

# COUNTRY ROAD

Country Road Limited

ABN 78 006 759 182



Dear Shareholder

As released to the market on 23 September 2010, David Thomas has been appointed to the Board of Country Road, effective 29 September 2010. This appointment was made to ensure that Country Road continues to comply with the Corporations Act requirement of having two directors on the Board who ordinarily reside in Australia.

David currently serves as the Chief Financial Officer and Company Secretary and has been with Country Road for nearly nine years, three of those as a member of the Executive Management Committee. His skills and experience are appropriate for this role.

In accordance with the requirements of Country Road's constitution, David is required to stand for election at the next annual general meeting. As such, we enclose a supplementary notice of meeting which includes this additional resolution.

Details of the meeting, including the treatment of proxies are included in the supplementary notice of meeting.

I look forward to your attendance at the meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'David Thomas', written in a cursive style.

David Thomas  
Company Secretary  
23 September 2010  
Encl:

# 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](http://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**

If you lodge both the proxy form that accompanied the Notice of Annual General Meeting dated 20 September 2010 AND this proxy form, and there is any inconsistency between the voting instructions contained in those forms, you will be taken to have instructed your proxy in accordance with the directions contained in this proxy form (or if no directions have been given, as the proxy sees fit).

If you have not yet lodged the proxy form that accompanied the Notice of Annual General Meeting dated 20 September 2010 and you wish to appoint a proxy, you should instead complete and lodge this proxy form.

### 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](http://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](http://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 3b	To elect a Director - Mr David Thomas	<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



## **Supplementary Notice of Annual General Meeting incorporating additional resolution**

**General Meeting to be held at  
The Gadwell Suite, The Como Melbourne,  
630 Chapel Street, South Yarra, VIC 3141, Australia  
20 October 2010 commencing at 10:00am**

**Country Road  
ABN: 78 006 759 182**

**This Supplementary Notice of General Meeting should be read in its entirety.  
It supplements, and should be read together with, the  
Notice of Annual General Meeting dated 20 September 2010.  
For convenience of Shareholders, additional material information to the Notice of  
Annual General Meeting dated 20 September 2010 is shown in bold and underlined.**

# COUNTRY ROAD

COUNTRY ROAD LIMITED  
ABN 78 006 759 182  
SUPPLEMENTARY 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.'*

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

**'That Mr David Thomas, 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 persons being considered for election or re-election as Directors are included in page 16 of 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  
23 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 **supplementary** proxy form **incorporating the additional resolution** accompanies this **Supplementary** 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 **supplementary** proxy form that accompanies this **Supplementary** 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](http://www.intermediaryonline.com) to submit your voting intentions.

**If you lodge both the proxy form that accompanied the Notice of Annual General Meeting dated 20 September 2010 AND the supplementary proxy form that accompanies this Supplementary Notice of Annual General Meeting, and if there is any inconsistency between the voting instructions contained in those forms, you will be taken to have instructed your proxy in accordance with the directions contained in the supplementary proxy form (or if no directions have been given, as the proxy sees fit).**

**If you have not yet lodged the proxy form that accompanied the Notice of Annual General Meeting dated 20 September 2010 and you wish to appoint a proxy, you should instead complete and lodge the supplementary proxy form that accompanies this Supplementary Notice of Annual General Meeting.**

**If you do not lodge a supplementary proxy form, you will be regarded as not exercising your vote in respect of the additional resolution. This will not affect the validity of any voting directions you provide with respect to the other resolutions by lodging the proxy form that accompanied the Notice of Annual General Meeting dated 20 September 2010.**

**Alternatively, you may attend the Annual General Meeting in person and vote on one or more of the resolutions, in which case the lodged proxy forms will be disregarded with respect to the relevant resolutions.**