

Briscoe Group Limited

Notice of Annual Meeting



Notice is hereby given that an Annual Meeting of shareholders of Briscoe Group Limited (the "Company") for the year ended 26 January 2025 will be held both as an online meeting and at the offices of Simpson Grierson, Level 28, Shortland and Fort, 88 Shortland Street, Auckland on Thursday 15 May 2025, commencing at 10:00am.

In the unlikely event where the meeting cannot be held physically due to public health or other measures, the Company may elect to hold this Annual Meeting as an online meeting only. The Company will provide shareholders with as much notice as is reasonably practicable, by way of an announcement to NZX's and ASX's Market Announcement Platform, if the physical meeting is not to proceed. The health and safety of our team and shareholders is of paramount importance.

Shareholders wishing to attend, vote and ask questions online at the Annual Meeting, can do so at www.virtualmeeting.co.nz/bgp25.

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

To view the latest financial statements for the year ended 26 January 2025, please visit <http://briscoegroup.co.nz/investor-centre> and select the Annual Report for the period ended 26 January 2025.

Items of Business

The business of the Annual Meeting is comprised of ordinary business, being:

Item 1: Chairman's Address

Item 2: Managing Director's Address

Item 3: Financial Statements

To receive and consider the Company's financial statements for the year ended 26 January 2025 together with the Directors' and Auditor's reports.

Item 4: Resolutions – Ordinary Business

Resolution 1. Re-election of Director – Rodney (Rod) Duke

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

"That Rod Duke, who will retire by rotation at the close of the Annual Meeting in accordance with NZX Listing Rule 2.7.1 and the Company's Constitution, be re-elected as a Director of the Company."

See the Explanatory Notes to this notice for profile of Rod Duke.

Resolution 2. Auditor's Remuneration

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

"It be recorded that PricewaterhouseCoopers will continue in office as the Company's auditor and that the Board of Directors be authorised to fix the remuneration of PricewaterhouseCoopers for the ensuing year."

Resolution 3. Increase in the Maximum Number of Directors

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

"For the purpose of clause 16.1 of the Company's constitution, the maximum number of directors will be increased from five to six."

Item 5: General Business

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

Procedural Notes

Requisite majorities

Each of the three resolutions are to be considered as separate ordinary resolutions. To be passed, each resolution requires the approval of a simple majority of the votes of those shareholders entitled to vote and voting (in person or by proxy). Voting will be conducted by poll, in accordance with NZX Listing Rule 6.1.1. There are no voting restrictions on any shareholders to prevent them from exercising their vote on any resolutions being considered at the Annual Meeting.

Voting by Proxy

A shareholder entitled to attend and vote at the Annual Meeting may appoint a proxy to attend online 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 accompanying this notice and return it to the office of the Company's Share Registrar, MUFG Corporate Markets using the reply-paid envelope provided. Alternatively, proxy votes can be lodged online at: <https://vote.cm.mpms.mufg.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. Follow the prompts to appoint your proxy and complete 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 10:00am on Tuesday, 13 May 2025. If the form is sent by post, it must be received by that time at the offices of the Company's Share Registrar, MUFG Corporate Markets, PO Box 91976, Victoria Street West, Auckland 1142 or Level 30, PwC Tower, 15 Customs Street West, Auckland, New Zealand.

If you appoint a proxy to vote on your behalf, and you either confer on the proxy a discretion to vote as he or she thinks fit, or you do not provide any voting instructions on how the proxy should vote, you acknowledge that your proxy may vote as he or she thinks fit or abstain from voting, provided they are not restricted from voting at the Annual Meeting.

The Chairman of the Annual Meeting may be appointed as a proxy and intends to vote any undirected (i.e. no voting instructions included) or discretionary proxy votes in favour of each resolution. If you return your proxy form with voting instructions included but without nominating a proxy, or if your nominated proxy does not attend the Annual Meeting on your behalf, the Chairman will act as your default proxy and will vote in accordance with the express directions in your proxy form.

If you return your proxy form without voting instructions and do not specify a person as your proxy, no vote will be exercised in respect of your shareholding.

If your proxy is not the Chairman of the Annual Meeting and they intend to join the Annual Meeting remotely, please ensure that you provide their contact details in the space provided on the proxy form.

Online Annual Meeting

For Shareholders who wish to join the Annual Meeting online or where the Company elects to hold the Annual Meeting online only (due to public health concerns or other reason), attendance will be via an online platform provided by the Company's Share Registrar, MUFG Corporate Markets at www.virtualmeeting.co.nz/bgp25. Shareholders attending and participating in the Annual Meeting virtually via the online platform will be able to vote and ask questions during the Annual Meeting. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Meeting Guide available at <https://mail.cm.mpms.mufg.com/MUFG/MUFGVirtualMeetingGuide.pdf>.

