

Invitation to the 2024 Annual Shareholders' Meeting

22 NOVEMBER 2024



DAME JOAN WITHERS

Dear fellow shareholder,

It is my pleasure, on behalf of the Board, to invite you to the 2024 Annual Shareholders' Meeting of The Warehouse Group Limited. The meeting will be held on Friday 22 November 2024 at 10.00am (New Zealand time), both in the Guineas Ballroom, Ellerslie Event Centre, 100 Ascot Avenue, Greenlane East, Auckland, New Zealand and online through the Computershare meeting platform (please see the Notice of Meeting for information on how to participate online).

Interim Group Chief Executive Officer, John Journee, and I will review the performance of the Company during the year to 28 July 2024 and provide you with an update on the Company strategy.

Agenda items for this meeting relate to the re-election of directors and authorisation for directors to fix the fees and expenses of the external auditor.

In accordance with the requirements of the NZX Listing Rules, John Journee, Rachel Taulelei and Antony Balfour will each retire from the Board at the Annual Shareholders' Meeting. John Journee and Rachel Taulelei each offer themselves for re-election. Antony Balfour will not be seeking re-election. In addition, the Board appointed Antony Carter as a director in May 2024 and, as required by the NZX Listing Rules, Antony Carter will also retire and offers himself for re-election. The Board unanimously supports the re-election of each of these directors.

All shareholders will have a reasonable opportunity to ask general questions. You will also be able to ask relevant questions of the auditor's representative.

We invite you to submit questions in advance of the meeting by emailing your questions to investors@thewarehouse.co.nz or by writing to the Company Secretary, The Warehouse Group Limited, PO Box 33470, Takapuna, Auckland 0740, New Zealand. We will collate the main themes of the questions and respond to them at the meeting, provided that the Company reserves the right not to address questions that were not received by the close of business on Friday, 15 November 2024 (noting that the questions may be raised by a shareholder at the meeting), or questions which, in the Chair's opinion, are not reasonable or appropriate in the context of an Annual Shareholders' Meeting.

If you are unable to attend the meeting, you are entitled to appoint a proxy to vote on your behalf. If you wish to appoint a proxy you must complete and lodge the Proxy Form (in one of the manners set out in the accompanying notes) so that it reaches Computershare Investor Services Limited by 10.00am (New Zealand time) on Wednesday, 20 November 2024.

For those shareholders who are attending the meeting in person, please bring the combined Proxy Form and Voting Paper with you to assist with your registration and for voting purposes. You are invited to join the Board and senior management for light refreshments at the conclusion of the meeting.

We look forward to welcoming you to the meeting.

Yours sincerely,



Dame Joan Withers
Chair

24 October 2024

Notice is hereby given that the 2024 Annual Shareholders' Meeting of The Warehouse Group Limited ("the Company") will be held on Friday 22 November 2024, commencing at 10.00am (New Zealand time), in the Guineas Ballroom, Ellerslie Event Centre, 100 Ascot Avenue, Greenlane East, Auckland, New Zealand and online through the Computershare meeting platform (meetnow.global/nz).

Business of the meeting

Chair's Address

Interim Chief Executive Officer's Review

Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

Resolution 1

That John Journee be re-elected as a director of the Company.

Resolution 2

That Rachel Taulelei be re-elected as a director of the Company.

Resolution 3

That Antony Carter be re-elected as a director of the Company.

Resolution 4

That the directors are authorised to fix the fees and expenses of the auditors for the ensuing year.

Explanatory notes in relation to these resolutions accompany this Notice of Meeting.

General business

To consider such other business as may be properly raised at the meeting.

Explanatory notes

Resolution 1 – Director re-election

In accordance with NZX Listing Rule 2.7.1, John Journee retires and, being eligible, offers himself for re-election.

John Journee is an executive director by virtue of his position as Interim Chief Executive Officer and is therefore not an independent director. The Board unanimously recommends that you vote in favour of the re-election of John Journee as a director.



John Journee
BCom, CFinStD, MAICD
Executive Director

Term of Office:
Appointed 17 October 2013
and last re-elected at the
2021 Annual Meeting.

Board Committees: Member of the Health, Safety and Wellbeing Committee, member of the Environmental and Social Sustainability Committee, and member of the Disclosure Committee.

John was appointed Interim CEO in May 2024. Upon this appointment he ceased to be an Independent Director, but has continued as an Executive Director of the Company. John has had an extensive retail career, including executive experience across sectors that span general merchandise, fashion apparel, FMCG, consumer electronics, telecommunications, hospitality and electricity retailing. His career has included 15 years with The Warehouse Group, starting as a joint-venture partner in 1990 and progressing through senior roles in operations, marketing, merchandise, international sourcing and business development. John has also held CEO roles with Noel Leeming and foodservice distributor Southern Hospitality.

Resolution 2 – Director re-election

In accordance with NZX Listing Rule 2.7.1, Rachel Taulelei retires and, being eligible, offers herself for re-election.

The Board has determined, in its view, that Rachel Taulelei is an independent director. The Board unanimously recommends that you vote in favour of the re-election of Rachel Taulelei as a director.



Rachel Taulelei
LLB, Ngāti Raukawa ki te
Tonga, Ngāti Rārua
Independent Non-Executive
Director

Term of Office:
Appointed 12 February 2021
and last re-elected at the
2021 Annual Meeting.

Board Committees: Chair of the Environmental and Social Sustainability Committee, member of the People and Remuneration Committee, and member of the Health, Safety and Wellbeing Committee.

