

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 Zyda Rylands
Date of last notice	15 November 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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Not applicable

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 – MS ZYDA RYLANDS

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

Holder of 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 her interests via family trust in the Woolworths Holdings Share Trust, shares in WHL held by Zyda Rylands Family Trust (South Africa) and in her personal capacity. 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 set out in the last notice				1,898,199
02/09/2013	Acquired ordinary shares from conversion under the SARS scheme	61.59	72,118		1,970,317
Total					1,970,317

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 in WHL as at the date of the last notice				35,354
02.09.13	Acquired matching shares under the DBP	60.71	22,337		57,691
Total					57,691

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

Holder of **206,250** shares in WHL, which include shares issued pursuant to the Woolworths Holdings Share Trust Restricted Share Plan.

No change to this interest.

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

Holder of rights to shares in WHL granted in 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				578,718
02/09/2013	Acquired rights to shares under the SARS scheme	60.72	40,790		619,508
02/09/2013	Converted to ordinary shares under the SARS scheme	61.59		72,118	547,390
Total					547,390

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

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

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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				167,152
02/09/2013	Acquired rights to shares under the LTIP scheme	60.72	44,189		211,341
02/09/2013	Additional ordinary shares acquired under the LTIP scheme	60.72	5,874		217,215
Total					217,215

6. Nature of interest: Indirect beneficial in the Woolworths Employee Share Ownership Trust

Holder of **1,250,000** convertible, redeemable, non-cumulative participating preference shares in WHL issued pursuant to the Woolworths Employee Share Ownership Trust.

No change to this interest.