

FOSTER'S GROUP LIMITED

77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fosters.com.au



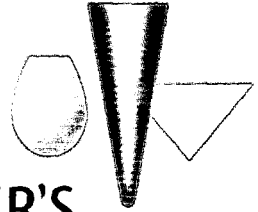
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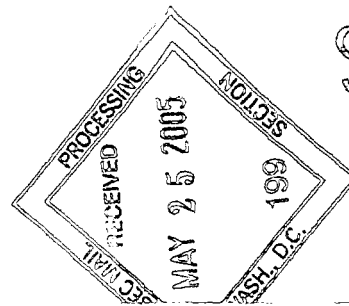
Foster's Brewing

02-7711



FOSTER'S
GROUP

Inspiring Global Enjoyment



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FINANCIAL



11 May 2005

Foster's declares takeover offer unconditional

Foster's Group Limited (Foster's) announces that its wholly owned subsidiary Beringer Blass Wines Pty Ltd (BBW) has freed its takeover offer (Offer) for Southcorp Limited (Southcorp) from the 90% Condition contained in section 2.12(a) of its bidder's statement and, accordingly, declares that the Offer is now unconditional. Foster's also confirms that it has accelerated payment to within 3 business days of the later of the offer becoming unconditional and processing of a valid acceptance.

Foster's further announces that BBW has delivered the confirmation notice to Credit Suisse First Boston Australia Limited in accordance with the terms of the Institutional Acceptance Facility and that BBW now has a voting power in Southcorp of 50.9%. Immediately prior to issuing the confirmation notice, BBW's interest in Southcorp through acceptances into the Offer and acceptance instructions held in the Institutional Acceptance Facility was as follows:

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	15.1%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	17.0%
Total interest in Southcorp shares	50.9%

Foster's notes that the offer is scheduled to close at 5pm (Melbourne time) on Thursday 26 May 2005.

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

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JUN 06 2005

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

DeWalt

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 11 May 2005
The previous notice was given to the company on 11 May 2005
The previous notice was dated 11 May 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	244,767,268	32.9%	382,934,886	51.4%

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
11 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 (Offer).	\$4.26 cash subject to the terms of the Offer.	11,936,795 ordinary shares	11,936,795

11 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 delivery of the Confirmation Notice to the facility operator in accordance with the terms of the institutional acceptance facility as described in the Second Supplementary Bidder's Statement dated 22 April 2005 (Institutional Acceptance Facility).	\$4.26 cash subject to the terms of the Offer.	126,230,823 ordinary shares	126,230,823
11 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Change in nature of relevant interest due to termination of the Share Sale and Purchase Agreement dated 12 January 2005 between BBW and Reline Investments Pty Limited ACN 095 987 367 (Reline) by Reline accepting into the Offer.	\$4.26 cash subject to the terms of the Offer.	139, 949, 024 ordinary shares	139, 949, 024

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 or lodged acceptance instructions under the Institutional Acceptance Facility.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	382,934,886 ordinary shares	382,934,886
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Southcorp shareholders who have accepted the Offer or lodged acceptance instructions under the Institutional Acceptance Facility.	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.	382,934,886 ordinary shares	382,934,886

Foster's Group Companies	Southcorp shareholders who have accepted the Offer or lodged acceptance instructions under the Institutional Acceptance Facility.	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.	382,934,886	382,934,886
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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 12 / 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.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (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)

- (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: 12/5/2005

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.
 Craighburn Land Co. Pty. Ltd.
 Craighburn 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 Craighburn 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 Ltd
 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

Third Supplementary Bidder's Statement

by Beringer Blass Wines Pty Ltd ACN 105 344 965

a wholly owned subsidiary of

Foster's Group Limited ABN 49 007 620 886

This document is the Third Supplementary Bidder's Statement to the Bidder's Statement dated 18 January 2005 (**Original Statement**) by Beringer Blass Wines Pty Ltd (**Bidder**) which was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day in relation to Bidder's Offer under a takeover bid for all of the ordinary shares in Southcorp Limited ABN 80 007 722 643 (**Southcorp**).

This Third Supplementary Bidder's Statement is to be read together with the Original Statement, First Supplementary Bidder's Statement dated 24 February 2005 and Second Supplementary Bidder's Statement dated 22 April 2005.

Unless the context otherwise requires, defined terms in the Original Statement have the same meaning when used in this Third Supplementary Bidder's Statement.

1 Offer declared unconditional

Bidder has announced that it has freed the Offer from the 90% Condition and accordingly declared its Offer unconditional.

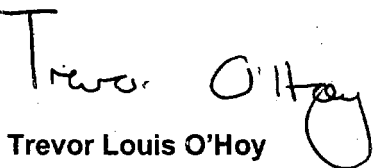
Bidder notes that, having delivered the Confirmation Notice to the Facility Operator in accordance with the Second Supplementary Bidder's Statement, it has a voting power in excess of 50% in Southcorp.

2 Authorisation

This Third Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Bidder.

Dated 12 May 2005

Signed for and on behalf of Bidder by Trevor Louis O'Hoy, a director of Bidder who is authorised to sign this Third Supplementary Bidder's Statement on behalf of Bidder pursuant to a resolution passed by the directors.



Trevor Louis O'Hoy
Director

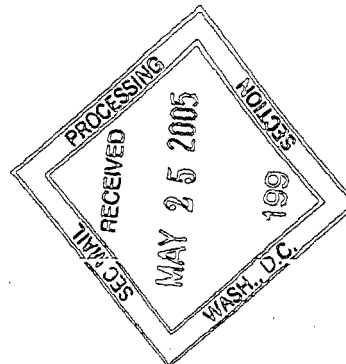


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**For your information as released to
The Australian Stock Exchange.**

With Compliments



ACN/AKSN (if applicable)

There was a change in the interests of the substantial holder on 12 May 2005
The previous notice was given to the company on 12 May 2005
The previous notice was dated 12 May 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	382,934,886	51.4%	443,946,796	59.6%

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
12 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 (Offer).	\$4.26 cash subject to the terms of the Offer.	36,607,597 ordinary shares	36,607,597
12 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 on market purchases of Southcorp shares by BBW.	\$4.26	24,404,313 ordinary shares	24,464,313

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 or lodged acceptance instructions under the institutional acceptance facility as described in the Second Supplementary Bidder's Statement dated 22 April 2005 (Institutional Acceptance Facility).	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	419,542,483 ordinary shares	419,542,483
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Southcorp shareholders who have accepted the Offer or lodged acceptance instructions under the Institutional Acceptance Facility.	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.	419,542,483 ordinary shares	419,542,483
Foster's Group Companies	Southcorp shareholders who have accepted the Offer or lodged acceptance instructions under the Institutional Acceptance Facility.	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.	419,542,483 ordinary shares	419,542,483
BBW	Southcorp shareholders who have sold on market.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to Southcorp shares purchased on market by BBW.	24,404,313 ordinary shares	24,404,313

Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	shareholders who have sold on market.		608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of holding, either directly or indirectly, a controlling interest in BBW.	ordinary shares	
Foster's Group Companies	Southcorp shareholders who have sold on market.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	24,404,313 ordinary shares	24,404,313

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 13 / 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.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

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: 13 / 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.
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

Celanese Ltd

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 Cavellieri 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 Ltd
 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

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