

02 JAN 2019

## APPLICATION FOR REVOCATION OF A NON-MERGER AUTHORISATION AND SUBSTITUTION OF A NEW AUTHORISATION

To the Australian Competition and Consumer Commission:

Application is hereby made under subsection 91C (1) of the *Competition and Consumer Act 2010* for the revocation of an authorisation and the substitution of a new authorisation for the one revoked.

### Applicant

1.1 **Details of applicant:**

David Jones Pty Limited (David Jones) ACN 000 074 573  
Building 2, 572 Swan Street, Burnley VIC 3121

1.2 **Contact details of applicant:**

Mathew FitzGerald  
General Counsel and Head of Governance, Risk and Compliance  
(03) 8509 3805  
[mfitzgerald@davidjones.com.au](mailto:mfitzgerald@davidjones.com.au)

1.3 **Description of business carried on by applicant:**

The Applicant conducts an Australia-wide retailing business.

1.4 **Email address for service of documents in Australia:**

[mfitzgerald@davidjones.com.au](mailto:mfitzgerald@davidjones.com.au)

### Authorisation to be revoked (the existing authorisation)

2.1 **Details of the authorisation sought to be revoked including the registration number and date of the authorisation which is to be revoked:**

Prior to the acquisition of David Jones (formerly David Jones Limited) by Woolworths Holdings Limited in July 2014 (and the concurrent delisting of David Jones from the Australian stock exchange), David Jones has previously been granted three successive authorisations by the Australian Competition and Consumer Commission (the ACCC) for conduct that is substantially the same as the conduct that is the subject of this Application. Two authorisations were granted by the ACCC under subsection 88(1) of the then *Trade Practices Act 1974* and one authorisation was granted by the ACCC under subsection 91(1) of the *Competition and Consumer Act 2010 (CCA)* as follows:

- (1) On 17 December 2003, the ACCC granted Authorisation A30230 for a period of five years for David Jones to invite retail brand management businesses operating within its stores to participate in certain promotions (**First Authorisation**).
- (2) On 24 November 2008, David Jones lodged an application for the revocation of the First Authorisation and the substitution of a new authorisation in its place. On 18 February 2009, the ACCC granted Authorisation A91113 for a further period of five years (including an interim authorisation to cover the intervening period between the expiry of the First Authorisation and the commencement of the new authorisation) (**Second Authorisation**).
- (3) On 27 November 2013, David Jones lodged an application for the revocation of the Second Authorisation and the substitution of a new authorisation in its place. On 26

March 2014, the ACCC granted Authorisation A91938 for a further period of five years (including an interim authorisation to cover the intervening period between the expiry of the Second Authorisation and the commencement of the new authorisation) (**Existing Authorisation**). The Existing Authorisation is due to expire on 17 April 2019.

2.2 **Other persons and/or classes of persons who are a party to the authorisation which is to be revoked:**

Not applicable

2.3 **The basis for seeking revocation, for example because the conduct has changed or because the existing authorisation is due to expire:**

As the Existing Authorisation (A91398) is due to expire on 17 April 2019, David Jones seeks to revoke that authorisation and substitute it with this application. A revocation and substitution is appropriate because the conduct that is the subject of this application is the same as the conduct authorised by the ACCC under the Existing Authorisation.

**Authorisation to be substituted (the new authorisation)**

3.1 **Details of any other persons who also propose to engage in the proposed conduct and on whose behalf authorisation is sought.**

Please see Attachment A.

**The proposed conduct**

4.1 **Provide a description of the proposed conduct and any documents that detail the terms of the proposed conduct.**

The proposed conduct concerns David Jones inviting current and future suppliers which operate separate businesses physically within David Jones stores and/or conduct sales through David Jones' online retail store (**David Jones Online Store**) at [www.davidjones.com](http://www.davidjones.com) (known as **Retail Brand Management Businesses or concessions**) to take part in and (with David Jones itself) give effect to David Jones promotions (**Proposed Conduct**). The Proposed Conduct is the same as the conduct authorised by the ACCC under the Existing Authorisation.

**Background**

David Jones operates 48 department stores throughout Australia, comprising 15 stores in New South Wales, 10 stores in Victoria, 2 stores in the Australian Capital Territory, 10 stores in Queensland, 3 stores in South Australia and 8 stores in Western Australia. Since 7 November 2012, David Jones has also been operating as an online retailer through the David Jones Online Store.

