

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 2014 will be held at the offices of Simpson Grierson, Level 27, Lumley Centre, 88 Shortland Street, Auckland on Thursday 15 May 2014, commencing at 10:00 am.

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

Items of Business

A. Financial Statements

To receive and consider the financial statements for the year ended 26 January 2014 together with the Directors' and Auditors' reports.

B. Resolutions – Ordinary Business

1. Election of Directors

In accordance with the Company's constitution, Alaister Wall retires by rotation and, being eligible, offers himself for re-election by way of shareholder resolution.

In addition, Mary Devine, having been appointed by the Company's Board of Directors as an additional Director on 21 August 2013, retires and, offers herself for election by way of shareholder resolution.

2. Auditors

To record the re-appointment of PwC as auditors of the Company and to authorise the Board of Directors 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.

In each case, the resolutions of the meeting are ordinary resolutions, to be approved by a simple majority of the votes of the shareholders entitled to vote and voting.

Voting by Proxy

All shareholders entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the Company.

A proxy form is enclosed and may be completed and returned using the reply-paid envelope provided. Alternatively, proxy votes can be lodged online by viewing the Link Market Services website <https://investorcentre.linkmarketservices.co.nz/voting/BGR.aspx>. You will be required to enter your CSN/Holder number and FIN 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 13 May 2014. 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 Zurich House, Level 7, 21 Queen Street, Auckland, New Zealand.

Explanatory Notes

Mary Devine was appointed as an additional Director of the Company by the Board of Directors on 21 August 2013. In accordance with clause 16.3.1 of the Company's constitution and Listing Rule 3.3.6, Mary retires and, being eligible, offers herself for election as a Director at the Annual Meeting.

Profiles of the two directors seeking re-election are presented below:

Mary Devine ONZM, B.Comm, MBA

Mary has extensive experience in corporate strategy, brand marketing and multi-channel retailing having had a 20-year career in managing director and executive roles in private New Zealand companies. She is currently Chief Executive of the Christchurch based property business Carter Group Limited and has formerly held positions as Managing Director for department store J. Ballantyne & Co Ltd and also Chief Executive of Ezibuy Ltd, Australasia's largest apparel and home décor multi-channel retailer.

Mary holds other directorships with Meridian Energy Ltd and IAG New Zealand Ltd and is also involved with not-for-profit organisations, New Zealand Global Women (NZGW) and the New Zealand Hockey Foundation.

In the 2013 New Year's Honours List, Mary was made an Officer of the New Zealand Order of Merit (ONZM) for services to business.

Alaister Wall

Alaister joined Briscoes (New Zealand) Limited in 1970.

During more than four decades with the Group, he has held a variety of accounting and administration positions before being appointed Group Accountant in 1981, Finance Director and Company Secretary in 1987 and Deputy Managing Director in 2001. From 1987 to 2002 Alaister managed the finance and administration functions of the Group, including the expansion of the network of Briscoes stores, the establishment and development of Rebel Sport into the New Zealand market and the restructure of the Group in preparation for the public share offer.

Alaister actively contributes on behalf of the Group to a wide range of community support activities including as a director of Cure Kids, Briscoe Group's charity of choice, and overseeing the Briscoe Group Scholarship set up to encourage tertiary level study for eligible employees and their children.