

# 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.

<b>Name of entity</b>	Country Road Limited
<b>ABN</b>	78 006 759 182

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.

<b>Name of director</b>	Mr Norman Thomson
<b>Date of last notice</b>	24 March 2010

### 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.

<b>Direct or indirect interest</b>	Refer attachment
<b>Nature of interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Refer attachment
<b>Date of change</b>	Refer attachment
<b>No. of securities held prior to change</b>	Refer attachment
<b>Class</b>	Refer attachment
<b>Number acquired</b>	Refer attachment
<b>Number disposed</b>	Refer attachment
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Refer attachment
<b>No. of securities held after change</b>	Refer attachment
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Refer attachment

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### 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.

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

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Rule 3.19A.2

**ATTACHMENT - MR NORMAN THOMSON**

**Nature of Interest: Indirect beneficial**

Shares in Woolworths Holdings Limited (a South African company which is listed on the Main Board of the JSE Securities Exchange South Africa) (**WHL**) held by a family trust in the Woolworths Holdings Share Trust, and shares in WHL held by Second Mouse Investments (Pty) Ltd (South Africa). WHL is the ultimate holding company of Country Road Limited.

Date	Nature of Change	Price in ZAR	Number Acquired	Number Disposed	Total No. of Shares
30-09-2003	Shares held in WHL as at date of last notice				2,986,769
01-12-2004	<b>Granted</b> and exercised options in shares in WHL in terms of the share purchase scheme	10.59	152,597		3,139,366
29-03-2005	<b>Sold</b> shares in WHL	10.46		129,200	3,010,166
07-06-2005	<b>Sold</b> shares in WHL	10.50		59,580	2,950,586
01-09-2005	<b>Granted</b> and exercised options in shares in WHL in terms of the share purchase scheme	11.31	142,882		3,093,468
23-08-2006	<b>Granted</b> and exercised options in shares in WHL in terms of the share purchase scheme	13.30	130,075		3,223,543
05-10-2006	<b>Granted</b> and exercised options in shares in WHL in terms of the share purchase scheme	13.71	510,576		3,734,119
08-12-2008	<b>Sold</b> shares in WHL	11.75		10,000	3,724,119
10-12-2008	<b>Sold</b> shares in WHL	12.02		36,667	3,687,452
29-04-2009	<b>Sold</b> shares in WHL	12.00		116,667	3,570,785
19-03-2010	<b>Sold</b> shares in WHL	24.00		104,506	3,466,279
12-05-2010	<b>Sold</b> shares in WHL	24.00		245,494	3,220,785

**Nature of Interest: Direct beneficial**

Holder of shares in WHL, which include shares issued pursuant to the Woolworths Holdings Share Trust Deferred Bonus Plan.

Date	Nature of Change	Price in ZAR	Number Acquired	Number Disposed	Total No. of Shares
29-03-2005	Shares held in WHL as at date of last notice				2,620
17-04-2008	<b>Acquired</b> shares in WHL subject to the terms of WHL's Deferred Bonus Plan	12.45	25,179		27,799
31-08-2009	<b>Acquired</b> shares in WHL subject to the terms of WHL's Deferred Bonus Plan	15.67	21,198		48,997

**Nature of Interest: Direct beneficial**

Holder of rights to shares in WHL granted in terms of the Woolworths Holdings Share Trust Share Appreciation Rights Scheme.

Date of acceptance	Nature of Change	Price in ZAR	Number Acquired	Number Disposed	Total No. of Rights
30-04-2008	<b>Acquired</b> rights to shares in WHL	10.26 <sup>1</sup>	87,904		87,904
20-10-2008	<b>Acquired</b> rights to shares in WHL	10.24 <sup>1</sup>	87,978		175,882
09-12-2008	<b>Acquired</b> rights to shares in WHL	10.24 <sup>1</sup>	83,547		259,429
14-09-2009	<b>Acquired</b> rights to shares in WHL	15.00	84,667		344,096

Notes:

<sup>1</sup> A special dividend of 94 cents was paid to ordinary shareholders on 15 December 2008. According to the rules of the trust, in the event of a variation in share capital, an adjustment may be made to

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the grant price to place participants in the same economic position as they were prior to the variation in share capital. The adjustment made was calculated by PricewaterhouseCoopers, the independent experts appointed by the Board.

### Nature of Interest: Direct beneficial

Holder of conditional share awards in WHL issued pursuant to the Woolworths Holdings Share Trust Long Term Incentive Plan.

Date of acceptance	Nature of Change	Price in ZAR	Number Acquired	Number Disposed	Total No. of Grants
30-04-2008	<b>Acquired</b> conditional awards in shares in WHL	11.95	87,904		87,904
30-04-2008	<b>Acquired</b> conditional awards in shares in WHL	11.95	7,405 <sup>1</sup>		95,309
20-10-2008	<b>Acquired</b> conditional awards in shares in WHL	11.94	87,978		183,287
20-10-2008	<b>Acquired</b> conditional awards in shares in WHL	11.94	7,410 <sup>1</sup>		190,697
10-12-2008	<b>Acquired</b> conditional awards in shares in WHL	11.94	83,548		274,245
10-12-2008	<b>Acquired</b> conditional awards in shares in WHL	11.94	7,037 <sup>1</sup>		281,282
14-09-2009	<b>Acquired</b> conditional awards in shares in WHL	15.00	84,667		365,949

#### Notes:

- <sup>1</sup> A special dividend of 94 cents was paid to ordinary shareholders on 15 December 2008. According to the rules of the trust, in the event of a variation in share capital, an adjustment may be made to the number of grants issued in order to place participants in the same economic position as they were prior to the variation in share capital. The adjustment made was calculated by PricewaterhouseCoopers, the independent experts appointed by the Board.