

Notice is hereby given that an Annual Meeting of shareholders of Briscoe Group Limited (the "Company") for the year ended 28 January 2018 will be held at the offices of Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland on Thursday 24 May 2018, commencing at 10:00am.

Shareholders are invited to join the Directors for morning tea at 9:30am prior to the meeting.

To view the latest financial statements for the year ended 28 January 2018, please visit <http://briscoegroup.co.nz/investor-centre/> and select the Annual Report for the period ended 28 January 2018.

### **Items of Business**

The business of the meeting is comprised of ordinary business, being:

#### **A. Financial Statements**

To receive and consider the Company's financial statements for the year ended 28 January 2018 together with the Directors' and Auditor's reports.

#### **B. Resolutions – Ordinary Business**

##### **Resolution 1. Re-election of Director – Mary Devine**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

*"That Mary Devine, who will retire by rotation at the close of the meeting in accordance with NZX Main Board Listing Rule 3.3.11 and the Company's Constitution, be re-elected as a Director of the Company."*

##### **Resolution 2. Re-election of Director – Dame Rosanne Meo**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

*"That Dame Rosanne Meo, who will retire by rotation at the close of the meeting in accordance with NZX Main Board Listing Rule 3.3.11 and the Company's Constitution, be re-elected as a Director of the Company."*

See the Explanatory Notes to this notice for profiles of Mary Devine and Dame Rosanne Meo.

##### **Resolution 3. Re-appointment of Auditors**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

*"That PricewaterhouseCoopers be re-appointed as Auditors of the Company and that the Board of Directors be authorised to fix the remuneration of the Auditors for the ensuing year."*

#### **C. General Business**

To consider any other business that may properly be submitted to an annual meeting.

### **Requisite majorities**

The resolutions are ordinary resolutions, requiring the approval of a simple majority of the votes of those shareholders entitled to vote and voting (in person or by proxy) in order for them to be passed.

## ***Voting by Proxy***

A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on that shareholder's behalf. A proxy need not be a shareholder of the Company.

To appoint a proxy a shareholder should complete and sign the proxy form enclosed with this notice return it to the office of the Company's Share Registrar, Link Market Services using the reply-paid envelope provided. Alternatively, proxy votes can be lodged online by viewing the Link Market Services website: [vote.linkmarketservices.com/BGP](http://vote.linkmarketservices.com/BGP). You will be required to enter your CSN/Holder number and Authorisation Code (FIN) or your HIN/SRN and postcode to securely access the website, and then follow the prompts to appoint your proxy and exercise your vote.

For a proxy to be validly appointed, the proxy form must be received (either by post or online, as outlined above) no later than 10:00 am on 22 May 2018. If the form is sent by post, it must be received by that time at the offices of the Company's Share Registrar, Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142 or Deloitte Centre, Level 11, 80 Queen Street, Auckland, New Zealand.

The Chairman of the meeting may be appointed as a proxy and intends to vote any undirected/discretionary proxy votes in favour of each resolution.

## ***Explanatory Notes***

### **Resolutions 1 and 2: Re-election of Directors**

Under NZX Main Board Listing Rule 3.3.11, two Directors must retire at the meeting but shall be eligible for re-election. Mary Devine and Dame Rosanne Meo are required to retire under this rule, being the Directors who have been the longest in office since last elected or deemed elected.

### ***Profiles of the Directors seeking re-election***

#### ***Mary Devine ONZM, BCOM, MBA***

Mary Devine joined the Board of Briscoe Group in August 2012. She is former Managing Director of department store J. Ballantyne & Co and former CEO of multi-channel retailer EziBuy.

Mary brings to the Board her commercial acumen and expertise in strategy, marketing and omni-channel retail. As a professional director and consultant, she is well informed across industry trends and has relevant expertise in risk management, remuneration frameworks and consumer trends.

She is currently a Director of Meridian Energy Ltd, IAG NZ Limited, Christchurch City Holdings Limited, Top Retail Limited (in receivership), Foodstuffs South Island Limited and Foodstuffs New Zealand Limited.

Mary was awarded an Officer of the New Zealand Order of Merit for services to Business in 2013.

#### ***Dame Rosanne Meo, DNZM, OBE***

Dame Rosanne was appointed as Chairman and Independent Director of Briscoe Group's Board of Directors in May of 2001, six months before the company publicly listed on the NZSX.

Rosanne has worked as a company director for over 20 years and was amongst the first women professional directors in New Zealand, the first woman to chair an SOE, and the first woman chairman of a NZSX listed company. Her directorships have been principally in New Zealand but also in Australia and cover both public and private companies, as well as extensive work in the voluntary sector, particularly in the Arts and community support.

In her capacity as an Independent Director of Briscoe Group, she is Chairman of the Human Resources Committee and is a member of the Audit Committee.

