

26 April 2011

Dear Shareholder

**Unsolicited offer for The Warehouse Group shares**

The Warehouse Group Limited (The Warehouse) is aware that some or all of its shareholders have received an unsolicited offer from Cargill Securities LP (Cargill Securities) to purchase The Warehouse shares. We believe that Cargill Securities is an entity associated with Mr Bernard Whimp.

Cargill Securities is offering \$2.34 per share, which is considerably below the current market price of The Warehouse shares. The closing price of The Warehouse shares on NZSX on 21 April 2011 was \$3.55 per share.

As advised in my earlier correspondence, the directors of The Warehouse are very concerned at the recent spate of unsolicited offers and urges shareholders to be very wary of such offers.

There is no obligation on shareholders who have received Cargill Securities' offer for The Warehouse shares to accept the offer. Shareholders are advised to carefully consider the full details of the offer, including the price and terms, and consult their financial advisor before making any decision in relation to the offer.

Yours faithfully



Keith Smith  
Chairman  
The Warehouse Group Limited