



The Warehouse Group Limited

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
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For all enquiries contact



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corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 10:00am (New Zealand time) Wednesday 20 November 2019

How to Vote on Items of Business

A shareholder who is entitled to attend the meeting and vote on resolutions is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. All your securities will be voted in accordance with your directions. There are no voting restrictions on the resolutions proposed in the notice of meeting.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chair of the Meeting, or any other Director, is willing to act as proxy for any shareholder who wishes to appoint him or her for this purpose. To do this, enter 'Chair of the Meeting' or the name of the Director in the space allocated for the proxy's name. If you tick 'Proxy Discretion' for a particular resolution, your proxy will decide how to vote on that resolution. If you do not name a person as your proxy, or your named proxy or any alternate do not attend the meeting, the Chair will be appointed your proxy and may only vote in accordance with your express direction.

Voting of your holding

If you appoint a proxy you must either direct the proxy how to vote by ticking the 'For', 'Against' or 'Abstain' box in respect of each resolution OR by ticking the 'Proxy Discretion' box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If a shareholder does not tick any boxes or if multiple boxes are ticked in respect of a resolution then your proxy will abstain from voting in respect of that resolution.

Attending the Meeting

If you propose to attend the meeting, please bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide evidence of your authorisation to act prior to admission.

Electronic Voting

You can appoint a proxy to cast your vote electronically by accessing Investor Vote (www.investorvote.co.nz) in accordance with the above instructions. Use this option if you will NOT be attending the Meeting and wish to lodge your proxy electronically. Do not return this form if you have lodged your proxy using Investor Vote.

Signing Instructions for Postal Proxy Forms

Individual

Where a shareholder is an individual, this Proxy Form must be signed by the shareholder or his or her duly authorised attorney.

Companies

Where a shareholder is a company, this Proxy Form must be signed by a duly authorised attorney or officer.

Trusts

Where a shareholder is a trust, this Proxy Form must be signed by at least one trustee in accordance with the relevant trust deed (using the rules for an individual or a company, depending upon whether the trustee is an individual or a company).

Partnerships

Where a shareholder is a partnership, this Proxy Form must be signed by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, depending upon whether the partner is an individual or a company).

Joint Shareholders

Where there are joint holders of shares, this Proxy Form must be signed by all shareholders.

Power of Attorney

If this Proxy Form is completed by an attorney, the power of attorney or a certified copy must, if not previously produced to The Warehouse Group Limited, accompany the Proxy Form together with a certificate of non-revocation of authority.

Go online to lodge your proxy or turn over to complete the form

Proxy/Voting Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of The Warehouse Group Limited

hereby appoint* _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at **The Warehouse Group Limited Annual Meeting of Shareholders on Friday 22 November 2019 at 10:00am (New Zealand time) in the Guineas Ballroom, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand** and at any adjournment of that meeting.

***If you do not name a person as your proxy, or your named proxy or any alternate do not attend the meeting, the Chair will be appointed your proxy and may only vote in accordance with your express direction. If the Chair is not directed, they will vote in favour of all resolutions.**

STEP 2 Items of Business - Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority. If you do not mark a box or you mark multiple boxes your proxy will abstain from voting.

Resolutions

		For	Against	Abstain	Proxy Discretion
Resolution 1.	That Joan Withers be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	That Julia Raue be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	That the Directors are authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	That The Warehouse Group Limited amend its constitution in the form and manner described in the explanatory notes, with effect from the close of the Annual Shareholders Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Please refer to the Notice of Meeting for details of the above resolutions.)

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



The Warehouse Group Limited Annual Meeting of Shareholders on Friday 22 November 2019 at 10:00am (New Zealand time) in the Guineas Ballroom, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand.