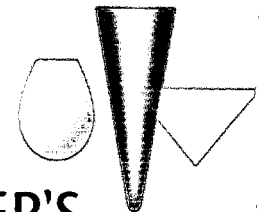


FOSTER'S GROUP LIMITED  
77 Southbank Boulevard Southbank Victoria 3006 Australia  
Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com



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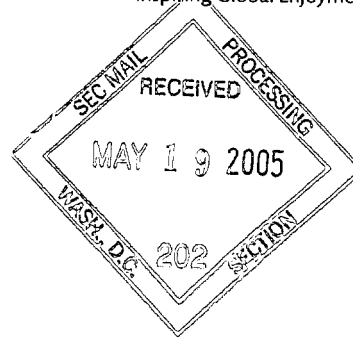


For your information as released to  
The Australian Stock Exchange.

FOSTER'S  
GROUP

Inspiring Global Enjoyment

*Fosters Brewing*  
With Compliments



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MAY 25 2005

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FINANCIAL



**FOSTER'S**  
GROUP

Inspiring Global Enjoyment

5 May 2005

## Foster's interest in Southcorp now 40.9%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 40.9% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%
Percentage of Southcorp shares the subject of acceptances under the Offer	10.2%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	11.9%
<b>Total interest in Southcorp shares</b>	<b>40.9%</b>

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

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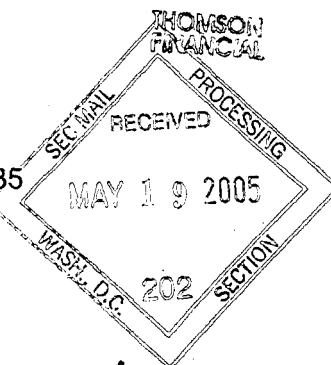
Further information:

### Media

Lisa Keenan  
Tel: +61 3 9633 2265  
Mob: 0409 150 771

### Investors

Chris Knorr  
Tel: +61 3 9633 2685  
Mob: 0417 033 623



*JK 5/25*

# Form 604

## Corporations Act 2001 Section 671B

### Notice of change of interests of substantial holder

To: Company Name/Scheme Southcorp Limited (Southcorp)  
ACN/ARSN ABN 80 007 722 643

#### 1. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 4 May 2005  
The previous notice was given to the company on 4 / 5 / 2005  
The previous notice was dated 4 / 5 / 2005

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	207,561,534	27.9%	215,659,669	29.0%

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
4 May 2004	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	8,098,135 ordinary shares	8,098,135

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BBW	Southcorp shareholders who have accepted the Offer.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	75,710,645 ordinary shares	75,710,645
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	75,710,645 ordinary shares	75,710,645
Foster's Group Companies	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	75,710,645 ordinary shares	75,710,645
BBW	Reline Investments Pty Limited ACN 095 987 367 (Reline)	Reline	BBW has a relevant interest in shares in Southcorp of which Reline is the registered holder pursuant to the Share Sale and Purchase Agreement dated 12 January 2005 between BBW and Reline, a copy of which is contained in Annexure B to the Notice of Initial Substantial Holder dated 14 January 2005.	139,949,024 ordinary shares	139,949,024

Brewing Holdings, Brewing Investments, CUB, FBG and Beringer			608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in BBW.	ordinary shares	
Foster's Group Companies	Reline	Reline	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	139,949,024 ordinary shares	139,949,024

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

### Signature

print name Robert Keith Dudfield

capacity : Assistant Company Secretary

sign here

*R.K. Dudfield*

date 5/5/2005

#### Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.

- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
  - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
-

**Annexure A – Related Bodies Corporate**

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

*R.K. Dudfield*

**Robert Keith Dudfield**  
**Foster's Group Limited ACN 007 620 886**

**Date: 5/5/2005**

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs	Beringer Blass Wine Estates Sales Company
A.C.N. 006 327 028 Pty. Ltd.	Beringer Wine Estates Foreign Sales Corporation
A.C.N. 008 008 526 Pty. Ltd.	Bevcorp Pty. Ltd.
A.C.N. 070 379 869 Pty. Ltd.	Bilyara Vineyards Pty. Ltd.
Aldershot Nominees Pty. Ltd.	Bourse du Vin International B.V.
Amayana Pty. Ltd.	Bourse du Vin Limited
Amberton Wines Pty. Ltd.	Brewing Holdings Pty. Ltd.
AML&F Holdings Pty. Ltd.	Brewing Investments Pty. Ltd.
Amwex Inc.	Brewman Group Limited
Anglemaster Limited	Brewman TL Limited
Archana Pty. Ltd.	Brewtech Pty. Ltd.
Ashwick (NT) No. 7 Pty. Ltd.	Bright Star Investments Pty. Ltd.
Ashwick (Qld.) No. 15 Pty. Ltd.	Bulmer Australia Limited
Ashwick (Qld.) No. 96 Pty. Ltd.	Bulmer Harvest Limited
Ashwick (Qld.) No. 127 Pty. Ltd.	Cape Schanck Wines Pty. Ltd.
Ashwick (Qld.) No. 167 Pty. Ltd.	Cardmember Wines Limited
Ashwick (Vic.) No. 27 Pty. Ltd.	Cardmember Wines Pty. Ltd.
Austotel (Victoria Holdings) Pty. Ltd.	Carlton & United Beverages Limited
Australian Estates Pty. Ltd.	Carlton & United Breweries Pty Ltd
Australian, Mercantile, Land and Finance Company Pty. Ltd.	Carlton & United Breweries (N.S.W.) Pty. Limited
Australian, Mercantile, London Limited	Carlton & United Breweries (Queensland) Pty. Ltd.
Bacchus Gate Corp.	Carlton & United Breweries (Stator) Pty. Ltd.
Balfours Imports Inc.	Carlton Brewery Hotels (N.R.) Pty. Limited
Beringer Blass Distribution SRL	Carlton Brewery Hotels Pty. Ltd.
Beringer Blass Italia S.R.L.	Carter and Associates (2000) Limited
Beringer Blass Wine Estates Chile Limitada	Cascade Brewery Company Pty. Ltd.
Beringer Blass Wine Estates Company	Cellar Door Direct GmbH
Beringer Blass Wine Estates Holdings, Inc.	Dorrien Estate Winery Pty Ltd
Beringer Blass Wine Estates Limited (Europe)	Cellarmaster Wines Europe B.V.
Beringer Blass Wine Estates Limited (NZ)	Cellarmaster Wines Germany GmbH
Beringer Blass Wine Estates Limited	Cellarmaster Wines Holdings (U.K.) Limited
Beringer Blass Wines Pty Ltd	Cellarmaster Wines Limited
	Cellarmaster Wines SA
	Cellarmaster Wines (UK) Limited
	Cellarmaster Wines Pty. Limited

