

COUNTRY ROAD

Country Road Limited

ABN 78 006 759 182

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

For your vote to be effective it must be received by 10.00am (AEDT) Tuesday 19 October 2010

How to Vote on Items of Business

All your securities will be voted in accordance with your directions. You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each (for the first proxy in the box in Step 1, for the second proxy in the boxes at the end of Step 2).

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Country Road Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Country Road Limited to be held at The Gadwall Suite, The Como Melbourne, 630 Chapel Street, South Yarra, Victoria, Australia on Wednesday, 20 October 2010 at 10.00am (AEDT) and at any adjournment of that meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 Items of Business

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

		For	Against	Abstain
Item 2	To re-elect a Director - Mr Ian Moir	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a	To elect a Director - Ms Sophie Holt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Appoint a second proxy

I/We wish to appoint a second proxy

State the percentage of your voting rights or the number of shares for this proxy

AND % OR shares

Name of second proxy holder

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

COUNTRY ROAD

Country Road Limited

ABN 78 006 759 182



Dear Shareholder

You are invited to attend the 2010 Annual General Meeting of Country Road Limited. The enclosed Notice of Annual General Meeting sets out the items of business to be conducted.

The meeting will be held at 10:00am on Wednesday 20 October 2010 at:

The Gadwall Suite
The Como
630 Chapel Street
South Yarra, Victoria 3141
Australia.

If you are attending this meeting please bring this letter with you to facilitate the registration process.

If you are unable to attend you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registrar Computershare on fax number (Within Australia) 1800 783 447 and (Outside Australia) +61 3 9473 2555. Proxy forms must be received no later than 10:00am on Tuesday, 19 October 2010.

Further details are set out in the enclosed Notice of Annual General Meeting.

Corporate shareholders will be required to complete a 'Certificate of Appointment of Representative' to enable a person to attend on its behalf. A form of this certificate may be obtained from the Company's share registrar.

I look forward to your attendance at the meeting.

Yours sincerely

David Thomas
Company Secretary
20 September 2010
Encl:

COUNTRY ROAD

COUNTRY ROAD LIMITED
ABN 78 006 759 182
NOTICE OF ANNUAL GENERAL MEETING
20 OCTOBER 2010

Notice is given that the 2010 Annual General Meeting of Shareholders of Country Road Limited ABN 78 006 759 182 will be held on Wednesday, 20 October 2010 at 10:00am at:

The Gadwall Suite
The Como Melbourne
630 Chapel Street
South Yarra, Victoria 3141 Australia.

ORDINARY BUSINESS

1. Accounts and Reports:

To receive and consider the Company's Financial Report, the Directors' Report and the Auditor's Report in respect of the year ended 30 June 2010.

2. Re-election of a Director:

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

'That Mr Ian Moir, a Director retiring from office in accordance with Rule 46(a) of the Company's Constitution, being eligible, is re-elected as a Director of the Company.'

3. Election of Directors:

(a) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Ms Sophie Holt, a Director vacating office in accordance with Rule 45(e) of the Company's Constitution, being eligible, is elected as a Director of the Company.'

Note: Profiles of Directors are included in the Annual Report

SPECIAL BUSINESS

4. Adoption of the Remuneration Report

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

'That the Remuneration Report (which forms part of the Directors' report) for the year ended 30 June 2010 be adopted.'

Note: The Directors' Report is included in the Annual Report. The Remuneration Report is included in the Directors' Report. While the Corporations Act requires item 4 to be put to vote, the vote on this resolution is advisory only and does not bind the Directors or the Company.

By Order of the Board



David Thomas
Company Secretary
20 September 2010

COUNTRY ROAD

Notes

For the purpose of voting at the meeting, the Directors have determined that shares of the Company will be taken to be held by those who are registered as holding them at 7:00pm on Monday, 18 October 2010. The entitlement of members to vote at the meeting will be determined by reference to that time.

A member who is entitled to attend and vote at this meeting may appoint a proxy (who need not be a member of the Company) to attend and vote on a poll in their place. A proxy form accompanies this Notice of Annual General Meeting.

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. A member who appoints two proxies must specify the proportion or number of votes each proxy is appointed to exercise, otherwise each proxy may exercise half of the votes. When appointing a second proxy, write both names in the proxy form that accompanies this notice of Annual General Meeting.

To be effective proxy forms must be received at the address given below no later than 24 hours before the commencement of the meeting, being no later than 10:00am on Tuesday 19 October 2010.

In person: *Registered Office* - 658 Church Street, Richmond, Victoria 3121, Australia

Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia

By mail *Registered Office* - 658 Church Street, Richmond, Victoria 3121, Australia

Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001, Australia

By Fax 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

For Intermediary Online Subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.