

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

19.4.11

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	Keith Raymond Smith
Date of last notice	13 April 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>	Trustee of The Warehouse Management Trustee Company No. 2 Limited
Date of change	13, 14 & 15 April 2011
No. of securities held prior to change	<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) 734,119 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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Class	Ordinary shares
Number acquired	147,225
Number disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	22,500 @ \$3.42 per share 89,725 @ \$3.44 per share 35,000 @ \$3.50 per share
No. of securities held after change	<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) 881,344 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
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>	On market purchase of 147,225 shares for 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.

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>	

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Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
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?	-

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

19.4.11

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	Graham Francis Evans
Date of last notice	13 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.

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>	Trustee of The Warehouse Management Trustee Company No.2 Limited
Date of change	13,14 & 15 April 2011
No. of securities held prior to change	<u>Direct</u> (a) 11,202 ordinary shares – Graham Evans <u>Indirect</u> (b) 734,119 ordinary shares – The Warehouse Management Trustee Company No.2 Limited
Class	Ordinary shares
Number acquired	147,225
Number disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	22,500 @ \$3.42 per share 89,725 @ \$3.44 per share 35,000 @ \$3.50 per share

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No. of securities held after change	<u>Direct</u> (c) 11,202 ordinary shares – Graham Evans <u>Indirect</u> (d) 881,344 ordinary shares – The Warehouse Management Trustee Company No.2 Limited
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market purchase of 147,225 shares for 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.

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	
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?	-

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