Rachel is a prominent business leader and a strong advocate for the Māori economy, values-based business models, and New Zealand's food and beverage industry. Her commitment to kaitiakitanga has been evident throughout her career, as founder of sustainable seafood company Yellow Brick Road in 2006, to her time as CEO of Māori-owned food and beverage company Kono, and now in her current role as co-founder of business design and brand strategy firm Oho. Rachel has held a number of governance roles, with a particular expertise in primary industries. She presently chairs Moana NZ and the Wellington Regional Stadium Trust, serves as a director on the board of Sealord Group Limited and ANZCO Foods Limited, is a member of the APEC Business Advisory Council, acts as an advisor to venture capital firm Movac and chairs the Fonterra Sustainability Panel.

Explanatory notes – continued



Antony Carter

CNZM, BE (Hons), ME, MPhil
Independent Non-Executive
Director

Term of Office:

Appointed 1 May 2024

Resolution 3 – Director re-election

In accordance with NZX Listing Rule 2.7.1, Antony Carter retires and, being eligible, offers himself for re-election.

The Board has determined, in its view, that Antony Carter is an independent director. The Board unanimously recommends that you vote in favour of the re-election of Antony Carter as a director.

Board Committees: Chair of the Health, Safety and Wellbeing Committee, and member of the Audit and Risk Committee.

Antony was appointed as an independent director in May 2024. He has a broad range of experience in governance across the consumer, industrial services, infrastructure and energy sectors. Antony currently chairs the boards of My Food Bag Group Limited, Skin Institute Holding Company Limited, Datacom Group Limited, TR Group Limited and The Interiors Group Holdco Limited and is a director of Ravensdown Limited. His previous directorships include roles at Fisher & Paykel Healthcare, Air New Zealand Limited, Fletcher Building Limited, ANZ Bank New Zealand Limited, and Vector Limited. He has previously served as managing director of supermarket operator Foodstuffs Auckland and Foodstuffs New Zealand. In 2020 he was made a Companion of the New Zealand Order of Merit for services to business governance.

Fixing of auditor's fees and expenses – Resolution 4

PricewaterhouseCoopers is automatically reappointed as auditor under section 207T of the Companies Act 1993. Resolution 4 authorises the directors to fix the fees and expenses of the auditor.

Procedural Notes

Ordinary Resolutions

Resolutions 1 to 4 set out above are ordinary resolutions, which will be passed if approved by simple majority (more than 50%) of the votes of shareholders entitled to vote and voting in person or by proxy or representative.

Hybrid Annual Meeting

Shareholders will be able to attend the meeting in person at the Guineas Ballroom, Ellerslie Event Centre, 100 Ascot Avenue, Greenlane East, Auckland, or via an online platform.

Shareholders attending online will be able to view a live webcast of the meeting, ask questions and submit their votes. To participate virtually, go to the Computershare Meeting Platform at: meetnow.global/nz, click 'Go' on The Warehouse Group Limited meeting tile and then click 'JOIN MEETING NOW'. Please refer to the Computershare Virtual Meeting Guide at www.computershare.com/vm-guide-nz for more information. The latest version of Chrome, Safari or Edge is required in order to access the meeting. Shareholders will require their CSN/Securityholder Number and their postcode, which can be found on their Proxy Voting Form, for verification purposes.

If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday or by email to corporateactions@computershare.co.nz.

Entitlement to vote

Only shareholders whose names are registered on the share register at 5pm on Wednesday 20 November 2024 are entitled to exercise the right to vote at the meeting. There are no voting restrictions.

Proxies

Any shareholder of the Company entitled to attend and vote at the meeting may appoint another person as their proxy to attend and vote on their behalf. A proxy need not be a shareholder of the Company. If you wish to appoint a proxy you should complete the proxy form that accompanies this Notice of Meeting. Alternatively you can lodge your proxy appointment online at www.investorvote.co.nz. If you wish to appoint a proxy to attend online via the Computershare Meeting Platform on your behalf, please ensure that you provide their contact details (phone and email address) on the proxy form.

Any corporation that is a shareholder of the Company may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

The appointment of a proxy or representative does not preclude a shareholder from attending and voting at the meeting.

You may appoint the Chair of the meeting or any director, or any other person, as your proxy. The Chair and directors intend to vote any discretionary proxies, for which they have authority to vote, in favour of the resolutions.

A proxy will not be entitled to vote at the meeting unless a properly completed proxy form has been received by the Company at the office of the Company's share registrar, Computershare Investor Services Limited, not less than 48 hours before the commencement of the meeting, that is not later than 10.00am (New Zealand time) on Wednesday 20 November 2024. You can post the proxy form to Private Bag 92119, Auckland 1142, New Zealand. Online proxy appointments must also be received by 10.00am (New Zealand time) on Wednesday, 20 November 2024. Any proxy form received after that time will not be valid for the meeting.

Where a shareholder does not name a person as their proxy but otherwise completes the proxy form in full, or where a shareholder's named proxy does not attend the meeting, the Chair of the meeting will act as that shareholder's proxy and will vote in accordance with that shareholder's express direction.

Directions for shareholders attending the Annual Shareholders' Meeting

The in-person aspect of the annual shareholders' meeting of the company will be held in the Guineas Ballroom, Ellerslie Event Centre, 100 Ascot Avenue, Greenlane East, Auckland, New Zealand on Friday 22 November 2024, commencing at 10.00am.



Directions to the Ellerslie Event Centre from the Southern Motorway

Ellerslie Racecourse is well sign posted from the Southern Motorway. The best exit is 'Greenlane'. At the roundabout, turn left if travelling from the north on the motorway, or right if travelling from the south. At the first set of lights turn right. On your left will be Ascot Hospital and on your right, Novotel Hotel. Turn right at the first roundabout and left at the second roundabout and you will drive into the grounds of the racecourse. If you continue on through Ellerslie's main carpark, you will arrive at the Ellerslie Event Centre. The venue has free parking.