Retail Brand Management Businesses operate under Retail Brand Management Agreements. Enclosed at **Confidential** Attachment B and C are two **confidential** versions of a pro-forma Retail Brand Management Agreement. **Confidential** Attachment B is the most recent version of the Retail Brand Management Agreement. This version has been used to document David Jones' relationship with Retail Brand Management Businesses entered into after February 2018. **Confidential** Attachment C is an older version of the Retail Brand Management Agreement which was used to establish the arrangements between David Jones and Retail Brand Management Businesses between 2014 and February 2018. **Confidential** Attachments B and C are provided on the basis that they are not included on the public

register as these agreements contain information that is commercially sensitive and confidential to David Jones.

Retail Brand Management Businesses are effectively 'shops within a shop'. They maintain separate inventory from David Jones and set their own prices. Most Retail Brand Management Business staff their allocated area with their own employees. In some instances, David Jones will provide staffing support to the Retail Brand Management Business, in exchange for a fee. Retail Brand Management Businesses are often run by 'prestige' brands that want to accentuate their brand by using special displays and specialist staff. Alternatively Retail Brand Management Business may offer a specific service to David Jones customers, such as tailoring, beauty salons and restaurants.

This Application is in respect of all current and future Retail Brand Management Businesses, whether they operate under Retail Brand Management Agreements or similar agreements with David Jones. A list of the current Retail Brand Management Businesses operating within David Jones stores and/or through the David Jones Online Store is attached as Attachment A. The number and identity of Retail Brand Management Businesses will change from time to time but David Jones does not anticipate any major changes over the term for which authorisation is sought.

David Jones itself runs a number of promotions each year in which it offers significant discounts off a wide range of merchandise or offers additional benefits to purchasers of a wide range of merchandise. The Proposed Conduct seeks to enable Retail Brand Management Businesses to participate in and implement these promotions as well.

### **Proposed Conduct**

As is the case under the Existing Authorisation, the types of promotions in which David Jones proposes to invite Retail Brand Management Businesses to participate and implement include (but are not limited to):

- "percentage off" sales, during which a certain percentage discount is offered off a particular type of merchandise, or across a particular department or the whole store;
- interest free purchase offers;
- free gift with purchase promotions. For example, David Jones has previously run a Mother's Day promotion where customers were offered a bonus pashminetta if they spent \$100 or more on any full-priced women's clothing, footwear or accessories;
- free voucher with purchase promotions;
- promotions which offer incentives to buy more than one item. For example, David Jones has previously run promotions where customers were offered a 20% discount off the purchase price if they bought 2 or more of a particular type of merchandise; and
- promotions in which customers are offered extra Instant Rewards offers under David Jones' loyalty program for holders of its store card or David Jones American Express Credit Card,

**(David Jones Promotions).**

The participation of Retail Brand Management Businesses in (and implementation of) David Jones Promotions would not be mandatory. That is, involvement would be voluntary, and at the discretion of each Retail Brand Management Business on a promotion by promotion basis.

If a Retail Brand Management Business chooses not to participate in and implement a David Jones Promotion, consistent with current practices, it will be excluded from the promotion. In such circumstances, the Retail Brand Management Business is free to run its own promotion or to offer no promotion at all. A Retail Brand Management Business is free to maintain, reduce or increase its prices at any time.

David Jones does not require Retail Brand Management Businesses to contribute the cost of David Jones Promotions. The costs of the promotions will be met by David Jones regardless of whether a Retail Brand Management Business chooses to participate in them. Sometimes, through a specific negotiation, a Retail Brand Management Business will seek a more involved marketing program with David Jones – in such instances, cost contribution is determined on a case by case basis.

#### **Documents detailing the terms of the proposed conduct**

In terms of dealing with participation by Retail Brand Management Businesses in (and implementation of) David Jones Promotions, all Retail Brand Management Agreements with Retail Brand Management Businesses currently contain or will contain a provision to the following effect:

1. *Where David Jones wishes to conduct a Promotion in all or any of its stores including the Premises:*
  - i. *David Jones may in its discretion advise the Retail Manager of its proposal and extend to the Retail Manager the opportunity to participate in the Promotion;*
  - ii. *if the Retail Manager wishes to accept this opportunity to participate in the Promotion then it must advise David Jones in writing within the time nominated by David Jones;*
  - iii. *if the Retail Manager elects to participate then it will comply with all applicable terms of the Promotion as advised by David Jones to it; and*
  - iv. *David Jones acknowledges that the Retail Manager is under no obligation to participate in the Promotion or to make any other similar Promotional offer.*

#### **4.2 Provide an outline of any changes to the conduct between the existing authorisation and the new authorisation.**

Other than the acquisition of David Jones by Woolworths Holdings Limited (and David Jones concurrent delisting from the Australian stock exchange) and minor changes in the number and identity of Retail Brand Management Businesses, there are no differences between the Proposed Conduct and the conduct previously authorised by the ACCC.

