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LAWYERS

24 June 2014

By electronic lodgement | 5 pages

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The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

Intention to make an off-market takeover bid for Country Road Limited

On behalf of Woolworths Holdings Limited (**WHL**), please find attached an announcement in relation to a proposed off-market takeover bid for Country Road Limited.

Yours sincerely
Gilbert + Tobin

A handwritten signature in black ink, appearing to be "Craig Semple", written over the text "Gilbert + Tobin".

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A handwritten signature in blue ink, appearing to be "Nirangjan Nagarajah", written over the text "Gilbert + Tobin".

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ASX Announcement

24 June 2014

INTENTION TO MAKE A TAKEOVER OFFER FOR COUNTRY ROAD LIMITED

Woolworths Holdings Limited (“WHL”) today announced that it intends to make an all-cash offer to acquire all of the ordinary shares that it does not already own in Country Road Limited (“Country Road”) at a price of A\$17.00 per share (the “Offer”).

WHL already has a relevant interest in 87.88% of the issued shares in Country Road and accordingly the total cash consideration for the acquisition of the remaining shares under the Offer is ~A\$213 million.

The Offer

The Offer will be made by WHL’s wholly-owned subsidiary Woolworths International (Australia) Pty Limited (“WIA”) or another wholly-owned subsidiary and is for all Country Road shares in which WHL does not already have a relevant interest.

The Offer price of A\$17.00 per share represents a premium of 21.4% to the closing price of Country Road shares on 23 June 2014.

Rationale

Given the role of Country Road in realising a substantial part of the synergy benefits arising from the previously announced acquisition of David Jones Limited (“David Jones”), achieving full ownership of Country Road is a logical next step and in line with WHL’s longstanding desire to acquire 100% of Country Road.

The consideration WHL is prepared to offer Country Road’s minority shareholders has been determined having regard to the value of Country Road taking into account its financial performance and outlook, including previously announced growth initiatives, combined with the future benefits that are expected to accrue as a result of the acquisition and integration of David Jones into the WHL group and the benefits derived from owning 100% of Country Road.

Woolworths Holdings Limited Reg. No. 1929/001986/06

Woolworths House 93 Longmarket Street Cape Town 8001 Telephone +27 21 4079111 Fax +27 21 4072151

Directors: SN Susman* (Chairman) I Moir** (Group chief executive officer) (Australian)

PD Bacon* (British) ZBM Bassa* TA Boardman* AT Higginson** MR Isaacs** MJ Leeming* SD Ngumeni** AC Nissen*

Sir SA Rose* (British) Z Rylands** NT Siwendu* Group secretary T Sishuba-Mashego

*Non-executive **Executive

WHL's Chief Executive Officer, Mr Ian Moir, said: "In light of the proposed acquisition of David Jones, this is a common sense and timely opportunity to seek to reach full ownership of Country Road. If successful, the offer will allow WHL to delist Country Road, allowing WHL to simplify its group structure and fully integrate the businesses."

Funding

WHL proposes to fund the Offer through new debt facilities to be raised in Australia.

Offer conditions

The Offer is subject to conditions including the David Jones scheme of arrangement with WHL ("David Jones Scheme") becoming effective and FIRB approval.

The full conditions of the Offer are attached to this announcement (Appendix A).

Timetable

Further information will be contained in the Bidder's Statement to be lodged shortly.

Advisers

Rothschild and Standard Bank are acting as financial advisers to WHL. Gilbert + Tobin and Webber Wentzel are acting as legal advisers to WHL.

Investor contacts

WHL

Ralph Buddle

Head of Corporate Projects and Investor Relations

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Media contacts

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Appendix A – Offer conditions

The completion of this Offer, and any contract that results from an acceptance of this Offer, are subject to the fulfilment of the conditions set out below.

FIRB

Before the end of the Offer Period:

- (i) WHL receives a written notice under FATA from the Treasurer or his delegate to the effect that there are no objections under the *Foreign Acquisitions and Takeovers Act 1975 (Cth) (FATA)* or Australia's foreign investment policy to the acquisition of Country Road Shares by Woolworths Bidco under the Offer, such notice being unconditional; or
- (ii) the Treasurer ceases to be empowered to make any order under FATA prohibiting the proposed acquisition of the Country Road Shares by Woolworths Bidco due to the lapse of time under FATA because of the expiry of the applicable statutory waiting period.

David Jones Scheme

The David Jones Scheme becomes Effective.

No regulatory actions

During the Offer Period:

- (i) there is not in effect any preliminary or final decision, order or decree issued by a Governmental Agency;
- (ii) no action or investigation is announced, commenced or threatened by any Governmental Agency; and
- (iii) no application is made to any Governmental Agency (other than by WHL),

in consequence of, or in connection with, the Offer (other than an application to, or a decision or order of, ASIC or the Takeovers Panel in the exercise of powers and discretions conferred by the Corporations Act), which:
- (iv) restrains, prohibits or impedes (or if granted or made could restrain, prohibit or impede), or otherwise materially adversely impacts upon:
 - (A) the making of the Offer or the completion of any transaction contemplated by the Offer; or
 - (B) the rights of WHL in respect of the Country Road Shares.

No prescribed occurrence

Between the Announcement Date and the end of the Offer Period (each inclusive) none of the occurrences listed in section 652C of the Corporations Act occur.

Definitions

In this annexure references to \$ are to Australian dollars (unless stated otherwise) and:

Announcement Date the date on which the Offer was announced by Bidder, being 24 June 2014.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the financial products market, Australian Securities Exchange, where the context requires.

Corporations Act means the *Corporations Act 2001* (Cth).

Country Road means Country Road Limited ACN 006 759 182.

Country Road Shares means all ordinary shares in the capital of Country Road (excluding shares in which WHL has a relevant interest).

David Jones Scheme means a members' scheme of arrangement under Part 5.1 of the Corporations Act between David Jones and its shareholders, in the form of Attachment C to the David Jones Scheme Booklet, subject to any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act.

David Jones Scheme Booklet means the explanatory statement in respect of the David Jones Scheme prepared by David Jones pursuant to section 412 of the Corporations Act and in accordance with clause 5.1(b) of the David Jones Scheme Implementation Deed.

David Jones Scheme Implementation Deed means the scheme implementation deed dated 9 April 2014 (as amended) between David Jones Limited, Vela Investments Pty Ltd and WHL relating to the implementation of the Scheme.

David Jones means David Jones Limited ACN 000 074 573.

Effective means the coming into effect, under section 411(10) of the Corporations Act, of the order of the Federal Court made under section 411(4)(b), in relation to the David Jones Scheme.

Effective Date means the date on which the David Jones Scheme becomes Effective.

Governmental Agency means a government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity whether foreign, federal, state, territorial or local in Australia, including (without limitation) any self-regulatory organisation established under a statute or otherwise discharging substantially public or regulatory functions, and in particular, ASX, ASIC and any federal or state based gaming authority.

Offer means the proposed offer for Country Road Shares by Woolworths Bidco subject to the conditions contained in this announcement and the detailed terms contained in the Bidder's Statement to be lodged by Woolworths Bidco.

Offer Period means the period during which the Offer will remain open for acceptance.

Related Body Corporate has the meaning given in section 50 of the Corporations Act.

Woolworths or WHL means Woolworths Holdings Limited or its Related Bodies Corporate.

Woolworths Bidco means Woolworths International (Australia) Pty Limited ACN 078 178 220 or another wholly owned subsidiary of WHL.

Terms used in this annexure, if not defined in this annexure, have the meaning given to them by section 9 of the Corporations Act.