Shareholders who attend the Annual Meeting online will have the opportunity to submit questions to the Board, the Company's senior management and the Company's auditor during the Annual Meeting. Shareholders wanting to ask a question prior to the Annual Meeting should follow the process outlined in STEP 3 of the attached Proxy Form/Admission Card.

Please note that for Shareholders who are unable to attend the Annual Meeting online, transcripts of the Chairman and Managing Director's addresses to the Annual Meeting will be posted on the Company's website at <http://briscoegroup.co.nz/investor-centre/> and released to NZX's and ASX's market announcement platforms at the same time or before they are delivered to the Annual Meeting.

Results of the voting will be available after the conclusion of the Annual Meeting and will be notified to the NZX and ASX.

Annual Report

The Annual Report for the year ended 26 January 2025, and previous periods, are available at <http://briscoegroup.co.nz/investor-centre/>. Copies of all future reports will also be available for you to view on this website. If you wish to receive, at any time, a printed or electronic copy of the Annual Report, or any future Annual Reports, you can update your communication preference by sending an email to operations.nz@cm.mpms.mufg.com (please use "BGP Annual Report" as your subject of your email).

Explanatory Notes

Resolution 1: Re-election of Director

Under NZX Listing Rule 2.7.1, a Director must not hold office (without re-election) past the third Annual Meeting following the Director's appointment or 3 years, whichever is longer. Rod Duke was appointed as a Director (by re-election) at the Annual Meeting held on 19 May 2022 and, as such, retires by rotation and offers himself for re-election.

Under NZX Listing Rule 7.8.3(a), the Board confirms that Rod Duke is not an Independent Director.

The Board unanimously supports the re-election of Rod Duke.

Profile of Director seeking re-election

Rod Duke

Rod is a career retailer.

Raised in Adelaide, Australia, he started in retail at the age of 16 working on the sales floor for Ezywalkin Shoes. Rod progressed through operational, buying and management roles across a number of businesses before being appointed as Managing Director of Norman Ross in 1986, in Sydney Australia.

By 1988, Rod was looking for a new challenge and moved to New Zealand to take up the position of Managing Director for Briscoes NZ Ltd. In 1990 Rod bought the Briscoes business from its Dutch owners.

Since then, Rod has led the development of Briscoes Homeware while successfully establishment and growing Rebel Sport New Zealand.

Rod has never lost his appetite for a deal or the ability to understand what customers want from a retailer. His ability to build and inspire teams of talented retailers has supported continued growth for Briscoe Group.

A recent article noted that "Briscoe Group managing director Rod Duke has a habit of making retail look easy, but ... others find it far from easy."

The company's results again clearly illustrate that the wide-ranging strategic initiatives introduced over last few years combined with years of strong retail leadership are contributing to this impressive record in difficult trading conditions.

Rod's interests own approximately 77% of Briscoe Group ensuring that the performance of the Group remains his key focus.

Resolution 2: Auditor's Remuneration

PricewaterhouseCoopers is the existing auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993 of New Zealand, PricewaterhouseCoopers is automatically reappointed at the Annual Meeting as auditor of the Company. The proposed resolution is to authorise the Directors to fix the auditor's remuneration for the following year for the purposes of section 207S of the Companies Act 1993.

Resolution 3. Increase in the Maximum Number of Directors

Currently the Company's Constitution caps the number of directors at 5. The rationale for increasing the maximum number to 6 is to allow for transition of directors. As announced last year, the Chair will not be seeking re-election at the end of her current term (Annual Meeting May 2027) and Andy Coupe has also signalled to the Board his intention not to stand at the end of his current term (Annual Meeting May 2026). Given this, having the ability to appoint a sixth director to ensure seamless transition of directors when they occur is essential, before returning to a Board of five.

The proposed resolution is permitted by clause 16.1 of the Company's constitution, which provides that the maximum number of directors can be fixed by ordinary resolution.