#### **4.3 Provide the relevant provisions of the *Competition and Consumer Act 2010* (Cth) to which the proposed conduct would or might apply:**

As David Jones sells (or may sell) products which compete with the products sold by Retail Brand Management Businesses, David Jones and the Retail Brand Management Businesses may be considered to be competitors for the purposes of the CCA. Consequently, any agreement between David Jones and a Retail Brand Management Business relating to a David Jones Promotion (being a discount or other price-related component), absent authorisation, may breach section s45AF, 45AG, 45AJ and/or 45AK of the CCA.

4.4 **Provide the rationale for the proposed conduct.**

The rationale for the Proposed Conduct is to increase efficiency, offer lower prices to customers and be more competitive in the retail market via:

- (1) reducing the need for exclusions in promotions which are advertised as 'storewide', 'department-wide', or 'category wide', thereby simplifying how promotions are communicated and ultimately making them more attractive to customers;
- (2) allowing customers to access the products sold by Retail Brand Management Businesses at discounted prices, in addition to independent promotions run by Retail Brand Management Businesses; and
- (3) enabling Retail Brand Management Business that elect to participate in and implement a David Jones promotion to benefit from the promotional marketing offered by David Jones.

4.5 **Provide details of the term for which the authorisation is sought and reasons for seeking this period.**

Authorisation is sought for a term of 10 years. This is an appropriate period of time for authorisation in circumstances where the Proposed Conduct is the same as conduct that has been previously authorised by the ACCC for the last 15 years, the likely public benefits from the Proposed Conduct will only be enhanced over time and there will be no public detriments.

5. **Provide the names of persons, or classes of persons, who may be directly impacted by the proposed conduct (e.g. targets of a proposed collective bargaining arrangement; suppliers or acquirers of the relevant goods or services) and detail how or why they might be impacted.**

**Suppliers of the relevant goods** (Retail Brand Management Businesses) – This class may be impacted as they will be invited to participate in and implement the David Jones Promotions. The Retail Brand Management Businesses can elect to participate in and implement the David Jones Promotions at their discretion. They will also benefit from the promotional marketing offered by David Jones.

**Acquirers of the relevant goods** (Customers) – Customers may be impacted as they will have the opportunity to take advantage of a greater number of promotions through a single medium. The offers will be simpler, and with less exclusions, making them more valuable for customers. The Proposed Conduct will also result in competitive response packages from rivals resulting in lower prices and better products and services to customers which will not occur (or occur as quickly) without the Proposed Conduct.

**Market information and concentration**

6. **Describe the products and/or services, and the geographic areas, supplied by the applicants and identify all products and services in which two or more parties to the proposed conduct overlap (compete with each other) or have a vertical relationship (eg supplier-customer).**

David Jones is a department store that stocks a wide variety of goods, available for purchase in store within Australia and online in categories such as:

- men's, women's and children's clothing and accessories, including footwear, bags, jewellery and cosmetics;
- furniture, homewares, bedding, manchester, floor coverings and major electrical, including televisions, refrigerators and other large appliances and small electrical appliances;
- general merchandise, including books, music, videos, stationery, printed material, toys, and photographic equipment;
- food, including fresh food, pre-packed meals, groceries and liquor; and
- services including hairdressing, clothing alterations and beauty salons.

David Jones' conduct in selling the above goods and services may overlap with the goods and services offered by Retail Brand Management Businesses.

Some of the Retail Brand Management Businesses are also suppliers of their goods and/or services to David Jones, thereby having a vertical supplier-customer relationship.

7. **Describe the relevant industry or industries. Where relevant, describe the sales process, the supply chains of any products or services involved, and the manufacturing process.**

The relevant industries affected are: the retail industry including local and international online retailers which sell products and/or services that may compete with the products and services sold by David Jones and the Retail Management Business such as retailers of apparel, furniture, general merchandise, food and other services, including hairdressers and beauty salons.

8. **In respect of the overlapping products and/or services identified, provide estimated market shares for each of the parties where readily available.**

This information is not readily available for each of the potentially overlapping goods or services. However, as described in section 9 below, there are a number of different types of competitors across all segments of products and services, each with varying market shares. None of those competitors has market power in any of those segments as the market is intensely competitive and highly fragmented.

