

# Briscoe Group Limited

## Notice of Annual Meeting



BRISCOE  
GROUP LIMITED

Notice is hereby given that an Annual Meeting of shareholders of Briscoe Group Limited (the "Company") for the year ended 25 January 2015 will be held at the offices of Simpson Grierson, Level 27, Lumley Centre, 88 Shortland Street, Auckland on Thursday 14 May 2015, commencing at 10:00am.

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

### **Items of Business**

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

To receive and consider the Company's financial statements for the year ended 25 January 2015 together with the Directors' and Auditors' reports.

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

##### **Resolution 1. 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 Constitution, be re-elected as a Director of the Company."*

##### **Resolution 2. Re-election of Director – Stuart Johnstone**

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

*"That Stuart Johnstone, 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 Constitution, be re-elected as a Director of the Company."*

See the Explanatory Notes to this notice, which includes profiles for Dame Rosanne Meo and Stuart Johnstone.

##### **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 PwC 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.

In each case, the resolutions of the meeting are ordinary resolutions, requiring the approval of a simple majority of the votes of the shareholders entitled to vote and voting in order to be passed.

## ***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> 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 12 May 2015. 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***

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

### ***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 and AMP NZ Staff Superannuation and a Director of Overland Footwear and James Dunlop Textiles.

### ***Stuart Johnstone***

Stuart provided investment banking services to Briscoe Group leading up to the flotation of the Group on the Stock Exchange in December 2001, and was appointed as an Independent Director in May of that year.

Over the previous three decades he has held positions in a variety of businesses and business sectors including in life insurance, investment management, stockbroking, information technology and investment banking, and held directorships in numerous listed and unlisted companies. Through the 1980s till the mid-1990s Stuart managed many dozens of IPOs and mergers and acquisitions involving New Zealand Listed companies.

In his capacity as an Independent Director of the Group, since 2001 Stuart has been Chairman of the Audit Committee and a member of the Human Resources Committee.

Stuart is also the joint owner-operator of a website development business and acts as a management, financial and systems consultant to several other businesses and organisations.