



NZX Regulation Decision

The Warehouse Group (WHS)

Application for waivers from NZX Main Rules 3.5.1 and 3.6.1

26 June 2020



Background

1. The information on which these decisions are based is set out in Appendix One to this decision. These waivers will not apply if that information is not, or ceases to be, full and accurate in all material respects.
2. The Rules to which these decisions relate are set out in Appendix Two.
3. Capitalised terms that are not defined in these decisions have the meanings given to them in the Rules.

Waiver from Listing Rules 3.5.1 and 3.6.1

Decision

4. Subject to the conditions set out in paragraph 5 below, and on the basis that the information provided by The Warehouse Group (**WHS**) is complete and accurate in all material respects, NZX Regulation (**NZXR**) grants WHS a waiver from NZX Listing Rules 3.5.1 and 3.6.1 (**Rule**), to the extent that these Rules require WHS to:
 - a. release a Results Announcement through MAP no later than 60 days after the end of the financial year; and
 - b. within three months after the end of each financial year, prepare an annual report complying with applicable laws and the Rules and deliver the annual report to NZX through MAP and each Quoted Financial Product Holder.
5. The waiver in paragraph 4 above is provided on the conditions that WHS:
 - a. releases its Results Announcement through MAP no later than 90 days after 2 August 2020;
 - b. releases a statement to NZX through MAP in advance of the current deadline under Rule 3.5.1 for release of a Results Announcement:
 - (i) stating that WHS is relying on this waiver;
 - (ii) stating when WHS expects to release its Results Announcement to NZX through MAP; and
 - (iii) stating whether as at the date of the statement WHS also intends to rely upon the waiver in respect of the annual report for the Qualifying Financial Year and, if so, stating to the extent possible when WHS expects to release the annual report;
 - c. releases a further statement to NZX through MAP should there be any change to the expected date of release of the Results Announcement or annual report as previously stated by WHS to NZX through MAP (including where WHS is able to provide a greater degree of specificity as to when its Results Announcement or annual report will be released within a period previously indicated to the market);
 - d. within five months after 2 August 2020, WHS:
 - (i) prepares its annual report, which must contain all information required by applicable laws and the Rules;
 - (ii) delivers, subject to Rule 3.6.2, the annual report to NZX by release through MAP (including by URL link to the annual report on WHS' website); and

- (iii) makes the annual report available to each Quoted Financial Product Holder in accordance with Rule 3.6.3;
- e. releases a statement to NZX through MAP in advance of the date that is three months after 2 August 2020:
 - (i) stating that WHS is relying on this waiver; and
 - (ii) stating, to the extent possible, when WHS expects to release an annual report to NZX through MAP; and
- f. releases a further statement to NZX through MAP should there be any change to the expected date of release of an annual report as previously stated by WHS to NZX through MAP (including where WHS is able to provide a greater degree of specificity as to when an annual report will be released within a period previously indicated to the market).

Reasons

- 6. In coming to the decision to provide the waiver set out in paragraph 4 above, NZXR has considered that:
 - a. the reasons set out in the class waiver published by NZXR on 3 April 2020 ("**Class Waiver**") similarly apply to WHS;
 - b. WHS has a "non-standard" balance date which follows the retail financial calendar with the result that WHS' balance date is always a Sunday that changes on a year by year basis;
 - c. the waiver only extends the timeframe provided in the Class Waiver by two days; and
 - d. the Class Waiver was granted in response to the impacts of the Covid-19 and, therefore, the precedent value in extending the timeframes in the Financial Reporting Rules would be limited to similar events.



Appendix One

1. WHS is a Listed Issuer with ordinary shares quoted on the NZX Main Board and bonds quoted on the NZX Debt Market.
2. The Class Waiver extended the financial reporting timeframes required under the Rules in respect of Issuers with a full year balance date falling on a date between 1 January 2020 and 31 July 2020.
3. WHS has adopted a non-standard balance date which follows the retail financial calendar with the result that WHS' balance date is always a Sunday. This means WHS' balance date will change on a year by year basis.
4. As a result of this structure, the balance date for WHS is always a Sunday. For the 2020 financial year, the last Sunday in the financial year is Sunday 2 August 2020. Accordingly, WHS' balance date will fall on that date. As a result, the full year balance date for WHS falls, by two days, outside the definition of "Qualifying Financial Year". WHS, accordingly, cannot rely on the Class Waiver.
5. As a result of the 2019/2020 coronavirus pandemic ("COVID-19"), measures have been imposed on WHS' personnel, systems and infrastructure in connection with WHS being required to shut its stores (under "Level 4" of the Epidemic Preparedness (COVID-19) Notice 2020). This lockdown has used significant management resources resulting in operational delays in WHS gathering, and preparing information, required in its periodic reporting obligations (for example, the ability to undertake stocktakes was constrained by both equipment and staff availability).
6. WHS sought a waiver from Rules 3.5.1 and 3.6.1, on the same conditions set out in the Class Waiver, to provide it sufficient time to prepare and release its Results Announcement and annual report in light of COVID-19.



Appendix Two

3.5 Results Announcement

3.5.1 Subject to Rule 3.5.3, each Issuer of Quoted Equity Securities or Quoted Debt Securities must release a Results Announcement through MAP no later than 60 days after the end of each financial year or half year.

3.6 Preparation and delivery of Annual Reports

3.6.1 Each Issuer of Quoted Equity Securities or Quoted Debt Securities must within three months after the end of each financial year:

- (a) prepare an annual report, which must contain all information required by all applicable laws and these Rules, and
- (b) deliver, subject to Rule 3.6.2, the annual report to:
 - (i) NZX by release through MAP (including by URL link to the annual report on an Issuer's website) before or at the same time as it is made available to Quoted Financial Product holders, and
 - (ii) each Quoted Financial Product holder in accordance with Rule 3.6.3.

