



**Ongoing Disclosure Notice**

**Disclosure of Directors and Senior Managers Relevant Interests**

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

|                            |                             |
|----------------------------|-----------------------------|
| To NZX Limited; and        |                             |
| Name of listed issuer:     | The Warehouse Group Limited |
| Date this disclosure made: | 20-Apr-21                   |
| Date of last disclosure:   | 13-Nov-20                   |

**Director or senior manager giving disclosure**

|   |                             |
|---|-----------------------------|
| Full name(s):                                   | Joan Withers                |
| Name of listed issuer:                          | The Warehouse Group Limited |
| Name of related body corporate (if applicable): | N/A                         |
| Position held in listed issuer:                 | Chair                       |

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

|  |   |
|--|---|
| Class of affected quoted financial products: | Ordinary Shares   |
| Nature of the affected relevant interest(s): | Holder of more than 20% of the shares in The Warehouse Management Trustee No.2 Limited (which holds shares for the purposes of the Employee Incentive Scheme) and so has a relevant interest in the shares held by that company |

**For that relevant interest-**

|  |   |
|--|---|
| Number held in class before acquisition or disposal: | 508,531                                       |
| Number held in class after acquisition or disposal:  | 477,542                                       |
| Current registered holder(s):                        | The Warehouse Management Trustee No.2 Limited |
| Registered holder(s) once transfers are registered:  | Albert Dallow and Thomas Dallow               |

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

|   |     |
|---|-----|
| Type of affected derivative:            | N/A |
| Class of underlying financial products: | N/A |

**Details of affected derivative-**

|   |     |
|---|-----|
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):   | N/A |
| A statement as to whether the derivative is cash settled or physically settled:   | N/A |
| Maturity date of the derivative (if any):   | N/A |
| Expiry date of the derivative(if any):  | N/A |
| The price specified in the terms of the derivative (if any):  | N/A |
| Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products: | N/A |

*For that derivative,-*

|  |     |
|--|-----|
| Parties to the derivative:   | N/A |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative: | N/A |

**Details of transactions giving rise to acquisition or disposal**

|   |   |
|---|---|
| Total number of transactions to which notice relates: | 2 |
|---|---|

**Details of transactions requiring disclosure-**

|   |  |
|---|--|
| Date of transaction:  | 20-Apr-21  |
| Nature of transaction:  | Off-market transfer of 30,989 WHS shares from The Warehouse Management Trustee No.2 Limited to participants under Employee Incentive Scheme on the exercise of certain put options |
| Name of any other party or parties to the transaction (if known):   | Albert Dallow and Thomas Dallow  |
| The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily by converted into a cash value, describe the consideration: | Transfer of shares in WHS' subsidiary, TheMarket.Com Limited, of equal aggregate value to the WHS shares transferred to the participants (being \$114,919.51).                     |
| Number of financial products to which the transaction related:  | 30,989   |

*If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—*

|  |           |
|--|-----------|
| Whether relevant interests were acquired or disposed of during a closed period:  | No        |
| Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period: | Yes       |
| Date of the prior written clearance (if any):  | 20-Apr-21 |

**Summary of other relevant interests after acquisition or disposal:**

|                                     |   |
|-------------------------------------|---|
| Class of quoted financial products: | Ordinary Shares   |
| Nature of relevant interest:        | (a) and (b) Registered Holder and Beneficial Owner<br>(c) Holder of more than 20% of the shares in The Warehouse Management Trustee Company Limited (which holds shares for the purposes of Employee Incentive Schemes) and so has a relevant interest in the shares held by that company |

*For that relevant interest,-*

|                               |  |
|-------------------------------|--|
| Number held in class:         | (a) 2,500<br>(b) 65,919<br>(c) 1,015,875   |
| Current registered holder(s): | (a) Brian Ralph Withers & Joan Withers<br>(b) Joan Withers<br>(c) The Warehouse Management Trustee Company Limited |

*For a derivative relevant interest,-*

|                     |     |
|---------------------|-----|
| Type of derivative: | N/A |
|---------------------|-----|


**Details of derivative,**

|   |     |
|---|-----|
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):   | N/A |
| A statement as to whether the derivative is cash settled or physically settled:   | N/A |
| Maturity date of the derivative (if any):   | N/A |
| Expiry date of the derivative (if any):   | N/A |
| The price's specified terms (if any):   | N/A |
| Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products: | N/A |

*For that derivative relevant interest,-*

|  |     |
|--|-----|
| Parties to the derivative:   | N/A |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative: | N/A |

**Certification**

|  |   |
|--|---|
| I, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made. |  |
| Signature of person authorised to sign on behalf of director or officer:   |   |
| Date of signature:   | 20-Apr-21   |
| Name and title of authorised person:   | Erin Vercoe, General Counsel and Company Secretary                                    |