, Ryde NSW 1680; or
- (b) by post addressed to the Company's Share Registry at ASX Perpetual Registrars Limited, GPO Box 2537, Brisbane QLD 4001, or
- (c) by facsimile at (02) 9807 3000 .

A proxy appointment must be signed by the Member or the Member's attorney. Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.

Body corporate representative A Member of the Company who is a body corporate and who is entitled to attend and vote at the meeting, or by proxy who is a body corporate and who is appointed by a Member of the Company entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:

- (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- (b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

The appointment must comply with the requirements of Section 250D of the Corporations Act 2001.

EXPLANATORY STATEMENT

This Explanatory Statement is given to Members in explanation of the Resolutions to be considered at the Annual General Meeting on 29 November 2005 at 10am and to assist members in determining how they wish to vote on the Resolutions. This Explanatory Statement should be read in conjunction with, and forms part of the Notice of Meeting, which this Explanatory Statement accompanies.

If you are in doubt about the action you should take in relation to the Resolutions contemplated in this Explanatory Statement, you should consult your financial or other professional adviser immediately.

DETAIL OF AGENDA ITEMS

1. Financial Statements

Section 250R of the Corporations Act 2001 provides that the business of an annual general meeting of a company must include, among other matters, the consideration by the Members of the annual financial report, Director's report and Auditor's report.

Members have been provided with all relevant information concerning the Company's annual financial report and the reports of the Directors and Auditor in the Annual Report of the Company for the year ended 30 June 2005. A copy of the Annual Report has been forwarded to each Shareholder. A copy of the annual financial report and the reports of the Directors and Auditor will also be tabled at the Meeting.

Members should note that the sole purpose of tabling the annual financial report of the company at the Annual General Meeting and those of the Directors and Auditor is to provide the Members with the opportunity to ask questions or discuss matters arising from the annual financial report and the management of the Company at the Meeting. It is not the purpose of the meeting, nor a requirement of the Corporations Act 2001 or the Constitution of the Company that the financial statements be accepted, rejected or modified in any way.

2. Remuneration Report - (Resolution 1)

The Remuneration Report for the financial year ended 30 June 2005 is set out in the Report of the Directors on pages 5, 18 (Note 4) and 23 (Note 19) of the 2005 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. Whilst the Corporations Act 2001 requires Resolution 1 to be put to the vote, the Resolution is advisory only and does not bind the Directors or the Company.

The Board will take into account the outcome of the vote when reviewing its remuneration policy.

3. Re-Election of Director - (Resolution 2)

Dr Bronte Norman Douglass retires in accordance with article 20.1 of the Company's Constitution and, being eligible, offers himself for re-election. Details of Dr Douglass' experience are stated in the 2005 Annual report accompanying this notice.



BY ORDER OF THE BOARD OF DIRECTORS

Bronte Douglass

Chairman

COSMEDICS AUSTRALIA LIMITED

29 October 2005