Cellarmasters GmbH  
Classic Packaging Pty. Limited  
CNAB Pty. Ltd.  
Craigburn Land Co. Pty. Ltd.  
Craigburn Property Pty. Ltd.  
CSB Pty. Ltd.  
Data Co-ordination Centre Inc. – The Wine Exchange  
Demener Pty. Ltd.  
Dennys Strachan Mercantile Pty. Ltd.  
Derel ESC Pty. Ltd.  
Dismin Investments Pty. Ltd.  
Dreamgame Limited  
EFG Australia Pty Ltd  
EFG Finance Leasing Pty Ltd  
EFG Holdings (U.S.A.) Inc.  
EFG Investments Pty Ltd  
EFG Securities Pty Ltd  
EFG Treasury Pty. Limited  
ELFIC Pty Ltd  
Elstone Developments Pty. Ltd.  
ESG (Enterprises) N.V.  
Etude Wines, Inc.  
Ewines Pty. Limited  
FBG (U.K.) Limited  
FBG Brewery Holdings UK Limited  
FBG Canada Limited  
FBG India Holdings Limited  
FBG International Limited  
FBG Investments Pty. Ltd.  
FBG Treasury (Aust.) Limited  
FBG Treasury (Europe) B.V.  
FBG Treasury (N.Z.) Limited  
FBG Treasury (U.K.) plc  
FBG Treasury (U.S.A.) Inc.  
FBG Vietnam Holdings Pty. Ltd.  
FGL Employee Share Plan Pty. Ltd.  
Filehaze Pty. Ltd.

Foster's Brewing Group (U.S.A.) Limited  
Foster's Brewing Group Pty. Ltd.  
Foster's (Cambodia) Limited  
Foster's China Pty. Ltd.  
Foster's Danang Limited  
Foster's Finance Corp.  
Foster's Group Asia Holdings Pty. Ltd.  
Foster's Group Canada Inc.  
Foster's Group New Zealand Limited  
Foster's International (N.Z.) Pty. Limited  
Foster's Sports Foundation  
Foster's Tien Giang Limited  
Foster's Vietnam Limited  
Galemaze Pty. Ltd.  
Graf von Rudesheim  
Grand Cru Expertise "De Belgische Wijnbeurs" N.V.  
Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.  
H. Jones & Co. Pty. Ltd.  
H. Maximilian Pallhuber GmbH & Co. KG  
H.P. Bulmer (Overseas Holdings) Limited  
Herve Lu Puy  
Herve Lu Puy  
Highlands Craigieburn Pty. Ltd.  
Hotel (FP) Pty. Ltd.  
I-Nova Consulting Pty. Ltd.  
Il Cavaliere Del Castello Di Gabbiano SRL  
Kangaroo Ridge Wines Europe Limited  
Kawana Beach Pty. Ltd.  
Kawana Central Pty. Ltd.  
Kawana Industrial Park Pty. Ltd.  
Finnews Pty. Ltd.  
FBG Finance Limited  
FBG Holdings (U.K.) Limited  
FBG Incentive Pty. Ltd.  
FGL Insurance Company Pte Ltd  
FGL Finance (USD) Pty Ltd  
FGL Finance (GBP) Pty Ltd



