Capital Change Notice

Updated as at 8 May 2019

Section 1: Issuer information	
Name of issuer	The Warehouse Group Limited
NZX ticker code	WHS
Class of financial product	Unlisted options to acquire ordinary shares in WHS
ISIN (If unknown, check on NZX website)	NZWHSE0001S6
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	N/A
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	N/A
Nature of the payment (for example, cash or other consideration)	N/A
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)[1]	100%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	As part of an employee incentive scheme, certain executives of WHS are entitled to be transferred shares in WHS' subsidiary, The Warehouse Group Investments Limited (**TWGI**), on 17 June 2019 (**Tranche 1**), 20 March 2020 (**Tranche 2**) and 26 March 2021 (**Tranche 3**), subject to certain conditions, which include continued employment. The TWGI shares will be transferred to the executives by The Warehouse Limited (**TWL**), being the only other shareholder in TWGI. Under the incentive scheme, TWL has also granted the executives put options exercisable over: • a proportion of their Tranche 2 TWGI shares equal to their tax obligations in respect of Tranche 1 and Tranche 2, within 4 weeks of their transfer; • up to 50% of their Tranche 3 TWGI shares, within 4 weeks of their transfer; and • their entire TWGI shareholding, at any time within 3 years after 31 March 2021 or within 3 months of certain 'good leaver' events, such as death or incapacity. If the put option is exercised, TWL is required to purchase those TWGI shares at a price based on the then fair value of the shares in TWGI the subject of the put option, in consideration for procuring the delivery of ordinary shares in WHS of equivalent value (using the volume weighted average market price of WHS shares

[1] The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

	on NZX for the 10 business days immediately preceding the exercise of the put option and subject to certain caps on the number of WHS shares to be delivered to each participant).
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	Employee incentive arrangement authorised under a Board Resolutions of TWL.
Total number of Financial Products of the Class after the issue/acquisition/redemption/ Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	N/A
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Rule 4.9.1(b)
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	The put options are non-transferable, and are otherwise on the terms set out above.
Date of issue/acquisition/redemption	17/06/2019
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Joan Withers (Chair)
Contact person for this announcement	Jonathan Oram (Group Chief Financial Officer)
Contact phone number	09 217 7651
Contact email address	Jonathan.Oram@thewarehouse.co.nz
Date of release through MAP	18/06/2019