

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.

Name of entity	Country Road Limited
ABN	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.

Name of director	Mr Norman Thomson
Date of last notice	3 May 2011

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.

Direct or indirect interest	Refer attachment
Nature of interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Refer attachment
Date of change	Refer attachment
No. of securities held prior to change	Refer attachment
Class	Refer attachment
Number acquired	Refer attachment
Number disposed	Refer attachment
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Refer attachment
No. of securities held after change	Refer attachment
Nature of change 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.

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

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	Not applicable
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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Rule 3.19A.2

ATTACHMENT - MR NORMAN THOMSON

1. Nature of Interest: Direct and indirect beneficial holdings in ordinary shares in WHL

Ordinary shares in Woolworths Holdings Limited (a South African company which is listed on the Main Board of the JSE Securities Exchange South Africa) (**WHL**). The director holds his interests via family trusts in the Woolworths Holdings Share Trust, shares in WHL held by Second Mouse Investments (Pty) Ltd (South Africa) and in his personal capacity. 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
	Shares held in WHL as at the date of the last notice				3,396,358
	<i>Adjustment – the transaction dated 01-03-2011 being an acquisition of 388,283 ordinary shares was a transfer between the director's holdings.</i>			Adjustment 388,283	3,008,075
	<i>Adjustment - 2,620 ordinary shares which were incorrectly reported as shares under the DBP.</i>		Adjustment 2,620		3,010,695
20-04-2011	Acquired matching shares from DBP plus shares paid as a dividend pursuant to the plan	28.81	28,623		3,039,318
20-04-2011	Sold WHL shares	29.00		6,163	3,033,155
28-04-2011	Acquired shares as a transfer from DBP	27.60	25,179		3,058,334
20-05-2011	Sold WHL shares	29.22		43,241	3,015,093
20-05-2011	Acquired shares from LTIP plus shares paid as a dividend pursuant to the plan	29.17	107,843		3,122,936
Total					3,122,936

2. Nature of Interest: Direct beneficial in the Deferred Bonus Plan

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
	Shares held in WHL as at date of last notice				66,935
	<i>Adjustment - 2,620 ordinary shares which have been incorrectly reported as shares under the DBP.</i>			Adjustment 2,620	64,315
28-04-2011	Disposed as a transfer to ordinary shares	27.60		25,179	39,136
Total					39,136

3. Nature of Interest: Direct beneficial in the Restricted Share Plan

Holder of 119,938 shares in WHL, which include shares issued pursuant to the Woolworths Holdings Share Trust Restricted Share Plan.

No change to this interest.

4. Nature of Interest: Direct beneficial in the Share Appreciation Rights Scheme

Holder of 406,731 rights to shares in WHL granted in terms of the Woolworths Holdings Share Trust Share Appreciation Rights Scheme.

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No change to this interest.

5. Nature of Interest: Direct beneficial in the Long Term Incentive Plan

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

Date	Nature of Change	Price in ZAR	Number Acquired	Number Disposed	Total No. of Shares
	Shares held in WHL as at date of last notice				428,584
20-05-2011	Disposed as a transfer to ordinary shares	29.17		95,309	333,275