Kawana Island Pty Ltd.  
 Kawana Lakes Pty. Ltd.  
 Krondorf Wines Pty. Ltd.  
 La Fraternelle De Bourgogne  
 RSG Beachmere Pty. Ltd.  
 RSG Bellvista Pty. Ltd.  
 RSG Funds Management Pty Ltd  
 RSG Land Group Pty Ltd  
 RSG Highlands Craigieburn Pty. Ltd.  
 RSG North Lakes Marketing Pty. Ltd.  
 RSG North Lakes Sales Pty. Ltd.  
 Liana Cottage Pty. Ltd.  
 Maglieri Wines Pty. Ltd.  
 Masthead Brewing Company Pty. Ltd.  
 Matua Finance Limited  
 MBBC Limited  
 Mega Management Pty. Ltd.  
 Melbourne Brewery Company Pty. Ltd.  
 Mildara Blass Holdings Inc.  
 Mildara Blass Inc.  
 Mildara Blass Wines Inc.  
 Mildara Holdings Pty. Limited  
 Moorabbin Junction Pty. Ltd.  
 N.T. Brewery Pty. Ltd.  
 Navistar Group Limited  
 Nellie Products Pty. Ltd.  
 New Crest Investments Pty. Ltd.  
 Nexday Europe B.V.  
 The Continental Wines and Spirits Company (N.Z.) Limited  
 The Foster Brewing Co. Pty. Ltd.  
 The New Zealand Wine Club Limited  
 The Rothbury Estate Pty. Ltd.  
 The Shamrock Brewing Company Proprietary Limited  
 The Wine Exchange Limited  
 The Wine Planet International Pty. Limited  
 Tibsco Limited  
 Tibsco Pensions Limited  
 Foster's People Pty Limited  
 Tract 4/5 LLC  
 Nexday Pty. Limited  
 North Lakes Marketing Consultancy Trust  
 North Lakes Marketing Pty. Ltd.  
 North Lakes Sales Agency Trust  
 North Lakes Sales Pty. Ltd.  
 North Napa Land Co.  
 Norwood Beach Pty. Ltd.  
 Nova Glen Pty. Ltd.  
 Oakland Glen Pty. Ltd.  
 Pica Finance Limited  
 Pica Group Pty Ltd  
 Pica Nominees Pty. Limited  
 Pitt, Son & Badgery Pty. Ltd.  
 Power Brewing Company Pty. Ltd.  
 Premium Land, Inc.  
 Primedan Pty. Ltd.  
 Queensland Breweries Pty. Ltd.  
 Rimpacific Shipping (U.K.) Ltd.  
 Robertsons Well Pty. Ltd.  
 Robertsons Well Unit Trust  
 Rothbury Sales Pty. Ltd.  
 Rothbury Wines Pty. Ltd.  
 Rumar International Pty. Ltd.  
 Sarl Les Crus Prevendus SADCS  
 Savirak Pty. Ltd.  
 Seeton Pty. Ltd.  
 Shanghai Foster's Brewery Co. Ltd.  
 Sharden Lodge Pty. Ltd.  
 Silvester Brothers (AMH) Pty. Limited  
 Silvester Brothers (AMHUK) Limited  
 Silvester Brothers Pty. Limited  
 Societe D Investissement Du Beaujolais  
 Somar Pty. Ltd.  
 Stamford Hotel Pty. Ltd.  
 T'Gallant Winemakers Pty. Ltd.  
 Telemasters Limited  
 The Australian Wine Centre Limited  
 The Australian Wine Club Pty. Ltd.  
 The Ballarat Brewing Company Pty. Ltd.  
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.

VICD – Produtos Em Cortica, LDA

Victoria Brewery Pty. Ltd.

Vinpac International Pty. Limited

Vinpac SADCS

Vintners Imports Pty. Limited

Volz Pty. Ltd.

Voskane Pty. Ltd.

Werribee Properties (RWDS) Proprietary Limited

Whitecross Investments Pty. Ltd.

Windemere Securities Limited

Wine Planet Holdings Pty. Limited

Wine Planet Technology Pty. Limited

Winemaker's Choice Limited

Wolf Blass Wines Pty. Ltd.

Wood Hall Trust Limited

Wood Hall (Aust.) Pty. Limited

World Wine Gallery GmbH

C.U.B. Pty Ltd

00015868 Limited

02396239 Limited

151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.

The Continental Spirits Company Pty. Ltd.

AP John & Sons Pty. Ltd.

Briar Ridge Manufacturing Pty. Ltd.

Briar Ridge Vineyards Pty. Ltd.

Carlton Brewery (Fiji) Limited

Cellarmaster Wines SA

Foster's India Limited

Graymoor Estate Joint Venture

Graymoor Estate Pty. Ltd.

Graymoor Estate Unit Trust

Greg Norman Estates Joint Venture

Kangaroo Ridge Wine Company Pty. Ltd.

Matua Valley Wines Limited

Samoa Breweries Limited

Shingle Peak Wines Limited

Societe of Bouteillage of Beaujolais, Macon and Bourgogne

South Pacific Distilleries Limited

Waikoukou Vineyards Limited

Wine Buzz KK

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

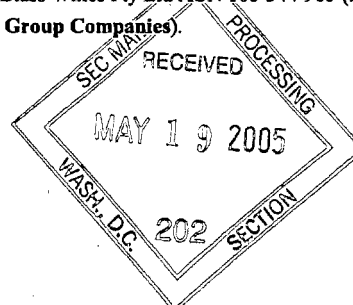
To: Company Name/Scheme Southcorp Limited (Southcorp)  
ACN/ARSN ABN 80 007 722 643

### 1. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 5 May 2005  
The previous notice was given to the company on 5 / 5 / 2005  
The previous notice was dated 5 / 5 / 2005



### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	215,659,669	29.0%	225,981,599	30.4 %

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
5 May 2004	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	10,321,930 ordinary shares	10,321,930

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BBW	Southcorp shareholders who have accepted the Offer.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	86,032,575 ordinary shares	86,032,575
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	86,032,575 ordinary shares	86,032,575
Foster's Group Companies	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	86,032,575 ordinary shares	86,032,575
BBW	Reline Investments Pty Limited ACN 095 987 367 (Reline)	Reline	BBW has a relevant interest in shares in Southcorp of which Reline is the registered holder pursuant to the Share Sale and Purchase Agreement dated 12 January 2005 between BBW and Reline, a copy of which is contained in Annexure B to the Notice of Initial Substantial Holder dated 14 January 2005.	139,949,024 ordinary shares	139,949,024

Brewing Holdings, Brewing Investments, CUB, FBG and Beringer			608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in BBW.	ordinary shares	
Foster's Group Companies	Reline	Reline	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	139,949,024 ordinary shares	139,949,024

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

### Signature

print name Robert Keith Dudfield

capacity : Assistant Company Secretary

sign here

*R.K. Dudfield.*

date 6 / 5 / 2005

#### Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.

- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**Annexure A – Related Bodies Corporate**

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

*R. K. Dudfield*

**Robert Keith Dudfield**  
**Foster's Group Limited ACN 007 620 886**

**Date: 6/5/2005**

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs	Beringer Blass Wine Estates Sales Company
A.C.N. 006 327 028 Pty. Ltd.	Beringer Wine Estates Foreign Sales Corporation
A.C.N. 008 008 526 Pty. Ltd.	Bevcorp Pty. Ltd.
A.C.N. 070 379 869 Pty. Ltd.	Bilyara Vineyards Pty. Ltd.
Aldershot Nominees Pty. Ltd.	Bourse du Vin International B.V.
Amayana Pty. Ltd.	Bourse du Vin Limited
Amberton Wines Pty. Ltd.	Brewing Holdings Pty. Ltd.
AML&F Holdings Pty. Ltd.	Brewing Investments Pty. Ltd.
Amwex Inc.	Brewman Group Limited
Anglemaster Limited	Brewman TL Limited
Archana Pty. Ltd.	Brewtech Pty. Ltd.
Ashwick (NT) No. 7 Pty. Ltd.	Bright Star Investments Pty. Ltd.
Ashwick (Qld.) No. 15 Pty. Ltd.	Bulmer Australia Limited
Ashwick (Qld.) No. 96 Pty. Ltd.	Bulmer Harvest Limited
Ashwick (Qld.) No. 127 Pty. Ltd.	Cape Schanck Wines Pty. Ltd.
Ashwick (Qld.) No. 167 Pty. Ltd.	Cardmember Wines Limited
Ashwick (Vic.) No. 27 Pty. Ltd.	Cardmember Wines Pty. Ltd.
Austotel (Victoria Holdings) Pty. Ltd.	Carlton & United Beverages Limited
Australian Estates Pty. Ltd.	Carlton & United Breweries Pty Ltd
Australian, Mercantile, Land and Finance Company Pty. Ltd.	Carlton & United Breweries (N.S.W.) Pty. Limited
Australian, Mercantile, London Limited	Carlton & United Breweries (Queensland) Pty. Ltd.
Bacchus Gate Corp.	Carlton & United Breweries (Stator) Pty. Ltd.
Balfours Imports Inc.	Carlton Brewery Hotels (N.R.) Pty. Limited
Beringer Blass Distribution SRL	Carlton Brewery Hotels Pty. Ltd.
Beringer Blass Italia S.R.L.	Carter and Associates (2000) Limited
Beringer Blass Wine Estates Chile Limitada	Cascade Brewery Company Pty. Ltd.
Beringer Blass Wine Estates Company	Cellar Door Direct GmbH
Beringer Blass Wine Estates Holdings, Inc.	Dorrien Estate Winery Pty Ltd
Beringer Blass Wine Estates Limited (Europe)	Cellarmaster Wines Europe B.V.
Beringer Blass Wine Estates Limited (NZ)	Cellarmaster Wines Germany GmbH
Beringer Blass Wine Estates Limited	Cellarmaster Wines Holdings (U.K.) Limited
Beringer Blass Wines Pty Ltd	Cellarmaster Wines Limited
	Cellarmaster Wines SA
	Cellarmaster Wines (UK) Limited
	Cellarmaster Wines Pty. Limited

