

# 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 Simon Susman
<b>Date of last notice</b>	1 October 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> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

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

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**ATTACHMENT - MR SIMON SUSMAN**

**1. Nature of Interest: Direct and Indirect beneficial 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**) held by a family trusts in the Woolworths Holdings Share Trust, shares in WHL held by Versim Investments (Pty) Ltd and in his wife's name. He also holds 15 shares in his own name. 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 date of last notice				9,514,356
	<i>Adjustment - 15 ordinary shares which were incorrectly reported as shares under the DBP.</i>			15	9,514,371
20-04-2011	<b>Acquired</b> matching shares from DBP plus shares paid as a dividend pursuant to the plan	28.80	70,753		9,585,124
28-04-2011	<b>Acquired</b> shares as a transfer from DBP	27.60	62,241		9,522,883
20-05-2011	<b>Acquired</b> shares from LTIP plus shares paid as a dividend pursuant to the plan	29.17	367,881		10,015,246
20-05-2011	<b>Sold</b> shares in WHL	29.22		147,508	9,867,738
<b>Total</b>					9,867,738

**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 at the date of the last notice				111,754
	<i>Adjustment - 15 ordinary shares which were incorrectly reported as shares under the DBP.</i>			15	111,739
28-04-2011	<b>Disposed</b> as a transfer to ordinary shares	27.60		62,241	49,498

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

Holder of rights to 493,458 shares in WHL granted in terms of the Woolworths Holdings Share Trust Share Appreciation Rights Scheme.

No change in respect of this interest.

**4. 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
	Opening balance – LTIP				889,417
20-05-2011	<b>Disposed</b> as a transfer to ordinary shares	-		325,125	564,292