The Warehouse Group Limited 26 The Warehouse Way Northcote, Auckland PO Box 33470 Takapuna Auckland, New Zealand

**phone** +64 9 489 7000 **fax** +64 9 489 7444 **web** www.thewarehouse.co.nz



Market Information Services Section New Zealand Exchange Limited

Company Announcements Office Australian Stock Exchange Limited

23 March, 2007

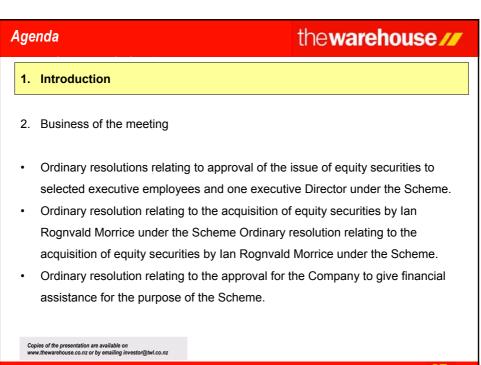
## THE WAREHOUSE GROUP LIMITED

### **Special Meeting Presentation**

The Warehouse Group Limited has provided a copy of the presentation to shareholders at its Special Meeting held today.

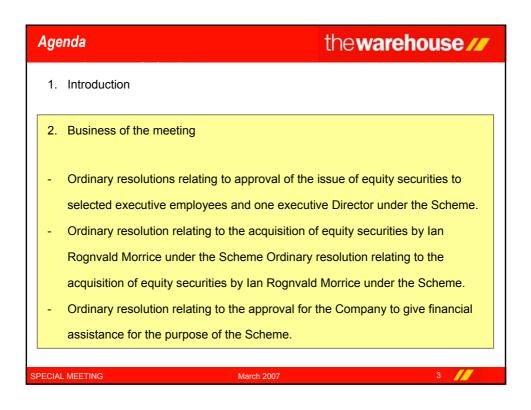
For further information please contact Mark Fennell, Investor Relations, The Warehouse Group, 09 489 7000.