LODGE YOUR PROXY

Online:
vote.cm.mpms.mufg.com/BGP

Scan & email:
meetings.nz@cm.mpms.mufg.com

Deliver:
MUFG Corporate Markets
Level 30, PwC Tower
15 Customs Street West, Auckland

Mail:
Use the enclosed reply paid envelope or address to:
MUFG Corporate Markets
PO Box 91976, Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries.nz@cm.mpms.mufg.com

PROXY FORM FOR BRISCOE GROUP LIMITED 2025 ANNUAL MEETING

The Annual Meeting (**Meeting**) of Shareholders of Briscoe Group Limited (**Company**) will be held on **Thursday, 15 May 2025 commencing at 10:00am** at the offices of Simpson Grierson, Level 28, Shortland and Fort, 88 Shortland Street, Auckland and online at www.virtualmeeting.co.nz/bgp25. In the unlikely event where the meeting cannot be held physically due to public health or other measures, the Company may elect to hold this Meeting as an online meeting only. The Company will provide shareholders with as much notice as is reasonably practicable, by way of an announcement to NZX's and ASX's Market Announcement Platform, if the physical meeting is not to proceed.

If you propose to attend the Meeting in person, please bring this form to assist with your registration. Shareholders wishing to access the Meeting online should follow the instructions and prompts on the link above. If shareholders have any difficulties accessing the Meeting on Thursday, 15 May 2025, please contact MUFG Corporate Markets on 0800 200 220.

If you do not propose to attend the Meeting physically or online, but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions) to the Company's Share Registrar, MUFG Corporate Markets, by **no later than 10:00am, Tuesday 13 May 2025**. Alternatively, you can appoint your proxy and direct your proxy how to vote on the resolutions online by going to vote.cm.mpms.mufg.com/BGP or by scanning the QR code above with your smartphone. Any proxy form received, or online appointment lodged after 10:00am, 13 May 2025 will not be valid for the Meeting.

Appointment of proxy

Any shareholder of the Company entitled to attend and vote at the Meeting may appoint a proxy to attend in person or online, and vote in the place of that shareholder. A proxy need not be a shareholder of the Company. You may nominate the Chairman of the Meeting to act as your proxy at the Meeting. The Chairman intends to vote any undirected (i.e. no voting instructions included) or discretionary proxy votes in favour of each resolution being considered at the Meeting. If you return your proxy form with voting instructions included but without nominating a proxy, or if your nominated proxy does not attend the Meeting on your behalf, the Chairman will act as your default proxy and will vote in accordance with the express directions in your proxy form. If you return your proxy form without voting instructions and do not specify a person as your proxy, no vote will be exercised in respect of your shareholding.

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, provided they are not restricted from voting on any of the resolutions being considered at the Meeting.

Voting Restrictions

There are no voting restrictions on any shareholders to prevent them from exercising their vote on any resolutions being considered at the Meeting.

Attending the meeting online

Shareholders intending to attend the Meeting online can do so via the MUFG Corporate Markets Virtual Meeting platform at www.virtualmeeting.co.nz/bgp25. You will require your Holder Number for verification purposes. A corporation may appoint a person to attend online 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 online 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 MUFG Corporate Markets **no later than 10:00am on Tuesday 13 May 2025**. If you have appointed a proxy to attend the Meeting in your place, you may still attend the Meeting online (but only your proxy may cast your votes).

Signing instructions for proxy forms

Individual - Where the holding is in one name, the shareholder must sign this proxy form.

Joint Holding - This proxy form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

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 MUFG Corporate Markets) and a signed certificate of non-revocation of the power of attorney must be returned to MUFG Corporate Markets.

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

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We named above, being a shareholder of Briscoe Group Limited (**Company**):

hereby appoint: _____ of _____
(Full Name) (Email Address)

or: _____ of _____
(Full Name) (Email Address)

as my/our proxy to vote for my/our behalf at the Annual Meeting of Shareholders of the Company to be held at the offices of Simpson Grierson, Level 28, Shortland and Fort, 88 Shortland Street, Auckland and/or online at www.virtualmeeting.co.nz/bgp25 on Thursday 15 May 2025, commencing at 10:00am 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 and your votes will not be counted towards the required majority, for that item. If you do not tick any box for a particular item, then your proxy may vote as he/she thinks fit or abstain from voting.

Resolutions

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

	Please indicate with a ✓			Proxy Discretion
	For	Against	Abstain	
1. That Rod Duke, who will retire by rotation at the close of the Annual Meeting in accordance with NZX Listing Rule 2.7.1 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. It be recorded that PricewaterhouseCoopers will continue in office as the Company's auditor and that the Board of Directors be authorised to fix the remuneration of PricewaterhouseCoopers for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. For the purposes of clause 16.1 of the Company's constitution, the maximum number of directors will be increased from five to six.	<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). The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present, both physically and online, at the 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.cm.mpms.mufg.com/BGP and completing the online validation process, or complete the question section below and return to MUFG Corporate Markets. Questions will need to be submitted by 10:00am on Tuesday 13 May 2025. The Board will address and answer questions during the Meeting.

Question:

STEP 4: SIGN - SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 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.