Cellarmasters GmbH	Foster's Brewing Group (U.S.A.) Limited
Classic Packaging Pty. Limited	Foster's Brewing Group Pty. Ltd.
CNAB Pty. Ltd.	Foster's (Cambodia) Limited
Craigburn Land Co. Pty. Ltd.	Foster's China Pty. Ltd.
Craigburn Property Pty. Ltd.	Foster's Danang Limited
CSB Pty. Ltd.	Foster's Finance Corp.
Data Co-ordination Centre Inc. – The Wine Exchange	Foster's Group Asia Holdings Pty. Ltd.
Demener Pty. Ltd.	Foster's Group Canada Inc.
Dennys Strachan Mercantile Pty. Ltd.	Foster's Group New Zealand Limited
Derel ESC Pty. Ltd.	Foster's International (N.Z.) Pty. Limited
Dismin Investments Pty. Ltd.	Foster's Sports Foundation
Dreamgame Limited	Foster's Tien Giang Limited
EFG Australia Pty Ltd	Foster's Vietnam Limited
EFG Finance Leasing Pty Ltd	Galemaze Pty. Ltd.
EFG Holdings (U.S.A.) Inc.	Graf von Rudesheim
EFG Investments Pty Ltd	Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
EFG Securities Pty Ltd	Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
EFG Treasury Pty. Limited	H. Jones & Co. Pty. Ltd.
ELFIC Pty Ltd	H. Maximilian Pallhuber GmbH & Co. KG
Elstone Developments Pty. Ltd.	H.P. Bulmer (Overseas Holdings) Limited
ESG (Enterprises) N.V.	Herve Lu Puy
Etude Wines, Inc.	Herve Lu Puy
Ewines Pty. Limited	Highlands Craigieburn Pty. Ltd.
FBG (U.K.) Limited	Hotel (FP) Pty. Ltd.
FBG Brewery Holdings UK Limited	I-Nova Consulting Pty. Ltd.
FBG Canada Limited	Il Cavaliere Del Castello Di Gabbiano SRL
FBG India Holdings Limited	Kangaroo Ridge Wines Europe Limited
FBG International Limited	Kawana Beach Pty. Ltd.
FBG Investments Pty. Ltd.	Kawana Central Pty. Ltd.
FBG Treasury (Aust.) Limited	Kawana Industrial Park Pty. Ltd.
FBG Treasury (Europe) B.V.	Finnews Pty. Ltd.
FBG Treasury (N.Z.) Limited	FBG Finance Limited
FBG Treasury (U.K.) plc	FBG Holdings (U.K.) Limited
FBG Treasury (U.S.A.) Inc.	FBG Incentive Pty. Ltd.
FBG Vietnam Holdings Pty. Ltd.	FGL Insurance Company Pte Ltd
FGL Employee Share Plan Pty. Ltd.	FGL Finance (USD) Pty Ltd
Filehaze Pty. Ltd.	FGL Finance (GBP) Pty Ltd



Kawana Island Pty Ltd.  
 Kawana Lakes Pty. Ltd.  
 Krondorf Wines Pty. Ltd.  
 La Fraternelle De Bourgogne  
 RSG Beachmere Pty. Ltd.  
 RSG Bellvista Pty. Ltd.  
 RSG Funds Management Pty Ltd  
 RSG Land Group Pty Ltd  
 RSG Highlands Craigieburn Pty. Ltd.  
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 RSG North Lakes Sales Pty. Ltd.  
 Liana Cottage Pty. Ltd.  
 Maglieri Wines Pty. Ltd.  
 Masthead Brewing Company Pty. Ltd.  
 Matua Finance Limited  
 MBBC Limited  
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 Mildara Blass Holdings Inc.  
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 Navistar Group Limited  
 Nellie Products Pty. Ltd.  
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 Nexday Europe B.V.  
 The Continental Wines and Spirits Company (N.Z.) Limited  
 The Foster Brewing Co. Pty. Ltd.  
 The New Zealand Wine Club Limited  
 The Rothbury Estate Pty. Ltd.  
 The Shamrock Brewing Company Proprietary Limited  
 The Wine Exchange Limited  
 The Wine Planet International Pty. Limited  
 Tibsco Limited  
 Tibsco Pensions Limited  
 Foster's People Pty Limited  
 Tract 4/5 LLC

Nexday Pty. Limited  
 North Lakes Marketing Consultancy Trust  
 North Lakes Marketing Pty. Ltd.  
 North Lakes Sales Agency Trust  
 North Lakes Sales Pty. Ltd.  
 North Napa Land Co.  
 Norwood Beach Pty. Ltd.  
 Nova Glen Pty. Ltd.  
 Oakland Glen Pty. Ltd.  
 Pica Finance Limited  
 Pica Group Pty Ltd  
 Pica Nominees Pty. Limited  
 Pitt, Son & Badgery Pty. Ltd.  
 Power Brewing Company Pty. Ltd.  
 Premium Land, Inc.  
 Primedan Pty. Ltd.  
 Queensland Breweries Pty. Ltd.  
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 Robertsons Well Pty. Ltd.  
 Robertsons Well Unit Trust  
 Rothbury Sales Pty. Ltd.  
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 Rumar International Pty. Ltd.  
 Sarl Les Crus Prevendus SADCS  
 Savirak Pty. Ltd.  
 Seeton Pty. Ltd.  
 Shanghai Foster's Brewery Co. Ltd.  
 Sharden Lodge Pty. Ltd.  
 Silvester Brothers (AMH) Pty. Limited  
 Silvester Brothers (AMHUK) Limited  
 Silvester Brothers Pty. Limited  
 Societe D Investissement Du Beaujolais  
 Somar Pty. Ltd.  
 Stamford Hotel Pty. Ltd.  
 T'Gallant Winemakers Pty. Ltd.  
 Telemasters Limited  
 The Australian Wine Centre Limited  
 The Australian Wine Club Pty. Ltd.  
 The Ballarat Brewing Company Pty. Ltd.  
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.

VICD – Produtos Em Cortica, LDA

Victoria Brewery Pty. Ltd.

Vinpac International Pty. Limited

Vinpac SADCS

Vintners Imports Pty. Limited

Volz Pty. Ltd.

Voskane Pty. Ltd.

Werribee Properties (RWDS) Proprietary Limited

Whitecross Investments Pty. Ltd.

Windemere Securities Limited

Wine Planet Holdings Pty. Limited

Wine Planet Technology Pty. Limited

Winemaker's Choice Limited

Wolf Blass Wines Pty. Ltd.

Wood Hall Trust Limited

Wood Hall (Aust.) Pty. Limited

World Wine Gallery GmbH

C.U.B. Pty Ltd

00015868 Limited

02396239 Limited

151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.

The Continental Spirits Company Pty. Ltd.

AP John & Sons Pty. Ltd.

Briar Ridge Manufacturing Pty. Ltd.

Briar Ridge Vineyards Pty. Ltd.

Carlton Brewery (Fiji) Limited

Cellarmaster Wines SA

Foster's India Limited

Graymoor Estate Joint Venture

Graymoor Estate Pty. Ltd.

Graymoor Estate Unit Trust

Greg Norman Estates Joint Venture

Kangaroo Ridge Wine Company Pty. Ltd.

Matua Valley Wines Limited

Samoa Breweries Limited

Shingle Peak Wines Limited

Societe of Bouteillage of Beaujolais, Macon and Bourgogne

South Pacific Distilleries Limited

Waikoukou Vineyards Limited

Wine Buzz KK



6 May 2005

## Foster's interest in Southcorp now 42.3%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 42.3% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%
Percentage of Southcorp shares the subject of acceptances under the Offer	11.6%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	11.9%
<b>Total interest in Southcorp shares</b>	<b>42.3%</b>

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

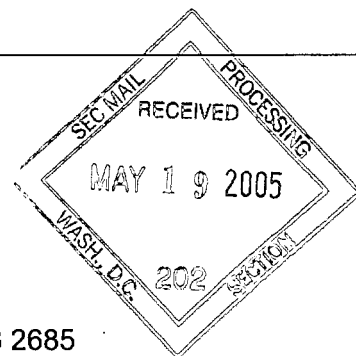
Further information:

### Media

Lisa Keenan  
Tel: +61 3 9633 2265  
Mob: 0409 150 771

### Investors

Chris Knorr  
Tel: +61 3 9633 2685  
Mob: 0417 033 623





4 May 2005

## Foster's interest in Southcorp now 39.8%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 39.8% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%
Percentage of Southcorp shares the subject of acceptances under the Offer	9.1%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	11.9%
<b>Total interest in Southcorp shares</b>	<b>39.8%</b>

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

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Further information:

### Media

Lisa Keenan  
Tel: +61 3 9633 2265  
Mob: 0409 150 771

### Investors

Chris Knorr  
Tel: +61 3 9633 2685  
Mob: 0417 033 623



# Form 604

## Corporations Act 2001 Section 671B

### Notice of change of interests of substantial holder

To: Company Name/Scheme                      Southcorp Limited (Southcorp)  
ACN/ARSN    ABN 80 007 722 643

#### 1. Details of substantial holder (1)

Name    Foster's Group Limited ACN 007 620 886 (**Foster's**), Brewing Holdings Pty Ltd ACN 004 059 394 (**Brewing Holdings**), Brewing Investments Pty Ltd ACN 004 233 005 (**Brewing Investments**), Carlton and United Beverages Limited ACN 004 056 106 (**CUB**), FBG Investments Pty Ltd ACN 004 373 862 (**FBG**), Beringer Blass Wine Estates Limited ACN 004 094 599 (**Beringer**) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (**BBW**) and their related bodies corporate listed in Annexure A (**Foster's Group Companies**).

ACN/ARSN (if applicable)

There was a change in the interests of the  
substantial holder on    2 May 2005 – 3 May 2005  
The previous notice was given to the company on                      2 / 5 / 2005  
The previous notice was dated    2 / 5 / 2005

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	199,984,734	26.9%	207,561,534	27.9%

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
2 May 2005 – 3 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW ( <b>Offer</b> ).	\$4.26 cash subject to the terms of the Offer.	7,576,800 ordinary shares	7,576,800

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BBW	Southcorp shareholders who have accepted the Offer.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	67,612,510 ordinary shares	67,612,510
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	67,612,510 ordinary shares	67,612,510
Foster's Group Companies	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	67,612,510 ordinary shares	67,612,510
BBW	Reline Investments Pty Limited ACN 095 987 367 (Reline)	Reline	BBW has a relevant interest in shares in Southcorp of which Reline is the registered holder pursuant to the Share Sale and Purchase Agreement dated 12 January 2005 between BBW and Reline, a copy of which is contained in Annexure B to the Notice of Initial Substantial Holder dated 14 January 2005.	139,949,024 ordinary shares	139,949,024

Brewing Holdings, Brewing Investments, CUB, FBG and Beringer			608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in BBW.	ordinary shares	
Foster's Group Companies	Reline	Reline	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	139,949,024 ordinary shares	139,949,024

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

### Signature

print name Robert Keith Dudfield

capacity: Assistant Company Secretary

sign here

*R.K. Dudfield*

date 4/5/2005

#### Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.

- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

*R.K. Dudfield*

**Robert Keith Dudfield**  
**Foster's Group Limited ACN 007 620 886**

**Date: 4/5/2005**

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs	Beringer Blass Wine Estates Sales Company
A.C.N. 006 327 028 Pty. Ltd.	Beringer Wine Estates Foreign Sales Corporation
A.C.N. 008 008 526 Pty. Ltd.	Bevcorp Pty. Ltd.
A.C.N. 070 379 869 Pty. Ltd.	Bilyara Vineyards Pty. Ltd.
Aldershot Nominees Pty. Ltd.	Bourse du Vin International B.V.
Amayana Pty. Ltd.	Bourse du Vin Limited
Amberton Wines Pty. Ltd.	Brewing Holdings Pty. Ltd.
AML&F Holdings Pty. Ltd.	Brewing Investments Pty. Ltd.
Amwex Inc.	Brewman Group Limited
Anglemaster Limited	Brewman TL Limited
Archana Pty. Ltd.	Brewtech Pty. Ltd.
Ashwick (NT) No. 7 Pty. Ltd.	Bright Star Investments Pty. Ltd.
Ashwick (Qld.) No. 15 Pty. Ltd.	Bulmer Australia Limited
Ashwick (Qld.) No. 96 Pty. Ltd.	Bulmer Harvest Limited
Ashwick (Qld.) No. 127 Pty. Ltd.	Cape Schanck Wines Pty. Ltd.
Ashwick (Qld.) No. 167 Pty. Ltd.	Cardmember Wines Limited
Ashwick (Vic.) No. 27 Pty. Ltd.	Cardmember Wines Pty. Ltd.
Austotel (Victoria Holdings) Pty. Ltd.	Carlton & United Beverages Limited
Australian Estates Pty. Ltd.	Carlton & United Breweries Pty Ltd
Australian, Mercantile, Land and Finance Company	Carlton & United Breweries (N.S.W.) Pty. Limited
Pty. Ltd.	
Australian, Mercantile, London Limited	Carlton & United Breweries (Queensland) Pty. Ltd.
Bacchus Gate Corp.	Carlton & United Breweries (Stator) Pty. Ltd.
Balfours Imports Inc.	Carlton Brewery Hotels (N.R.) Pty. Limited
Beringer Blass Distribution SRL	Carlton Brewery Hotels Pty. Ltd.
Beringer Blass Italia S.R.L.	Carter and Associates (2000) Limited
Beringer Blass Wine Estates Chile Limitada	Cascade Brewery Company Pty. Ltd.
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Beringer Blass Wine Estates Limited (Europe)	Cellarmaster Wines Europe B.V.
Beringer Blass Wine Estates Limited (NZ)	Cellarmaster Wines Germany GmbH
Beringer Blass Wine Estates Limited	Cellarmaster Wines Holdings (U.K.) Limited
Beringer Blass Wines Pty Ltd	Cellarmaster Wines Limited
	Cellarmaster Wines SA
	Cellarmaster Wines (UK) Limited
	Cellarmaster Wines Pty. Limited

Cellarmasters GmbH  
Classic Packaging Pty. Limited  
CNAB Pty. Ltd.  
Craigburn Land Co. Pty. Ltd.  
Craigburn Property Pty. Ltd.  
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Dennys Strachan Mercantile Pty. Ltd.  
Derel ESC Pty. Ltd.  
Dismin Investments Pty. Ltd.  
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EFG Australia Pty Ltd  
EFG Finance Leasing Pty Ltd  
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EFG Investments Pty Ltd  
EFG Securities Pty Ltd  
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ELFIC Pty Ltd  
Elstone Developments Pty. Ltd.  
ESG (Enterprises) N.V.  
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Ewines Pty. Limited  
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FBG Canada Limited  
FBG India Holdings Limited  
FBG International Limited  
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Foster's China Pty. Ltd.  
Foster's Danang Limited  
Foster's Finance Corp.  
Foster's Group Asia Holdings Pty. Ltd.  
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Foster's Group New Zealand Limited  
Foster's International (N.Z.) Pty. Limited  
Foster's Sports Foundation  
Foster's Tien Giang Limited  
Foster's Vietnam Limited  
Galemaze Pty. Ltd.  
Graf von Rudesheim  
Grand Cru Expertise "De Belgische Wijnbeurs" N.V.  
Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.  
H. Jones & Co. Pty. Ltd.  
H. Maximilian Pallhuber GmbH & Co. KG  
H.P. Bulmer (Overseas Holdings) Limited  
Herve Lu Puy  
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Highlands Craigieburn Pty. Ltd.  
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I-Nova Consulting Pty. Ltd.  
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 North Lakes Sales Agency Trust  
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 Norwood Beach Pty. Ltd.  
 Nova Glen Pty. Ltd.  
 Oakland Glen Pty. Ltd.  
 Pica Finance Limited  
 Pica Group Pty Ltd  
 Pica Nominees Pty. Limited  
 Pitt, Son & Badgery Pty. Ltd.  
 Power Brewing Company Pty. Ltd.  
 Premium Land, Inc.  
 Primedan Pty. Ltd.  
 Queensland Breweries Pty. Ltd.  
 Rimpacific Shipping (U.K.) Ltd.  
 Robertsons Well Pty. Ltd.  
 Robertsons Well Unit Trust  
 Rothbury Sales Pty. Ltd.  
 Rothbury Wines Pty. Ltd.  
 Rumar International Pty. Ltd.  
 Sarl Les Crus Prevendus SADCS  
 Savirak Pty. Ltd.  
 Seeton Pty. Ltd.  
 Shanghai Foster's Brewery Co. Ltd.  
 Sharden Lodge Pty. Ltd.  
 Silvester Brothers (AMH) Pty. Limited  
 Silvester Brothers (AMHUK) Limited  
 Silvester Brothers Pty. Limited  
 Societe D Investissement Du Beaujolais  
 Somar Pty. Ltd.  
 Stamford Hotel Pty. Ltd.  
 T'Gallant Winemakers Pty. Ltd.  
 Telemasters Limited  
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 The Australian Wine Club Pty. Ltd.  
 The Ballarat Brewing Company Pty. Ltd.  
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.