SPECIAL MEETING

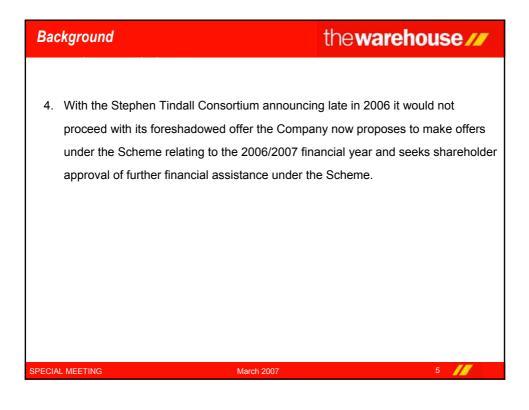
March 2007



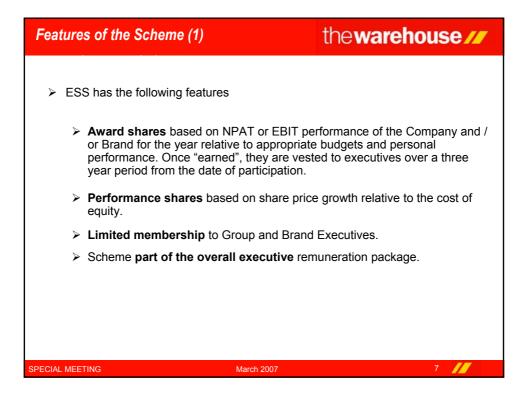
# Background

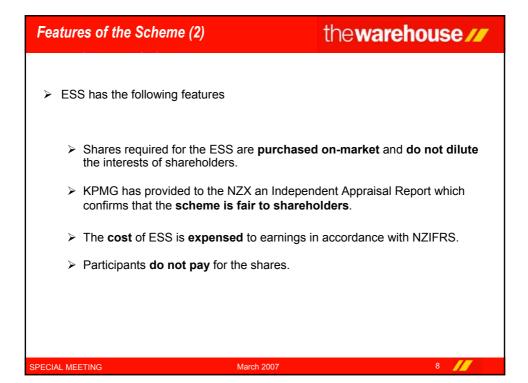
# the warehouse //

- The shareholders approved the establishment of The Warehouse Group Limited Executive Share Scheme ("Scheme") on 26 November 2004 and provision of financial assistance for the Scheme in the 2005/06 financial year.
- 2. Further financial assistance approved on 25 November 2005.
- 3. Offers under the Scheme relating to the 2006/07 financial year were originally intended to occur in September 2006. Shareholder approval of further financial assistance under the Scheme relating to the 2007/08 financial year would normally have been sought at the November 2006 annual meeting. Neither occurred because of the notification in September 2006 from the Stephen Tindall Consortium that it intended to submit a proposal to privatise the Company.

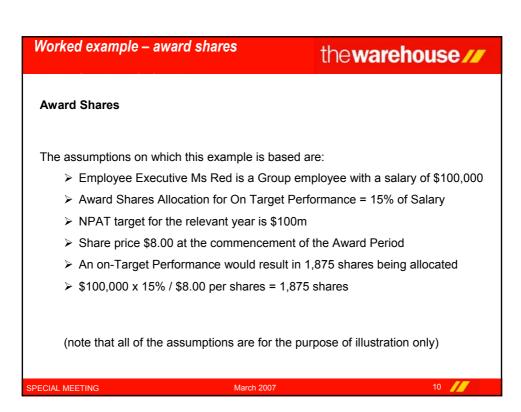








#### The Scheme thewarehouse Scheme Performance Driver Performance Payment Methodology Criteria Award Scheme Annual company and / NPAT or EBIT Paid in shares that vest or brand performance performance for the annually over a three year period as long as year relative to employed with TWG appropriate budgets and personal performance Share Price Growth Paid in fully vested Performance Long-term company Scheme performance relative to the cost shares at the end of the of equity 3 year performance period if employed with TWG SPECIAL MEETING March 2007

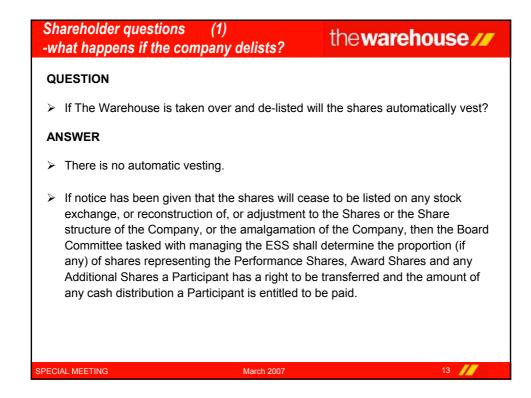


Performance against target expressed at NPAT	Performance against a % of Target Award Criteria	% Value of shares to be allocated	Number of Target Award Shares	Number of shares to be allocated
\$75m	75%	=100 - (2x(100%-75%)) = 50%	1,875	= 1,875 x 50% = <b>938</b> shares
\$100m	100%	= 100%	1,875	= 1,875 x 100% = <b>1,875</b> shares
\$105m	105%	= 100% - (2x(100%-105%)) = 110%	1,875	= 1,875 x 110% = <b>2,063</b> shares
>\$120m	>120%	= 140% (this is the maximum payable under this Scheme)	1,875	= 1875 x 120% = <b>2,250</b> shares

Worked	example	e – perf	formance	shares

# the warehouse //

PERFORMANCE SHARES	Start of Year 1	Year 1 Price	Year 2 Price	End of Year 3
Market Price	7.25			9.60
x Cost of Equity 1.11	8.05			
- Cash Dividend 0.16		7.89		
x Cost of Equity 1.11		8.76		
- Cash Dividend 0.17			8.59	
× Cost of Equity 1.11			9.53	
- Cash Dividend 0.18 Adjusted Price				9.35



