

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	Ms Paula Disberry
Date of last notice	5 September 2012

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	

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 – PAULA DISBERRY

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

Holder of **44,924** 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 the interests directly.

There was no change to this interest.

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

Holder of **27,196** shares in WHL, which include shares issued pursuant to the Woolworths Holdings Share Trust Deferred Bonus Plan.

There was no change to this interest.

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

Holder of **275,425** shares in WHL, which include shares issued pursuant to the Woolworths Holdings Share Trust Restricted Share Plan.

There was no change to this interest.

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

Holder of **129,696** rights to shares in WHL, which vest after a 3 year performance period, subject to performance conditions and to the extent to which these have been met, have been issued to the grant price as indicated and in accordance with the terms of the Woolworths Holdings Share Trust Share Appreciation Rights Scheme.

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				553,294
	Shown in error as 553,294 should have been 206,696.			<i>Correction</i> 346,498	206,696
19/04/2013	Disposed shares pursuant to the plan	70.17		77,000	
Total					129,696

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

Holder of **132,423** conditional share awards which vest after a 3 year performance period, subject to performance conditions and to the extent to which these have been met, have been issued to the grant price as indicated and in accordance with the terms of 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 the date of the last notice				96,979
23/08/2012	Acquired shares pursuant to the plan	55.68	35,453		
Total					132,423