



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 (New Zealand time) Wednesday 24 November 2021**

### 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.

#### Voting restrictions

Any votes cast on resolution 5 by any directors and any associated person of any director will not be valid. However, the Company need not disregard a vote if it is cast by a disqualified person as proxy for a person who is entitled to vote in accordance with the express directions on the proxy form, except where the direction is for the proxy to vote in their discretion.

### 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

Due to the uncertainty of Covid-19, the Company has chosen to hold its Annual Shareholders' Meeting as a hybrid meeting. Please refer to the enclosed Notice of Meeting and Virtual Meeting Guide for details on how to access the meeting virtually. If you attend the meeting in person you should bring your proxy/voting form or your CSN/Securityholder Number to assist with 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 should 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 Shareholders' Meeting on Friday 26 November 2021 at 10:00am (New Zealand time) online through the Computershare Meeting Platform (<https://meetnow.global/NZ>) or 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 resolutions 1,2,3,4 & 6 only.**

## 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.

#### Ordinary Resolutions

|  | For                      | Against                  | Abstain                  | Proxy Discretion         |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| <b>Resolution 1.</b> That Antony Balfour be re-elected as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 2.</b> That John Journee be re-elected as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 3.</b> That Will Easton be re-elected as a director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 4.</b> That Rachel Taulelei be re-elected as a director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 5.</b> That, with effect from 1 December 2021, the total directors' fee pool be increased by \$90,000, from \$900,000 per annum to \$990,000 per annum (exclusive of GST), with up to such amount to be divided amongst the directors for their services as directors of the Company as the Board may from time to time determine. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 6.</b> 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"/> |

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide your proxy's details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

**Proxy contact Details (Phone):** \_\_\_\_\_ **and (Email):** \_\_\_\_\_

## 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 Shareholders' Meeting on Friday 26 November 2021 at 10:00am (New Zealand time) online through the Computershare Meeting Platform (<https://meetnow.global/NZ>) or in the Guineas Ballroom, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand.