

COUNTRY ROAD

31 AUGUST 2012

STATEMENT TO THE AUSTRALIAN SECURITIES EXCHANGE

Completion of Rights Issue

Country Road is pleased to announce the successful completion of its 1 for 2 renounceable rights issue to all eligible shareholders (**Rights Issue**), which closed on Wednesday, 29 August 2012.

The Rights Issue was over-subscribed, raising approximately \$92 million from the issue of new Country Road ordinary shares (**New Shares**) at an offer price of \$2.66 per New Share. The proceeds will be used by Country Road to partially fund the acquisition of the Witchery Group, as announced on 1 August 2012.

Country Road would like to acknowledge the strong support it received from its shareholders for the Rights Issue, with approximately 99% of entitlements taken up by eligible shareholders.

Eligible shareholders were also entitled to apply for additional New Shares in excess of their entitlement (**Additional New Shares**), subject to availability and scale-back at the discretion of Country Road.

Country Road received applications for Additional New Shares in excess of the number of New Shares not taken up by eligible shareholders. As a result of the demand for Additional New Shares, Country Road will allocate Additional New Shares proportionately to the holdings of those shareholders who applied for Additional New Shares, subject to rounding.

The New Shares and Additional New Shares are scheduled to be issued on 5 September 2012 and are expected to commence normal trading on ASX on 7 September 2012.

Important information

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither the entitlements nor the new shares have been, or will be, registered under the U.S. Securities Act of 1933 (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States, unless they have been registered under the Securities Act, or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Neither this announcement nor any other documents relating to the offer of new shares may be sent or distributed to persons in the United States.

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