



NZX Regulation Decision

The Warehouse Group Limited (“WHS”)

Application for a waiver from – NZX Main Board Listing
Rule 7.12.2

4 March 2014



Background

Decision

1. On the conditions set out in paragraph 2 below, NZX Regulation (“**NZXR**”) grants The Warehouse Group Limited (“**WHS**”) a waiver from the 10 Business Day notice requirement in NZX Main Board Listing Rule (“**Rule**”) 7.12.2 in relation to its interim dividend.
2. The waiver in paragraph 1 above is provided on the conditions that:
 - a. WHS announces its interim results, the Placement and Acquisition on 6 March 2014;
 - b. WHS releases information on the interim dividend in the form required by Rule 7.12.2 with the interim results, Placement and Acquisition information being announced on 6 March 2014;
 - c. The Record Date for the interim dividend is no earlier than 12 March 2014; and
 - d. The implications of this waiver are disclosed in the announcements on 6 March 2014.
3. The information on which this decision is based is set out in Appendix One to this decision. This waiver will not apply if that information is not or ceases to be full and accurate in all material respects.
4. Rule 7.12.2 is set out in Appendix Two to this decision.

Reasons

5. In coming to the decision to provide the waiver set out in paragraph 1 above, NZXR has considered that:
 - a. the purpose of Rule 7.12.2 is to ensure the market and those persons who are to receive any benefit to be paid or distributed on Quoted Securities (such as an interim dividend) are given sufficient notice ahead of that benefit;
 - b. it would not be possible to provide details of the interim dividend before the announcement of the interim results and notification of the Record Date for the interim dividend as advanced notification may signal to the market that a significant transaction was imminent;
 - c. there is commercial rationale for the timetable of the Capital Raising that means WHS is unable to provide the required 10 Business Days’ notice to market;
 - d. the market will have at least one full day (being Friday 7 March 2014) to trade WHS shares after notice of the interim dividend and completion of any possible trading halt, but before the Ex Date of the interim dividend;
 - e. a single trading day where trading can occur for investors who wish to move on or off the WHS share register in contemplation of the interim dividend is sufficient as an active step by those on the share register is not required in order to receive the interim dividend;
 - f. WHS has confirmed with its share registry that the timing of the notice for the interim dividend will not create any practical problems; and



- g. there is precedent for this decision, including a waiver decision in respect of EBOS Group Limited dated 29 May 2013.

Confidentiality

- 6. WHS has requested this application and any decision be kept confidential until WHS announces the Acquisition and Capital Raising.
- 7. In accordance with Footnote 1 to Rule 1.11.2, NZXR grants WHS' request.

ENDS



Appendix One

1. WHS is a Listed Issuer with shares Quoted on the NZX Main Board.
2. WHS intends to increase its involvement in the financial services sector and proposes to purchase Diners Club (NZ) Limited (“**Acquisition**”).
3. In order to provide WHS with the additional capital base that WHS requires to support WHS’ financial services business, WHS proposes to undertake a capital raising made up of a placement of approximately \$100 million of new ordinary WHS shares to institutional and sophisticated investors in New Zealand and Australia (“**Placement**”), followed by a share purchase plan involving the issue of approximately \$15 million of new ordinary WHS shares to retail investors (“**SPP**”) (together the “**Capital Raising**”).
4. WHS intends to announce the Acquisition and Capital Raising on Thursday 6 March 2014, the same day as WHS intends to announce its interim result and interim dividend.
5. The Placement is to settle on Thursday 13 March 2014, being a T+5 settlement period. The Record Date for the SPP has been set down for Tuesday 18 March 2014. WHS proposes to set the Record Date for the interim dividend so that any shares allotted under the Placement or SPP will not participate in the interim dividend.
6. WHS intends to request a trading halt while undertaking the Placement. The Placement will be completed and any trading halt lifted by market open on Friday 7 March 2014.
7. In order for the Record Date for the interim dividend to be Wednesday 12 March 2014, WHS has requested a waiver from Rule 7.12.2 to the extent it requires WHS to provide notice to NZX of the interim dividend at least 10 Business Days before the Record Date for the interim dividend.



Appendix Two

NZX Main Board Listing Rule 7.12.2

Where any benefit is to be paid or distributed on Quoted Securities (including dividends, interest or bonus issues) or any Conversion of Securities or call on Securities is to take place, the Issuer shall give to NZX, forthwith after any Director's recommendation and at least 10 Business Days before the Record Date to determine entitlements or obligations, full details of the benefit, Conversion or call, including the information in the table below. That information shall be supplied in the form set out in Appendix 7

[Table not reproduced]