In 1993 Rosanne was awarded an OBE and in early 2012 was knighted for service to business and for her contribution to not-for-profit organisations.

She is currently Patron of the Auckland Philharmonia, Chairman of the Real Estate Institute of New Zealand and a Director of AMP Administration (NZ) Ltd and realestate.co.nz.

AB SAMPLE  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5

CSN/Holder Number: 123456789



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## LODGE YOUR PROXY

**Online:**

[vote.linkmarketservices.com/BGP](http://vote.linkmarketservices.com/BGP)

**Scan & email:**

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

**Fax:** +64 9 375 5990

**Deliver:**

Link Market Services  
Level 11, Deloitte Centre,  
80 Queen Street, Auckland 1010

**Mail:**

Use the enclosed reply paid  
envelope or address to :  
Link Market Services Limited  
PO Box 91976  
Auckland 1142

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Scan this QR code with your smartphone and vote online



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**General Enquiries**

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

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## PROXY FORM/ADMISSION CARD FOR BRISCOE GROUP LIMITED 2018 ANNUAL MEETING

The Annual Meeting of Shareholders of Briscoe Group Limited will be held on Thursday 24 May 2018 commencing at 10:00am at the offices of Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland.

If you propose to attend the Meeting, please bring this form to assist with your registration. If you do not propose to attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions) to Briscoe's share registry, Link Market Services, by no later than 10:00am, Tuesday 22 May 2018. Alternatively, you can appoint your proxy and vote on the resolutions on the reverse of this form online by going to [vote.linkmarketservices.com/BGP](http://vote.linkmarketservices.com/BGP) or by scanning the QR code above with your smartphone. Any proxy form received after 10:00am Tuesday 22 May 2018 will not be valid for the Annual Meeting.

### Appointment of proxy

Any shareholder of the Company entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote in the place of that shareholder. A proxy need not be a shareholder of the Company. If the Chairman is not expressly selected as proxy by you, but assumes the role of proxy only by default, your votes will be registered as abstentions unless you have directed otherwise on the proxy form.

### Voting of your holding

If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If you tick the "Proxy Discretion" box for a particular resolution, or if you do not tick any box for a particular resolution, then the proxy may vote as he/she thinks fit or abstain from voting.

### Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder. Companies or bodies corporate that wish to attend through a representative must ensure that the representative brings the original notice appointing him or her to the meeting. To assist administration, the Company would be grateful if notices appointing representatives are delivered to Link Market Services Limited **no later than 10:00am on Tuesday 22 May 2018**.

### Signing instructions for proxy forms

#### Individual

Where the holding is in one name, the shareholder must sign this Proxy Form.

#### Joint Holding

If you are joint holders of shares, each of you must sign this Proxy Form.

#### Power of Attorney

If this proxy form has been signed under a power of attorney a copy of the power of attorney (unless already deposited with Link Market Services Limited) and a signed certificate of non-revocation of the power of attorney must be returned to Link Market Services Limited.

#### Corporate Shareholder

If the shareholder is a company this proxy form must be signed on behalf of the company by a duly authorised person acting under the company's express or implied authority.

# PROXY/CORPORATE REPRESENTATIVE FORM

CSN/Holder Number: «Holding\_No»123456789

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We named above, being a shareholder of Briscoe Group Limited:



hereby appoint: \_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Full Address)

or: \_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Full Address)

as my/our proxy to vote for my/our behalf at the Annual Meeting of Shareholders of Briscoe Group Limited to be held at the offices of Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland on Thursday 24 May 2018, commencing at 10:00 am. and at any adjournment of that meeting.

## STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted computing the required majority, for that item.

### Resolutions

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

	For	Please indicate with a ✓		Proxy Discretion
		Against	Abstain	
1. That Mary Devine, who will retire by rotation at the close of the meeting in accordance with NZX Main Board Listing Rule 3.3.11 and the Company's Constitution, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Dame Rosanne Meo, who will retire by rotation at the close of the meeting in accordance with NZX Main Board Listing Rule 3.3.11 and the Company's Constitution, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That PricewaterhouseCoopers be re-appointed as Auditors of the Company and that the Board of Directors be authorised to fix the remuneration of the Auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the Annual Meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy may vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

## STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to [vote.linkmarketservices.com/BGP](http://vote.linkmarketservices.com/BGP) and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 10:00am on Tuesday 22 May 2018. The Board will address and answer questions during the meeting.

Question:

## STEP 4: SIGN - SIGNATURE OF SECURITY HOLDER(S) This section must be completed

### Security Holder 1

or duly authorised officer or attorney

### Security Holder 2

or duly authorised officer or attorney

### Security Holder 3

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:** If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.