

# 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

### 28.4.11

<b>Name of entity:</b>	<b>The Warehouse Group Limited</b>
<b>ABN:</b>	<b>094 719 089</b>

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.

<b>Name of Director</b>	Graham Francis Evans
<b>Date of last notice</b>	19 April 2011

#### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Trustee of The Warehouse Management Trustee Company No.2 Limited
<b>Date of change</b>	18 & 27 April 2011
<b>No. of securities held prior to change</b>	<u>Direct</u> (a) 11,202 ordinary shares – Graham Evans <u>Indirect</u> (b) 881,344 ordinary shares – The Warehouse Management Trustee Company No.2 Limited
<b>Class</b>	Ordinary shares
<b>Number acquired</b>	(i) 35,275
<b>Number disposed</b>	(ii) 10,371
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	(i) 35,275 @\$3.57 (ii) NIL

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	<u>Direct</u> (a) 11,202 ordinary shares – Graham Evans <u>Indirect</u> (b) 906,248 ordinary shares – The Warehouse Management Trustee Company No.2 Limited
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(i) On market purchase of 35,275 shares for Executive Share Scheme (ii) Off market transfer of 10,371 ordinary shares from Trust company to settle obligations under the Executive Share Scheme

**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.

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

+ See chapter 19 for defined terms.

**Part 3 – <sup>+</sup>Closed period**

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

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

### 28.4.11

<b>Name of entity:</b>	<b>The Warehouse Group Limited</b>
<b>ABN:</b>	<b>094 719 089</b>

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.

<b>Name of Director</b>	<b>Keith Raymond Smith</b>
<b>Date of last notice</b>	<b>19 April 2010</b>

#### **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.

<b>Direct or indirect interest</b>	<b>Indirect</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Trustee of The Warehouse Management Trustee Company No. 2 Limited</b>
<b>Date of change</b>	<b>18 &amp; 27 April 2011</b>
<b>No. of securities held prior to change</b>	<p><u>Direct</u></p> <p>(a) 12,000 ordinary shares – Keith Smith</p> <p><u>Indirect – As Trustee</u></p> <p>(b) 675,428 ordinary shares – Merani Trust</p> <p>(c) 406,928 ordinary shares – Selwyn Trust</p> <p>(d) 3,389,844 ordinary shares – SRT Family Trust</p> <p>(e) 881,344 ordinary shares – The Warehouse Management Trustee Company No.2 Limited</p> <p>(f) 18,000 ordinary shares – Sycamore Settlement Trust</p> <p><u>Indirect – Other</u></p> <p>(g) 192,000 – Gwendoline Holdings Limited</p> <p>(h) 600,000 – James Raymond Holdings Limited</p>

+ See chapter 19 for defined terms.

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<b>Class</b>	Ordinary shares
<b>Number acquired</b>	(i) 35,275
<b>Number disposed</b>	(ii) 10,371
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	(i) 35,275 @\$3.57 (ii) NIL
<b>No. of securities held after change</b>	<u>Direct</u> (a) 12,000 ordinary shares – Keith Smith <u>Indirect – As Trustee</u> (b) 675,428 ordinary shares – Merani Trust (c) 406,928 ordinary shares – Selwyn Trust (d) 3,389,844 ordinary shares – SRT Family Trust (e) 906,248 ordinary shares – The Warehouse Management Trustee Company No.2 Limited (f) 18,000 ordinary shares – Sycamore Settlement Trust <u>Indirect – Other</u> (g) 192,000 – Gwendoline Holdings Limited (h) 600,000 – James Raymond Holdings Limited
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	(i) On market purchase of 35,275 shares for Executive Share Scheme (ii) Off market transfer of 10,371 ordinary shares from Trust company to settle obligations under the Executive Share Scheme

**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.

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

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

**Part 3 – <sup>+</sup>Closed period**

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

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