



The Warehouse Group Limited

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact





+64 9 488 8777



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 Wednesday 19 November 2014		

How to Vote on Items of Business

A shareholder who is entitled to attend and vote 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.

Appointment of Proxy

The Chairman 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 'Chairman 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. However, if your proxy is precluded from voting (for example, because he or she has an interest in the outcome of the resolution), then they will not be able to vote on that resolution on your behalf. The Chairman and Directors, where they are not interested in the resolution, intend to vote all discretionary proxies in favour of the resolutions numbered 1 to 3.

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 the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Electronic Voting

You can appoint a proxy to cast your vote electronically by accessing InvestorVote (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 InvestorVote.

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 **The Warehouse Group Limited Annual Meeting of Shareholders on Friday 21 November 2014 at 10:00am in the Guineas Ballroom, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or 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.

Ordinary Business		For	Against	Proxy Discretion	Abstain
1.	To re-elect Keith Smith as a Director (Note if you have appointed Keith Smith as your proxy Keith, being interested in the resolution, may only vote following express directions, ie Keith cannot exercise "Proxy Discretion".)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To re-elect Ted van Arkel as a Director (Note if you have appointed Ted van Arkel as your proxy Ted, being interested in the resolution, may only vote following express directions, ie Ted cannot exercise "Proxy Discretion".)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To authorise the Directors 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"/>

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 21 November 2014 at 10:00am in the Guineas Ballroom, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand.