



To the shareholders of The Warehouse Group Limited

We have audited the financial statements on pages 44 to 64. The financial statements provide information about the past financial performance of the company and group and their financial position as at 31 July 2002. This information is stated in accordance with the accounting policies set out on pages 48 and 49.

Directors' responsibilities

The directors are responsible for the preparation of financial statements which comply with generally accepted accounting practices in New Zealand and give a true and fair view of the financial position of the company and group as at 31 July 2002 and of their financial performance and cash flows for the year ended on that date.

Auditor's responsibilities

It is our responsibility to express an independent opinion on the financial statements presented by the directors and report our opinion to you.

Basis of opinion

An audit includes examining, on a test basis, evidence relevant to the amounts and disclosures in the financial statements. It also includes assessing:

- the significant estimates and judgements made by the directors in the preparation of the financial statements; and
- whether the accounting policies are appropriate to the circumstances of the company and the group, consistently applied and adequately disclosed.

We conducted our audit in accordance with generally accepted auditing standards in New Zealand. We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatements, whether caused by fraud or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Ernst & Young also provided internal audit services and taxation advice to the company and group. Partners and employees of our firm may also deal with the company and group on normal terms and conditions within the ordinary course of trading activities of the business of the company and the group. The firm has no other relationship with, or interest in, the company or any of its subsidiaries.

Unqualified opinion

We have obtained all the information and explanations we have required.

In our opinion:

- proper accounting records have been kept by the company as far as appears from our examination of those records; and
- the financial statements on pages 44 to 64:
 - comply with generally accepted accounting practices in New Zealand; and
 - give a true and fair view of the financial position of the company and group as at 31 July 2002, and their financial performance and cash flows for the year ended on that date.

Our audit was completed on 5 September 2002, and our unqualified opinion is expressed as at that date.

Auckland