THE WAREHOUSE GROUP LIMITED
(“the Company”)

Director’s Letter of Appointment

On [date], upon the recommendation of the Remuneration, Talent and Nomination committee, the board of The Warehouse Group Limited “the Company” has appointed you as non-executive director. I am writing to set out the terms of your appointment. It is agreed that this is a contract for services and is not a contract of employment.

Appointment

Your appointment will be for an initial term of [years] commencing on [date], unless otherwise terminated earlier by and at the discretion of either party upon one month’s written notice. Continuation of your contract of appointment is contingent on satisfactory director annual review process and re-election at forthcoming Annual Shareholders’ Meetings.

Time Commitment

Overall we anticipate a time commitment of [two to four] days per month after the induction phase. This will include attendance at [nine] board meetings, the Annual Shareholders’ Meeting, at least three strategy away days, at least one site visit per year and membership and participation in at least one of the Board Committees. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role. The agreement of the Chairman of the Company should be sought before accepting additional commitments that might affect the time you are able to devote to your role as a non-executive director of the company.

Role

Non-executive directors have the same general legal responsibilities to the company as any other director. The board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company’s affairs. The board:

- provides entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- sets the Company’s strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives, and reviews management performance; and sets the company’s values and standards and ensures that its obligations to its shareholders and others are understood and met.
In addition to these requirements of all directors, the role of the non-executive has the following key elements:

- **Strategy:** Non-executive directors should constructively challenge and contribute to the development of strategy;
- **Performance:** Non-executive directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- **Risk:** Non-executive directors should satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible; and
- **People:** Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, senior management and in succession planning.

**Fees**
You will be paid a fee of [$.xxxxxx] gross per annum which will be paid monthly in arrears. The Company does not provide superannuation arrangement or retirement allowances to non-executive directors. The Company will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office.

**Outside interests**
It is accepted and acknowledged that you have business interests other than those of the Company and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest these should be disclosed to the Chairman, the Chairman of the Audit Committee or Secretary to the Board as soon as apparent.

**Confidentiality**
All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means), to third parties without prior clearance from the Chairman.

Your attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Chairman, the Chairman of the Audit Committee or Secretary to the Board.

**Induction**
Immediately after appointment, the Company will provide a comprehensive, formal and tailored induction. We will also arrange for site visits and meetings with senior and middle management and the Company’s auditors. A copy of the Company constitution is attached, together with copies of
the Board Charter, the charters for the board committees and the list of Matters Reserved for the Board.

Review Process
The performance of individual directors and the whole board and its committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Chairman as soon as is appropriate.

Insurance
The Company has directors’ and officers’ liability insurance and it is intended to maintain such cover for the full term of your appointment. A copy of the policy document is attached.

Independent professional advice
Occasions may arise when you consider that you need professional advice in furtherance of your duties as a director. Circumstances may occur when it will be appropriate for you to seek advice from independent advisors at the company’s expense. A copy of the board’s agreed procedure under which directors may obtain such independent advice is attached. The Company will reimburse the full cost of expenditure incurred in accordance with the attached policy.

Committees
This letter refers to your appointment as a non-executive director of the Company. In the event that your are also asked to serve on one or more of the board committees this will be covered in a separate communication setting out the committees’ terms of reference, any specific responsibilities and any additional fees that may be involved.

Code of Ethics
The Company has developed a Code of Ethics which all directors of the Company are required to sign. A copy of the code is attached.

Retirement or Termination
Retiring directors shall for a period of seven years from their retirement:
1. have access to Company Board minutes and papers that were tabled during the period that a director served as a director of the Company; and
2. remain covered under the Company’s directors and officers liability insurance as a retired director (“run off insurance”) for such period as required to under statute of limitations governing director activities.
Trading in Company Securities
Trading in company Securities is only permitted in accordance with the Securities Trading Policy. Directors are required to seek approval from the Chairman of the board in advance of trading in securities. The Chairman is required to seek approval from the Chairman of the Corporate Governance Committee. Short term trading in Company securities is strictly prohibited.

Could you please confirm your acceptance of the terms of your appointment by returning a signed and dated copy of this letter.

Yours sincerely

Keith Smith
Chairman
The Warehouse Group Limited

I [Name] accept the terms of appointment as set out in this letter.

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[Incoming director]         [Date]

Current as at 26 June 2008