

PART B : DIRECTOR'S DECLARATION AND UNDERTAKING

Form of declaration and undertaking required to be entered into by each director of an issuer whose securities are listed on the Exchange

TO : The National Stock Exchange of Australia Limited

DECLARATION

I.

- | | | |
|-----|-----------------------------|--|
| (1) | Surname | McCartney |
| (2) | First name(s) | William Thomson Venables |
| (3) | Date of birth | 2/4/1943 |
| (4) | Residential address | 24 Eastcote Road,
North Epping, NSW, 2121 |
| (5) | Nationality | British (Australian permanent resident) |
| (6) | Professional qualifications | |

My answers to your questions are as follows :

2. Other directorships : No

3. No

4. No

5. No

6. No

7. No

8. No

9. No

10. No

I, William Thomson Venables McCartney, director of Heritage Brands Limited (the Issuer) declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true and hereby give my authority (save where expressly provided otherwise) to the *Exchange* to disclose any of the foregoing particulars given by me to the sponsor of any corporation of which I am *director* and / or such regulatory bodies as the *Exchange* may, in its absolute discretion think fit.

UNDERTAKING

I hereby undertake that in the exercise of my powers and duties as such a *director*, I shall :

- (1) comply to the best of my ability with the *Listing Rules* of the National Stock Exchange of Australia Limited from time to time in force and disclose to the *Issuer* all information which the *issuer* needs in order to comply with its obligations to disclose *directors'* share interests;
- (2) Use my best endeavours to procure that any alternate of mine shall so comply; and
- (3) Use my best endeavours to ensure that the *issuer* complies with such *Listing Rules* from time to time in force.

Dated this 12th day of August 2010

Signature



Name William McCartney