9. **Describe the competitive constraints on the parties to the proposed conduct, including any likely change to those constraints should authorisation be granted. You should address:**

**9.1. existing or potential competitors**

**9.2. the likelihood of entry by new competitors**

**9.3. any countervailing power of customers and/or suppliers**

**9.4. any other relevant factors.**

David Jones continues to face intense competition from rivals operating in a number of different formats. David Jones competes against:

- traditional format department stores (such as Myer)
- discount department stores (such as Big W, Kmart, Harris Scarfe, Best & Less and Target)

- international department stores that offer goods and services to Australian consumers (such as Net A Porter) and online only department stores (such as the Iconic and ASOS);
- online variety stores (such as Amazon and Alibaba);
- general merchandise retailers including:
  - 'category killers', being retailers which specialise in a particular category (such as Barbeques Galore, Captain Snooze, and Officeworks);
  - large format, high volume retailers (such as Harvey Norman and JB Hi-Fi); and
- specialist and boutique stores offering ranges of products such as women's/men's fashion, homewares, books, gifts and sporting goods.

As noted by the ACCC in its determination dated 18 February 2009 in respect of the Second Authorisation (the **Determination**), “*there is a high degree of substitutability between retail products sold through department stores, and those sold through other retailers.*”

Further, since the ACCC granted the Existing Authorisation, the Australian retail market has undergone further dramatic changes. In particular, the level of competition in the fashion and accessories markets has significantly increased with international brands (such as Zara and H&M) opening up bricks and mortar stores in Australia.

Additionally, almost all of the abovementioned competitors now operate an online retail channel which has heightened the competitive rivalry. Moreover there has been and continues to be a significant increase in the number of domestic and international online retailers offering goods and services to Australian consumers. The rise of online retail supply has been met by a significant rise in demand for online retail formats and a move away from traditional department store format shopping in the physical stores. For example, between May 2017 and May 2018, Australian retail sales grew by 2.6%.<sup>1</sup> However, of this 2.6% growth in total retail sales, 60% came from sales at online retailers. Two years ago, online sales accounted for less than 10% of total retail sales growth in Australia.<sup>2</sup> The fashion market has been significantly impacted by the rising popularity of online shopping. In 2017, fashion was one of the most popular categories of online sales. This category grew 27.2% year-on-year, and significantly outperformed traditional fashion retail sales, which grew only 1.5%. Variety stores are becoming one of the most popular destinations for online shopping, growing by 28.5% in 2017. In comparison, traditional department stores with an online presence grew just 1.8%.<sup>3</sup>

The arrival of Amazon in Australia will likely place further competitive pressure on David Jones. In the US, Amazon dominates the online retail market. Its share of the online retail market in the US is approximately 49%, followed by eBay which accounts for only 6.6% of the market share.<sup>4</sup> Exactly how Amazon will affect the Australian retail market is difficult to predict, however Amazon’s dominance in the US suggests its arrival in Australia will significantly increase competition in what is already a highly competitive market. It has been predicted that Amazon will capture 14% of the total online spending in Australia within the next 5 years,<sup>5</sup> and that by the next decade, Amazon will take at least \$12 billion away from Australia’s ecommerce market.<sup>6</sup>

<sup>1</sup> <https://www.businessinsider.com.au/australia-retail-sales-online-shopping-amazon-prime-2018-7>

<sup>2</sup> <https://www.businessinsider.com.au/australia-online-retail-sales-surge-amazon-disruption-2018-3>

<sup>3</sup> [https://auspost.com.au/content/dam/auspost\\_corp/media/documents/2018-ecommerce-industry-paper-inside-australian-online-shopping.pdf](https://auspost.com.au/content/dam/auspost_corp/media/documents/2018-ecommerce-industry-paper-inside-australian-online-shopping.pdf)

<sup>4</sup> <https://www.businessinsider.com/amazon-is-closing-in-on-owning-half-of-the-e-commerce-market-2018-7?r=AU&IR=T>

<sup>5</sup> <https://www.webalive.com.au/ecommerce-australia-2018/>

<sup>6</sup> <https://www.webalive.com.au/ecommerce-australia-2018/>

David Jones anticipates that new international competitors will continue to enter and compete vigorously in the Australian retail market, through the presence of both physical and online stores.

The entry of and competition from new retailers will increase the competitive pressure on David Jones and ultimately give customers lower prices, better and more innovative products and the power of having more choice.

#### **Public Benefit**

10. **Describe the benefits to the public that are likely to result from the proposed conduct. Refer to the public benefit that resulted under the authorisation previously granted. Provide information, data, documents or other evidence relevant to the ACCC's assessment of the public benefits.**

The Proposed Conduct will increase competition in the relevant market(s). The ability to participate in David Jones Promotions will encourage Retail Brand Management Businesses to make more attractive offers to consumers in terms of price and other benefits. As noted by the ACCC in the Determination, the high number of David Jones stores across Australia, the number of Retail Brand Management Businesses operating within those stores and the range of products offered, *"is likely to result in significant discounts across a range of retail goods offered to consumers across Australia"*.

