

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

7.4.11

Name of entity:	The Warehouse Group Limited
ABN:	094 719 089

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Sir Stephen Robert Tindall
Date of last notice	26 November 2010

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(e) Mortgage over 1,000,000 shares granted by Ian Morrice to secure debt
Date of change	4 April 2011
No. of securities held prior to change	<p><u>Direct</u></p> <p>(a) 83,058,283 ordinary shares – Sir Stephen Tindall</p> <p><u>Indirect – As Trustee</u></p> <p>(b) 675,428 ordinary shares – Merani Trust</p> <p>(c) 3,100,000 ordinary shares – R&G Tindall Trust</p> <p>(d) 3,389,844 ordinary shares – SRT Family Trust</p> <p><u>Indirect - Other</u></p> <p>(e) 1,000,000 ordinary shares – Mortgage granted by Ian Morrice to secure debt.</p>
Class	Ordinary shares
Number acquired	N/A

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	<p><u>Direct</u> (a) 83,058,283 ordinary shares – Sir Stephen Tindall</p> <p><u>Indirect – As Trustee</u> (b) 675,428 ordinary shares – Merani Trust (c) 3,100,000 ordinary shares – R&G Tindall Trust (d) 3,389,844 ordinary shares – SRT Family Trust</p> <p><u>Indirect - Other</u> (e) 1,000,000 ordinary shares – Mortgage granted by Ian Morrice to secure debt.</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(e) – Mortgage over 1,000,000 shares granted by Ian Morrice to secure debt – due date to pay debt extended to 30 November 2011

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	

+ See chapter 19 for defined terms.

Interest after change	
------------------------------	--

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	-
If prior written clearance was provided, on what date was this provided?	-

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

7.4.11

Name of entity:	The Warehouse Group Limited
ABN:	094 719 089

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Ian Rognvald Morrice
Date of last notice	26 November 2010

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	4 April 2011
No. of securities held prior to change	a) 1,000,000 – Ian Morrice – pending payment of the purchase price Stephen Tindall holds mortgage over shares (b) 393,919 – Ian Morrice (c) 650,449 - Conditional rights available to be allocated and transferred in The Warehouse Group Limited ordinary shares upon the satisfaction of certain conditions and in accordance with the Deed in respect of The Warehouse Group Limited Executive Share Scheme. (d) 43,000 – Trustee, The Morrice Family Trust
Class	Ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number acquired	N/A
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A
No. of securities held after change	<p>a) 1,000,000 – Ian Morrice – pending payment of the purchase price Stephen Tindall holds mortgage over shares</p> <p>(b) 393,919 – Ian Morrice</p> <p>(c) 650,449 - Conditional rights available to be allocated and transferred in The Warehouse Group Limited ordinary shares upon the satisfaction of certain conditions and in accordance with the Deed in respect of The Warehouse Group Limited Executive Share Scheme.</p> <p>(d) 43,000 – Trustee, The Morrice Family Trust</p>
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	(a) – Mortgage over 1,000,000 shares granted by Ian Morrice to secure debt – due date to pay debt extended to 30 November 2011

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	-
If prior written clearance was provided, on what date was this provided?	-

+ See chapter 19 for defined terms.