

DISCLOSURE OF BEGINNING TO HAVE SUBSTANTIAL HOLDING

Section 276, Financial Markets Conduct Act 2013

TO NZX LIMITED (NZCN 1266120)

and

TO THE WAREHOUSE GROUP LIMITED (NZCN 611207)

Date this disclosure made: 3 June 2024

Date on which substantial holding began: 31 May 2024

SUBSTANTIAL PRODUCT HOLDER(S) GIVING DISCLOSURE

Full name(s): **JAMES PASCOE INVESTMENTS LIMITED** (NZCN 9163969)

SUMMARY OF SUBSTANTIAL HOLDING

Class of quoted voting products: ordinary shares

Summary for **JAMES PASCOE INVESTMENTS LIMITED**

For this disclosure:

- (a) Total number held in class: 69,333,940
- (b) Total in class: 346,843,120
- (c) Total percentage held in class: 19.99%

DETAILS OF RELEVANT INTEREST

Details for **JAMES PASCOE INVESTMENTS LIMITED**

Nature of relevant interest: Registered holder and beneficial owner of financial products.

On 31 May 2024 James Pascoe Investments Limited (as purchaser and transferee) and James Pascoe Limited (as seller and transferor) entered into an Agreement for Sale and Purchase of Shares pursuant to which James Pascoe Investments Limited acquired 69,333,940 ordinary shares held in The Warehouse Group Limited from James Pascoe Limited with effect from 11.59pm on 31 May 2024 for a nominal consideration given the intragroup nature of this transfer (**Relevant Agreement**).

The Relevant Agreement need not be attached under regulation 139 of the Financial Markets Conduct Regulations 2014 because pursuant to regulation 141(1)(c) James Pascoe Investments Limited, as the substantial product holder, has the relevant interest only because it is the registered holder and beneficial owner of the financial products.

For that relevant interest:

- (a) Number held in class: 69,333,940
- (b) Percentage held in class: 19.99%

- (c) Current registered holder: James Pascoe Investments Limited
- (d) Registered holder once transfers are registered: Not applicable – see above.

DETAILS OF TRANSACTIONS AND EVENTS GIVING RISE TO SUBSTANTIAL HOLDING

The entry into the Relevant Agreement on 31 May 2024 by James Pascoe Investments Limited (as purchaser and transferee) and James Pascoe Limited (as seller and transferor) as set out above under details of relevant interest.

ADDITIONAL INFORMATION


Address of James Pascoe Investments Limited: 29 Union Street, Auckland, 1010, New Zealand

Contact details: Kevin Brian Turner, 093778351, kevint@jpl.net.nz

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: James Pascoe Limited.

CERTIFICATION

I, Kevin Brian Turner, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and I am duly authorised to make this disclosure by all persons for whom it is made.



Signature

31 May 2024

Date