Consumers will also have the convenience of shopping at David Jones during a David Jones Promotion and having available to them a broader range of discounted products than would otherwise be the case. As Retail Brand Management Businesses often seek consistency between their various outlets (whether in David Jones, other retailers, standalone stores or online), consumers are likely to obtain the benefits of discounted products across all locations that the brand is offered for sale to consumers.

Where Retail Brand Management Businesses participate in David Jones Promotions, this will also encourage competitors to discount prices and make more innovative service offers in order to compete more vigorously against David Jones and its Retail Brand Management Businesses, further benefiting consumers.

The retail industry is in a constant state of flux, impacted in recent years by:

- (1) changing consumer confidence and buying power;
- (2) local and global economic conditions and exchange rates;
- (3) significant growth in online retailing as a sales channel and the resultant entry of local and overseas retailers; and
- (4) general changes in customer preferences.

As a result, it is virtually impossible to ascertain the net impact of David Jones Promotions over the past 15 years. Indeed, David Jones does not maintain records or data (for any given period of time) of the number of David Jones Promotions that are run, how many David Jones Promotions are implemented by Retail Brand Management Businesses or how much savings are made by consumers through David Jones Promotions. However, the conduct that has previously been authorised by the ACCC has:

- (1) permitted David Jones to continue to attract customers and compete more effectively in difficult times, especially in terms of price;



- (2) delivered tangible increases in discounting activity by Retail Brand Management Businesses; and
- (3) often resulted in David Jones Promotions that spanned Retail Brand Management Businesses sparking a competitive response from David Jones' competitors.

While David Jones does not have quantitative evidence of the above, there is also nothing to suggest that the claimed public benefits have not been realised for consumers over the last 15 years and this remains the case for the public benefits that are likely to arise from the Proposed Conduct. Indeed, given the vigorous competition faced by David Jones and Retail Brand Management Businesses, it is unlikely that David Jones Promotions will reduce in number or size over the term for which authorisation is sought.

Further, Retail Brand Management Businesses may not run promotions (or as many or as deep promotions) without the Proposed Conduct because they would have to cover the marketing costs and they may be less inclined to offer pricing discounts.

**Public detriment including any competition effects**

**11. Describe any detriments to the public likely to result from the proposed conduct, including those likely to result from any lessening of competition**

The Proposed Conduct will not result in any detriment to the public or any anti-competitive outcome. There is no evidence of any public detriment having occurred during the periods covered by the First Authorisation, the Second Authorisation and the Existing Authorisation. Rather, as stated above, the conduct previously authorised and the Proposed Conduct is highly pro-competitive and efficient as it results in lower prices across a broader range of products across the market than would otherwise be the case.

The Proposed Conduct does not involve David Jones agreeing with any Retail Brand Management Business on the price for any good or service, only on a minimum level of discount or other benefit. Retail Brand Management Businesses are free to offer greater discount and/or benefits on top of the David Jones Promotions. Accordingly, the Proposed Conduct will promote competition by reducing prices and increasing the value proposition for customers, rather than result in any anti-competitive detriment.

**Contact details of relevant market participants**

**12. Identify and/or provide contact details (phone number and email address) for likely interested parties such as actual or potential competitors, customers and suppliers, trade or industry associations and regulators.**

<b>Company</b>	<b>Email Address</b>	<b>Phone Number</b>
Myer	<a href="mailto:myer.csc@myer.com.au">myer.csc@myer.com.au</a>	1800 811 611
The Iconic	Via contact us form: <a href="https://www.theiconic.com.au/contact/">https://www.theiconic.com.au/contact/</a>	1300 668 345 (customer service)
Harvey Norman	Via contact us form: <a href="https://www.harveynorman.com.au/contact-us">https://www.harveynorman.com.au/contact-us</a>	(02) 9201 6111
Kmart	<a href="mailto:customer.satisfaction@kmart.com.au">customer.satisfaction@kmart.com.au</a>	1800 124 125
Target	<a href="mailto:customersupport@target.com.au">customersupport@target.com.au</a>	1300 753 567
JB HI-FI	Via contact form: <a href="https://www.jbhifi.com.au/General/Contact-Us/">https://www.jbhifi.com.au/General/Contact-Us/</a>	(03) 8530 7333

## Additional Information

13. Provide any other information or documents you consider relevant to the ACCC's assessment of the proposed application

### Request for interim authorisation

Given that the Proposed Conduct is well known to the ACCC having considered it at regular intervals over the previous 15 years, David Jones anticipates that the ACCC will have sufficient time to make a final determination by at least 21 days before the expiry of the Existing Authorisation on 17 April 2019.

