

30 June 2014

By electronic lodgement | 3 pages

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

Dear Sir / Madam

**Announcement in respect of off-market takeover bid for Country Road Limited**

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

Yours sincerely  
**Gilbert + Tobin**



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# WHL WOOLWORTHS HOLDINGS LIMITED

## ASX Announcement

30 June 2014

### WOOLWORTHS DECLARES A\$17.00 OFFER PRICE FOR COUNTRY ROAD BEST AND FINAL AND STATES INTENTION TO WAIVE CERTAIN CONDITIONS

Woolworths Holdings Limited ("WHL") refers to its announcement dated 24 June 2014 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.

#### Best and Final Offer

WHL declares that the Offer is its **best and final** offer.

This means that **WHL will not increase the offer price.**

#### Intentions as to conditions

The Offer is subject to the following conditions, which are set out in full in WHL's 24 June announcement:

- FIRB approval;
- the scheme of arrangement in respect of WHL's proposed acquisition of David Jones limited ("David Jones Scheme") becoming effective;
- no regulatory action restraining, prohibiting or impeding the Offer; and
- no prescribed occurrences.

It is WHL's intention that, upon the David Jones Scheme becoming effective, it will waive the regulatory action and prescribed occurrence conditions. This will, at that time, leave the Offer subject only to the FIRB approval condition.

Ian Moir said "We have put forward a full and fair offer for Country Road, and also for David Jones. I hope that shareholders of both companies have the opportunity to take advantage of these offers, and WHL is able to reach its goal of acquiring 100% of both Country Road and David Jones."

#### 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 WOOLWORTHS HOLDINGS LIMITED

"There has been considerable uncertainty around the David Jones transaction over the last few weeks. I think everyone needs a clear and timely resolution of this situation" he said.

## Investor contacts

### WHL

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## Media contacts

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