

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 | 15 March 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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |
| Interest after change | |

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Rule 3.19A.2

ATTACHMENT - MR NORMAN THOMSON

Nature of Interest: Indirect beneficial

Holder of 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 |
|------------|--|--------------|-----------------|-----------------|---------------------|
| | 3,536,818 Shares held in WHL as at date of last notice | | | | |
| 26-04-2011 | Sold shares in WHL | 29.0059 | | 28,623 | 3,508,195 |
| 26-04-2011 | Sold shares in WHL | 29.00 | | 111,837 | 3,396,358 |

Nature of Interest: Direct beneficial

Holder of 66,935 shares in WHL, which include shares issued pursuant to the Woolworths Holdings Share Trust Deferred Bonus Plan.

No change in respect of this interest.

Nature of Interest: Direct beneficial

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

No change in respect of this interest.

Nature of Interest: Direct beneficial

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

No change in respect of this interest.

Nature of Interest: Direct beneficial

Holder of 428,584 conditional share awards in WHL issued pursuant to the Woolworths Holdings Share Trust Long Term Incentive Plan.

No change in respect of this interest.