

**On market share buybacks**

The Warehouse Group Limited (“the company”) is not, at the date of this annual report, undertaking any on-market share buyback.

**Non-marketable parcels of shares**

As at 30 September 2002, 146 shareholders hold ordinary shares less than a marketable parcel (between one and 82 shares).

**Holders of each class of equity security as at 30 September 2002.**

	Number of holders	Number of shares of options
<b>Class of equity security</b>		
Ordinary shares	15,424	304,976,673
Share options		
- Outperform the market share option plan	3	45,000
- Fixed price share option plan	480	14,280,000

**Stock exchange listing**

The ordinary shares of the company are listed on the New Zealand Stock Exchange (“NZSE”) and Australian Stock Exchange (“ASX”).

**Rights attaching to shares**

Ordinary shares each carry a right to vote on a poll at a meeting of shareholders on any resolution. Holders of ordinary shares may vote at a meeting in person, or by proxy, representative, or attorney. Voting may be conducted by voice, or show of hands or poll.

**Company secretary**

Mark Fennell

**Current NZSE waivers**

As at 30 September 2002, the following waivers from the NZSE Listing Rules granted by the Market Surveillance Panel remain current:

- (i) A temporary waiver granted to all companies dual listed on the NZSE and the ASX until the end of 2002 from Listing Rule 10.2.3(d) to enable those companies to make announcements to the NZSE simultaneously with announcements to the ASX.
- (ii) An ongoing waiver granted to all companies dual listed on the NZSE and the ASX from Listing Rules 11.1.1 and 11.1.4 to enable dual listed issuers to comply with the ASX Listing Rules relating to the restrictions on transfer of restricted (vendor) securities during an escrow period.

**Other required disclosures**

- (i) There are no material differences between the ASX Appendix 4B issued by the company for the year ended 31 July 2002 and this annual report.
- (ii) The company is incorporated in New Zealand and is not subject to Chapters 6, 6A, 6B and 6C of the (Australian) Corporation Act 2001 dealing with the acquisition of shares.
- (iii) Notes 10 and 27 of the financial statements detail shares which have share restrictions.

**Limitations on the acquisition of the company’s securities imposed by New Zealand law are as follows:**

- (i) in general securities in the company are freely transferable and the only significant restrictions or limitations in relation to the acquisition of securities are those imposed by New Zealand laws relating takeovers, overseas investment and competition,
- (ii) the New Zealand Takeovers Code creates a general rule under which the acquisition of more than 20% of the voting rights in the company or the increase of an existing holding of 20% or more of the voting rights in the company can only occur in certain permitted ways. These include a full takeover offer in accordance with the Takeovers Code, a partial takeover offer in accordance with the Takeovers Code, an acquisition approved by an ordinary resolution, an allotment approved by an ordinary resolution, a creeping acquisition (in certain circumstances) or acquisition in any manner if a shareholder holds 90% or more of the voting rights in the company,
- (iii) the New Zealand Overseas Investment Act and Overseas Investment Regulations regulate certain investments in New Zealand by overseas persons. In general terms, the consent of the New Zealand Overseas Investment Commission is required where an “overseas person” acquires shares or an interest in shares in the company that amount to more than 25% of the shares issued by the company or, if the overseas person already holds 25% or more of the Company’s shares and the acquisition increases that overseas person’s holding, and
- (iv) the New Zealand Commerce Act 1986 restricts a person from acquiring shares in the company if the acquisition would have, or would be likely to have, the effect of substantially lessening competition in a New Zealand market.