

# directors' disclosures

Share Transactions	Number of Shares Acquired/(Disposed)	Dollar Consideration	Date of Transaction
<b>S R Tindall, K R Smith and P G Inger</b>			
Non-beneficial trustees of The Warehouse Management Trustee Company Limited	(158,487)	Pursuant to Trust Deed	Various
<b>K R Smith</b>			
Non-beneficial as trustee	(125,900)	734,860	12/03/01
	(12,100)	70,180	13/03/01
	(20,000)	122,200	26/03/01
	(274,936)	1,652,174	29/03/01
	(70,000)	406,000	02/04/01
	(16,131)	94,366	03/04/01
	(83,487)	483,751	04/04/01
	(12,928)	74,595	05/04/01
	(229,518)	1,372,178	06/04/01
	(200,000)	1,207,000	11/04/01
<b>J R Avery</b>			
Non-beneficial as trustee	(42,002)	249,912	04/12/00
	(307,998)	1,789,468	06/12/00
	(50,000)	292,000	08/12/00
	(100,000)	555,000	13/12/00
	17,000	94,350	15/03/01
<b>P G Inger</b>			
Beneficial interest	1,067	6,167	28/09/00
	(3,000)	18,540	28/11/00
	(23,526)	139,980	01/12/00
	(42,002)	249,912	04/12/00
	(307,998)	1,789,468	06/12/00
	(50,000)	292,000	08/12/00
	(50,000)	290,500	12/12/00
Related party	(50,000)	290,500	12/12/00
	(650,000)	3,607,500	13/12/00
Related party	(550,000)	3,052,500	13/12/00
	(50,000)	286,500	15/12/00
Related party	(50,000)	286,500	15/12/00
	117,630	676,373	21/03/01
	(27,630)	167,990	21/03/01
	(90,000)	548,100	23/03/01
	2,714	16,148	02/04/01
<b>N R Plummer</b>			
Beneficial Interest	1,020	5,896	28/09/00
	(125,900)	734,860	12/03/01
	(12,100)	70,180	13/03/01
	147,038	845,469	21/03/01
	(76,679)	470,209	26/03/01
	(10,372)	63,788	28/03/01
	(322,885)	1,938,573	29/03/01
	(60,000)	360,000	30/03/01
	2,714	16,148	02/04/01
	(70,000)	406,000	02/04/01
	(16,131)	94,366	03/04/01
	(83,487)	483,751	04/04/01
	(12,928)	74,595	05/04/01
	(229,518)	1,372,178	06/04/01
	(200,000)	1,207,000	11/04/01
<b>S R Tindall</b>			
Beneficial Interest	1,314	7,595	21/11/00
	2,484	14,780	03/04/01

Share Transactions	Number of Shares Acquired/(Disposed)	Dollar Consideration	Date of Transaction
<b>G Evans</b>			
Beneficial Interest	5,000	29,250	20/03/01
<b>P Brass</b>			
Beneficial Interest	(10,000)	56,237	11/10/00
<b>J Withers</b>			
Beneficial Interest	1,000	6,290	22/03/01
<b>D Rickards</b>			
Beneficial Interest	4,181,272	Pursuant to Sale & Purchase Agreement	27/10/00
	99,930	Pursuant to Sale & Purchase Agreement	27/10/00
Related party	8,357	38,024	23/03/01
	8,357	38,024	23/03/01

#### Directors shareholdings as at 31 July 2001

	Beneficial Interest		Non-beneficial Interest		Related Party	
	2001	2000	2001	2000	2001	2000
J R Avery	—	—	74,771,920	75,254,920	402,928	402,928
R L Challinor	—	—	—	—	—	—
G F Evans	5,000	—	—	—	—	—
P G Inger	4,254,714	5,427,459	2,524,779	2,683,266	3,350,000	4,000,000
N R Plummer	543,879	1,613,107	—	—	—	—
K R Smith	—	—	77,735,695	78,939,182	4,800	4,800
S R Tindall	84,717,281	84,713,483	76,202,105	76,360,592	9,600	9,600
J Withers	4,000	3,000	—	—	—	—
D Rickards	4,289,559	—	—	—	8,357	—
J C Dahlsen	13,700	—	—	—	—	—

#### Major Shareholdings in which more than one director has an interest in the same parcel of shares are as follows:

The shareholding held non-beneficiary by Messrs J R Avery, K R Smith and S R Tindall are the same parcels of shares as to 73,343,992 shares (July 2000 73,343,992 shares)

The shareholding held beneficially and non-beneficially by Messrs P G Inger and J R Avery are the same parcels of shares as to 900,000 shares (July 2000 1,400,000)

The shareholding held beneficially and non-beneficially by Messrs N R Plummer and K R Smith are the same parcels of shares as to 539,996 shares (July 2000 1,584,996)

Messrs P G Inger, K R Smith and S R Tindall held non-beneficially the same parcels of 2,524,779 shares (July 2000 2,683,266 shares) as trustees of The Warehouse Management Trustee Company Limited.

#### Remuneration of Directors

Remuneration and other benefits provided to directors of The Warehouse Group Limited during the accounting period under review are disclosed in Note 6 of the Financial Statements.

Remuneration paid and benefits provided by way of salaries, bonuses and exercising share options to executive directors is disclosed in Note 6 of the Financial Statements.