Nonetheless, if the ACCC requires additional time, David Jones wishes to apply for interim authorisation pursuant to sections 91(2)(a)(iii) and 91(2)(f) of the CCA, to enable David Jones to engage in the Proposed Conduct while the ACCC is considering the Application and until the ACCC's final determination comes into effect.

Interim authorisation is necessary, appropriate and desirable for the following reasons:

- a) **Pro-competitive:** In encouraging discounting and price competition and for the other reasons discussed above, the Proposed Conduct will be pro-competitive and efficient and will continue to deliver significant public benefits, thereby enhancing the welfare of Australians.
- b) **Maintains status quo:** Interim authorisation will allow the current arrangements between David Jones and its Retail Brand Management Businesses to continue in a manner consistent with the Existing Authorisation. The Proposed Conduct will not change the competitive dynamics of the market in any way (other than continue to increase competition).
- c) **Public benefits:** This Application concerns the same conduct which the ACCC has previously authorised on three separate occasions for a total of 15 years. Accordingly, the net public benefits previously identified by the ACCC continue to apply in respect of the Proposed Conduct.
- d) **Disruption and harm to David Jones:** The Proposed Conduct forms part of an overall program to improve sales performance of David Jones and Retail Brand Management Businesses. It would be disruptive to David Jones and its customers if the Proposed Conduct were prevented from occurring or a short period of time, especially if authorisation is ultimately granted. Also, David Jones may lose custom to its competitors where it cannot attract customers through widespread David Jones Promotions.
- e) **Harm to competition:** If David Jones is prevented from engaging in the Proposed Conduct on an interim basis, the pro-competitive impacts and lower prices currently being experienced as a result of the Existing Authorisation would cease. In addition, competitors may have a lesser incentive to offer competitive discounts if they do not need to compete as vigorously in light of the Proposed Conduct. This could result in increased prices of goods and services for consumers. There is no other harm or public detriment to any party that is likely to arise as a result of the Proposed Conduct.

In light of the above, and in keeping with the ACCC's Determination, the benefit to the public of the Proposed Conduct outweighs any detriment and accordingly the Proposed Conduct in this Application should be authorised.

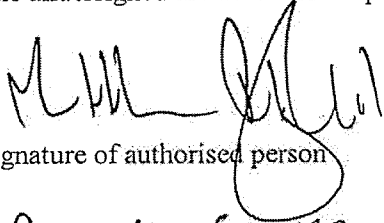
## Declaration by Applicant(s)

Authorised persons of the applicant(s) must complete the following declaration. Where there are multiple applicants, a separate declaration should be completed by each applicant.

The undersigned declare that, to the best of their knowledge and belief, the information given in response to questions in this form is true, correct and complete, that complete copies of documents required by this form have been supplied, that all estimates are identified as such and are their best estimates of the underlying facts, and that all the opinions expressed are sincere.

The undersigned undertake(s) to advise the ACCC immediately of any material change in circumstances relating to the application.

The undersigned are aware of the provisions of sections 137.1 and 149.1 of the *Criminal Code* (Cth).



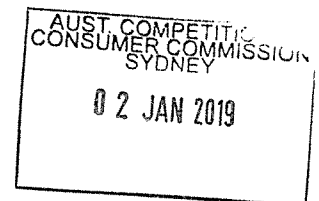
Signature of authorised person

GENERAL COUNSEL & COMPANY SECRETARY

Office held

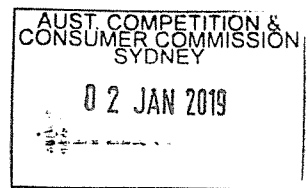
MATTHEW FITZGERALD

(Print) Name of authorised person



This 21<sup>st</sup> day of December 2018

*Note: If the Applicant is a corporation, state the position occupied in the corporation by the person signing. If signed by a solicitor on behalf of the Applicant, this fact must be stated.*



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**DAVID JONES**

**CURRENT RETAIL BRAND MANAGEMENT BUSINESSES**

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**ATTACHMENT A**

**Retail Brand Management Businesses Operating in David Jones Stores as at 21.12.2018**

<b>Retail Brand Management Business</b>	<b>Address</b>
A-Esque PTY LTD	L10, 650 Chapel St SOUTH YARRA VIC AUSTRALIA 3141
Anthea Crawford (Australia) Pt Ltd	90-94 Nicholson St Abbotsford, 3067 Postal PO Box 165 Carlton South VIC, 3053
APG & CO	Level 3, 11 Bowden St Alexandria NSW 2015
Giorgio Armani S.p.A.	Level 11 Chaillis House 4 Martin Pl Sydney, 2000 Australia
Aveda Corporation and Estée Lauder Pty. Limited	Level 1, Shop 100a Chatswood Chase, Chatswood, NSW 2067
BASLER Australia Pty Ltd	Level 19 207 Kent St Sydney NSW 2000
The Beauty Bar Pty Ltd	5 Beresford Road, Rose Bay, Sydney NSW 2029
Bottega Veneta Pty Ltd	GPO Box 1285 Melbourne, VIC, 3001 AUSTRALIA Se 1 - 01 L 1 201 Elizabeth St SYDNEY, NEW SOUTH WALES, 2000 Australia
BROOKS BROTHERS AUSTRALIA PTY LTD	Unit 15, Level 2 409 George Street Waterloo, NSW 2017 Australia
BROOKS BROTHERS GROUP INC.	New York City, New York, United States
Carla Zampatti Pty Ltd	439-441 Kent St Sydney NSW 2000
C COSTI HOLDINGS PTY LTD	KOGARAH NSW 2217
Celine Australia Pty Ltd	LVMH FASHION GROUP SINGAPORE 391B ORCHARD ROAD Ngee Ann City Tower B #09-10 SINGAPORE
Chanel (Australia) Pty Ltd	121 Walker Street Level 12 North Sydney

<b>Retail Brand Management Business</b>	<b>Address</b>
	Sydney, NSW 2060 Australia
Christian Louboutin Australia Pty Ltd	Shop 3010 Pitts St SYDNEY, NEW SOUTH WALES, 2000 Australia
True Alliance Pty Ltd	19 O'Riordan Street, Alexandria, NSW 2015, Australia
COOKIE MAN AUSTRALIA PTY LTD	DFO Moorabbin Cnr Centre Dandenong & Grange Roads, Moorabbin Airport VIC 3000
FSS Retail Pty Ltd	800 Collins Street Docklands, 3008
Dion Lee Enterprises Pty Ltd	Level 7, 50 Holt Street Surry Hills, NSW 2010
Christian Dior Australia Pty Ltd	Suite 10.02 75 Castlereagh Street Sydney, NSW 2000 Australia
Hermanns Imports Pty Ltd.	3/38-42 White Street, South Melbourne, VIC 3205
ERMENEGILDO ZEGNA FAR EAST PTE.	Wisma Atria Office Tower 435 Orchard Road Singapore 238877 Singapore
East Side Clothing Co Pty Ltd	Unit 13/ 75 Lorimer Street, Southbank VIC 3006
Fendi Australia Pty Ltd	Level 27, AMP Centre 50 Bridge Street Sydney, NSW, 2000
Ferragamo Australia Pty Ltd	Suite 0801, Level 8, 75 Elizabeth St Sydney, NSW 2000
FIFTY FOURTH RISCHHELL PTY LTD	29-31 Simmons St South Yarra VIC 3141
FC Australia Pty Ltd	Ground Floor, 425 St Kilda Rd,  Melbourne VIC 3004
Georg Jensen Pty Ltd	U 18 3 Vuko Pl Warriewood, 2102 Australia
Ginger and Smart Pty Ltd	Level 1, 55A Mentmore Avenue, Rosebery NSW 2018

<b>Retail Brand Management Business</b>	<b>Address</b>
GIORGIO ARMANI AUSTRALIA PTY LTD	Level 11, 4 Martin Pl Sydney, 2000 Australia
Marais Australia Pty Ltd	73-77 Bourke Street Melbourne, Victoria, 3000
Gucci Australia Pty Ltd	Gucci Australia Pty Ltd Level 26 201 Elizabeth Street Sydney NSW 2000
Hanes Innerwear Australia Pty Ltd	Level 1 115 Cotham Rd Kew VIC 3101
HUGO BOSS AUSTRALIA PTY LTD	6 Albert Street Preston VIC 3072
INDUSTRIE CLOTHING PTY LTD	228 Pitt Street Sydney NSW 2000
Jan Logan Pty Ltd	36 Cross St Double Bay, 2028 Australia
Jigsaw Australia Pty Ltd	U7 4-6 Junction St Auburn, 2144 Australia
Karen Millen Australia Pty Ltd	19 Newton St Richmond, 3121 Australia
KENTIA GROUP PTY LTD	2/17 Barclay Street, Marrickville NSW 2204
Kering SA	40 Rue de Sevres, Paris, France
Kurt Geiger Australia Pty Ltd	AMP Centre' Level 27 50 Bridge Street Sydney, NSW, 2000
Kennedy Luxury Group Pty Ltd	Level 10, 171 Collins Street Melbourne, Victoria 3000 Australia
The Swatch Group (Australia) Pty Ltd	Level 2, 1601 Malvern Road Glen Iris, Victoria, 3146
Louis Vuitton Australia Pty Ltd	70 King Street 4th Floor Sydney, NSW 2000 Australia

