To: Market Information Services Section NZX Limited



Monday, 1 July 2019

The Warehouse Group Limited amends master trust deed

Pursuant to a deed of amendment dated 27 June 2019 between The Warehouse Group Limited (TWGL) and The New Zealand Guardian Trust Company Limited (NZGT) (Deed of Amendment), TWGL has amended the master trust deed dated 7 May 2015 (Master Trust Deed).

TWGL is amending the Master Trust Deed to reflect the new reporting standards under NZ IFRS 16 (Leases).

TWGL is amending the Master Trust Deed without the consent of Holders (as defined in the Master Trust Deed) pursuant to clause 20.2 of the Master Trust Deed on the basis that TWGL and NZGT are of the opinion that such amendment will not have a material adverse effect on the Holders.

The Deed of Amendment and the Master Trust Deed can be viewed on TWGL's website at www.thewarehousegroup.co.nz/investor-centre.

Kerry Nickels General Counsel and Company Secretary

ENDS