#### Other Interests

As provided by Section 162 of the Companies Act 1993 and in accordance with the company's constitution, the group has provided insurance for, and indemnities to, directors and employees of the company and its subsidiaries for losses from actions undertaken in the course of their legitimate duties.

There were no disclosures of interest in any other transactions or the use of company information entered into the interests register during the period under review.

During the period under review, there were related party payments in respect of professional fees, rents and property sales. Details of these payments are disclosed in Note 31 of the Financial Statements.

# directors' disclosures - continued

## Substantial Security Holders

According to notices given under the Securities Amendment Act 1988, substantial security holders in The Warehouse Group Limited as at 1st October 2001 are as follows:

	<b>Date of Notice</b>	<b>Relevant Interest</b>
S R Tindall	11 December 2000	161,054,287
K R Smith	11 December 2000	78,907,394
J R Avery	11 December 2000	76,254,920
M M Tindall	11 December 2000	69,713,064

More than one voting interest may exist in the same voting securities. The number of voting securities included in more than one relevant interest as are follows:

	<b>Common Relevant Interest</b>
S R Tindall	76,007,470
K R Smith	76,007,470
J R Avery	73,343,992
M M Tindall	72,713,064

The total number of voting securities of The Warehouse Group Limited as at 1st October 2001 was 304,451,850.

## Voting Rights

On a show of hands, each holder of ordinary shares is entitled to one vote. On a poll, one vote is counted for every ordinary share.

## Stock Exchange Listing

The ordinary shares of The Warehouse Group Limited are listed on the New Zealand Stock Exchange and the Australian Stock Exchange.

## Dividend Policy

The dividend policy of The Warehouse Group Limited is that 50% of the net surplus after taxation will be paid by way of dividend to shareholders.

## Disclosure of Interest

The following are general disclosures entered in to the interests register pursuant to section 140(2) of the Companies Act 1993:

### Mr K R Smith - Chairman

Chairman	New Zealand Flower & Garden Show Ltd
Chairman	Tourism Holdings Ltd
Chairman	Healthcare Holdings Ltd
Chairman	BDO New Zealand Ltd and subsidiaries
Chairman	Electronic Navigation Ltd
Deputy Chairman	Genesis Power Ltd
Director	Lowe Corporation Ltd and subsidiaries
Director	Enterprise Motor Group Ltd and subsidiaries
Director	Cooper Henderson Motors (1993) Ltd
Director	James Raymond Holdings Ltd
Director	Wickliffe Ltd
Director	Gwendoline Holdings Ltd
Partner	BDO Spicers

### Mr J R Avery

Chairman	Hesketh Henry
Chairman	Independent Timber Merchants Society Ltd
Chairman	Fund Managers Auckland Ltd
Director	The Selwyn Foundation
Director	Osterley Nominees Ltd
Director	NSM Contracting Ltd

### Mr R L Challinor

Chairman	Sheffield Ltd
Chairman	Tower Health and Life Ltd
Chairman	Mighty River Power Ltd
Director	Ports of Auckland Ltd
Joint Venture Committee Member	Cophorne Waitangi Resort
Australasian Advisory Board Member	L.E.K. Consulting (Australasian Advisory Board)
Director/Shareholder	Northington Partners Ltd

### Mrs J Withers

Chairman	Centre for Clinical Research and Effective Practice
Director	Auckland International Airport Ltd
Director	Auckland Trotting Club Inc.
Director	Meridian Energy Ltd
Director	Tourism Holdings Ltd
Trustee	Royal New Zealand Ballet

### Mr G F Evans

Director	Frucor Beverages Group Ltd
Director	Tatua Co-operative Dairy Company Ltd

### Mr J C Dahlsen

Director	Australia and New Zealand Banking Group Ltd
Director	Southern Cross Broadcasting (Australia) Ltd
Director	Mining Project Investors Pty Ltd
Director	The Smith Family and J.C. Dahlsen Pty Ltd
Advisory Board Member	L.E.K. Consulting (Australasian Advisory Board)

### Mr S R Tindall

Director (Company representative)	eVentures New Zealand Ltd
Director	U-Click Ltd
Director	Stevtin Ltd
Director	Aspiring Technology Ltd
Director	Deep Video Image Ltd
Director	Squishvc Ltd
Director	Tindall Family Holdings Ltd
Director	Noticeboard Ltd

### Mr N R Plummer

Director/Shareholder	Lady Ruby Properties Ltd
Director	Khyber Investments Ltd
Director	Group Variety Pty Ltd
Director	Anaheim Investments Ltd

### Mr P G Inger

Director	Journey's End Ltd
Director	Journey's End Number Two Ltd
Director	Pukeko Creek Ltd

### Mr D Rickards

Director/Shareholder	Volandu Pty Ltd
Director/Shareholder	General Variety Pty Ltd
Director/Shareholder	Group Variety Pty Ltd
Director/Shareholder	State Group Pty Ltd
Director/Shareholder	Shopping Variety Pty Ltd
Director/Shareholder	Queensland Discounters Pty Ltd
Director/Shareholder	Fireright Pty Ltd
Director/Shareholder	O'Neills Property Company Pty Ltd
Director/Shareholder	Cashbound Pty Ltd
Partner	O'Neill and Richards Partnership