# Shareholder questions (2) -how will the Committee exercise its discretion?

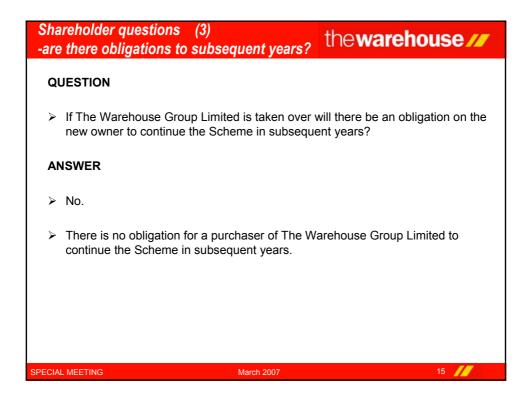
### QUESTION

> How will the Committee exercise this discretion regarding early vesting?

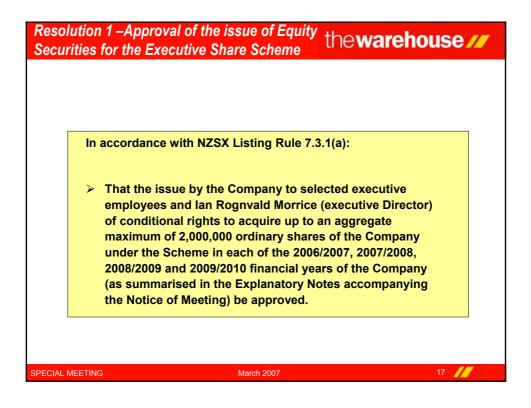
## ANSWER

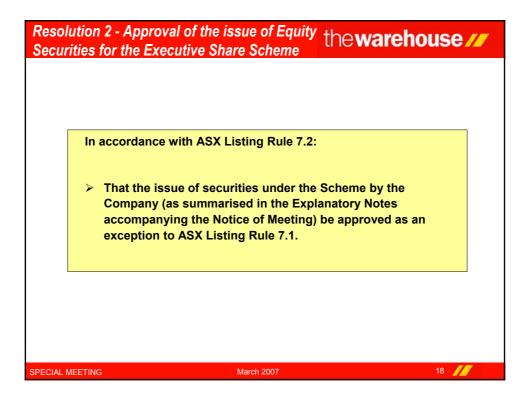
- > This would depend on the circumstances.
- In relation to Award Shares that had been "earned" from prior years, these would generally be vested to executives.
- In relation to Conditional Rights to Award and Performance Shares, the Committee would (as it has in the past) take into consideration amongst other circumstances, the Company and / or Brand performance, share price performance against the set performance criteria and the performance of the individual executive.

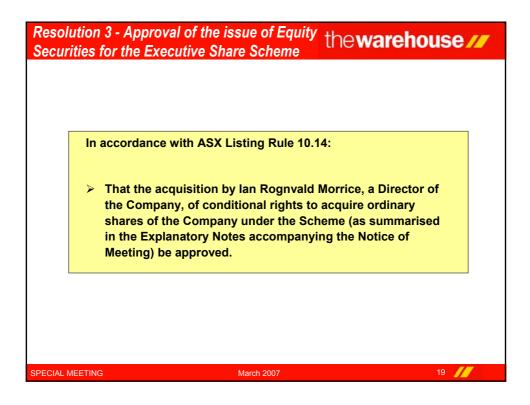


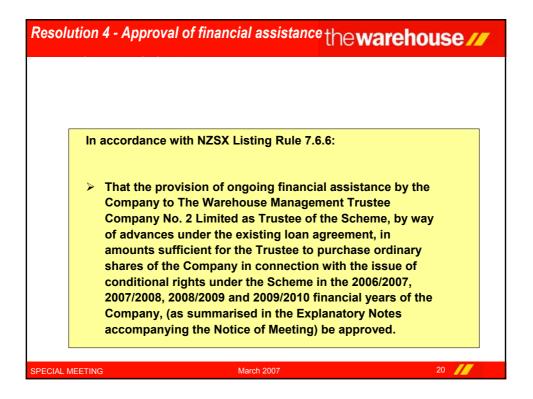














Thank you for attending The Warehouse Group Limited Special Meeting