VICD – Produtos Em Cortica, LDA

Victoria Brewery Pty. Ltd.

Vinpac International Pty. Limited

Vinpac SADCS

Vintners Imports Pty. Limited

Volz Pty. Ltd.

Voskane Pty. Ltd.

Werrabee Properties (RWDS) Proprietary Limited

Whitecross Investments Pty. Ltd.

Windemere Securities Limited

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Wine Planet Technology Pty. Limited

Winemaker's Choice Limited

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Wood Hall Trust Limited

Wood Hall (Aust.) Pty. Limited

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C.U.B. Pty Ltd

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AP John & Sons Pty. Ltd.

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Briar Ridge Vineyards Pty. Ltd.

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Graymoor Estate Unit Trust

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Matua Valley Wines Limited

Samoa Breweries Limited

Shingle Peak Wines Limited

Societe of Bouteillage of Beaujolais, Macon and Bourgogne

South Pacific Distilleries Limited

Waikoukou Vineyards Limited

Wine Buzz KK



4 May, 2005

## **Foster's extends takeover offer for Southcorp**

Foster's Group Limited (Foster's) announces that it has extended its takeover offer for Southcorp Limited (Southcorp) by 14 days so that the offer will now close at 5:00pm Melbourne time on Thursday 26 May 2005.

Foster's confirms that all conditions of the offer other than the 90% Condition contained in section 2.12(a) of its bidder's statement have either been fulfilled or waived. Further, in accordance with ASX Listing Rule 3.2, Foster's discloses that it had a relevant interest in 18.8% of the shares of Southcorp when its offer was made and now, with an additional interest in 21.0% of the shares of Southcorp (9.1% through acceptances into the offer and 11.9% through acceptance instructions held in the Institutional Acceptance Facility), has an interest in 39.8% of the shares of Southcorp.

A shareholder letter and formal notice extending the offer period are attached.

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

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Further information:

### **Media**

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**FOSTER'S**  
GROUP

Inspiring Global Enjoyment

4 May 2005

Dear Southcorp shareholder,

### **SOUTHCORP AND FOSTER'S AGREE TAKEOVER**

As you know Southcorp Limited (Southcorp) and Foster's Group Limited (Foster's) have agreed to a revised takeover offer for Southcorp whereby Foster's has **increased its offer to \$4.26 cash per share** – this is Foster's **final price** in the absence of a superior offer.

The revised offer is **recommended by the Southcorp Board** and is an excellent outcome for Southcorp shareholders. This is extremely positive and significant for Australia as the combined business will become the world's leading premium wine company and the only Australian consumer products business that is number one in the world.

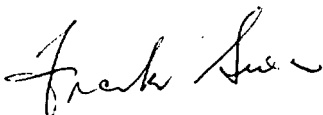
In the words of Southcorp Chairman, Brian Finn, ***"It is now time for Southcorp shareholders to accept Foster's cash offer of \$4.26 per share."***

To accept, please complete the updated acceptance form enclosed with this letter and mail it as soon as possible in the reply paid envelope also enclosed.

To give you additional time to accept, the offer has been extended so that it is now scheduled to close at 5pm (Melbourne time) on **Thursday 26 May 2005**. A formal notice extending the offer and varying the terms of the offer is enclosed.

If you have any questions, please do not hesitate to contact the offer enquiry line on 1800 101 769 from Australia or +61 3 9415 4242 from outside Australia, or visit the Foster's website on [www.fostersgroup.com](http://www.fostersgroup.com).

Yours sincerely



Frank Swan  
Chairman, Foster's Group Limited

## Notice of extension of the Offer Period

**To:** Southcorp Limited (**Southcorp**) and each person to whom an offer has been made (**Offer**) under the bidder's statement dated 18 January 2005 (**Bidder's Statement**) by Beringer Blass Wines Pty Ltd (**BBW**).

### 1 Extension of the Offer

BBW gives notice under section 650D of the Corporations Act that:

1.1. it varies the Offer by extending the period during which the Offer will remain open by a further 14 days so that the Offer will now close at 5pm (Melbourne time) on 26 May 2005; and

1.2. the new date for giving the notice of the status of the conditions of the Offer will be 18 May 2005.

### 2 Right of withdrawal

In accordance with section 650E of the Corporations Act, as this extension of the Offer results in a total extension of the Offer by more than 1 month, those shareholders who have validly accepted the Offer on or before the date of this notice may withdraw their acceptance by giving notice to BBW within 1 month of the day after the day on which they receive a copy of this notice.

### 3 Previous variation

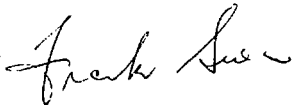
The Offer was previously varied by notices dated 7 March 2005, 23 March 2005, 4 April 2005, 20 April 2005 and 22 April 2005.

### 4 ASIC

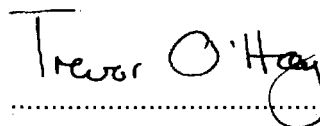
A copy of this notice was lodged with the Australian Securities and Investments Commission (**ASIC**) on 4 May 2005. ASIC takes no responsibility for the contents of this notice.

**DATED: 4 May 2005**

Signed for BBW by Mr Frank Swan and Mr Trevor O'Hoy, being directors of BBW who are authorised to sign this notice pursuant to a resolution passed by the directors of BBW.



Frank Swan  
Director



Trevor O'Hoy  
Director