<b>Retail Brand Management Business</b>	<b>Address</b>
Lynch Group Holdings Pty Ltd	14 E Derrimut Cres, Derrimut VIC 3030
MANDANA HOLDINGS PTY LTD	501 Chapel Street South Yarra VIC 3141
Max Mara Australia Pty Ltd	Suite 404, Level 4, 80 William Street Woolloomooloo, NSW, 2011
Men's Hair Salon	9 Flora Street, Arncliffe NSW 2205
Valiram Group Sdn Bhd	Level 19, Wisma UOA 2, 21 Jalan Pinang, Kuala Lumpur 50450, MALAYSIA.
Cinori Shoes Pty Ltd	32 Gipps St Collingwood, VIC, 3066
MIMCO Pty Ltd	572 Swan Street, Burnley, VIC 3121
JL Footwear Pty Ltd	Ground Floor, 425 St Kilda Road Melbourne, VIC, 3004
OrotonGroup (Australia) Pty Ltd	58 MCMAHONS POINT, NSW 2060
Perri Cutten Australia Pty Ltd	54 Cremorne Street RICHMOND, VIC 3121 Australia
PETER G BOUCHIER	551 Malvern Rd, Toorak VIC 3142
Phase Eight (Fashion & Designs) Ltd	55 Kimber Road London SW184NX, UK
POLO RALPH LAUREN AUSTRALIA PTY LTD	Unit 15 Level 2 409 George Street Waterloo, 2017 Australia
PUREBABY PTY LTD	135 Cromwell Street Collingwood VIC 3066
Reiss Ltd	REISS BUILDING 12 PICTON PLACE LONDON W1U 1BW UNITED KINGDOM
Review Australia Pty Ltd	21 Hardner Rd, Mount Waverley VIC 3149
RODD AND GUNN AUSTRALIA PTY LTD	Level 1, 540 Malvern Road Prahran VIC 3181



<b>Retail Brand Management Business</b>	<b>Address</b>
Saba Trading Pty Ltd	Level 3, 11 Bowden Street Alexandria NSW 2015
Saint Laurent Australia Pty Ltd	Level 26, 201 Elizabeth Street Sydney, NSW, 2000
SALLY JONES (JONES CATERING CO PTY LTD)	622 Hay St, Perth WA 6000
IFB International Fashion Brands Pty Ltd	49, rue Etienne Marcel 75001 Paris France
Scanlan & Theodore Pty Ltd	24-30 River St South Yarra, 3141 Australia
Steambrook Pty Ltd (Trading as Seed Heritage)	Ground Floor, 425 St Kilda Rd, Melbourne VIC 3004
Sensory Lab Australia Pty Ltd	2B, 706 Lorimer St, Port Melbourne VIC 3207
Sephora Australia Pty Ltd	133 Castlereagh Street
Sheridan Australia Pty Ltd	Level 6, 45 Jones Street Ultimo NSW 2007 Australia
Steadmark Pty Ltd	263 Brunswick Road, Brunswick VIC 3056
STAFFORD GROUP PTY LTD	87 Chifley Drive Preston VIC 3072 Australia
STEAMBOAT PTY LTD	ROSEHILL NSW 2142
THE ACADEMY BRAND PTY LTD	A 6/85 Dunning Ave ROSEBERY NSW 2018
TDE. PTY LTD	24-26 Bowden St Alexandria, Sydney, NSW 2000
Unique Retailing Pty Ltd	Unit 11, Level 1, 409 George St Waterloo, NSW 2017
Tod's Australia Pty Ltd	35/F Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong
TRADERCITI PTY LTD	NSW, 2000
Cue & Co Pty Ltd	Level 7, 50 Holt St, Surry Hills, NSW, 2010
Villeroy & Boch Australia Pty Ltd	122-126 Old Pittwater Road, Suite 201, 2100 Brookvale

<b>Retail Brand Management Business</b>	<b>Address</b>
WHL	Bella Vista NSW 2153
Wittner's Australia Pty Ltd	127-129 Cremorne St, Cremorne VIC 3121
WWRD Australia Pty Ltd	100 Holbeche Road Arndell Park NSW 2148 Australia
Zimmermann Wear Pty Ltd	120 Dunning Avenue, Rosebery NSW 2018