

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 2020 will be held online at www.virtualmeeting.co.nz/briscoe20 on Friday 29 May 2020, commencing at 10:00am.

Due to the current COVID-19 pandemic, the directors have decided to take the prudent step to hold the Annual Meeting of Shareholders **online only**. Shareholders will still be able to vote and ask questions at the virtual meeting.

To view the latest financial statements for the year ended 26 January 2020, please visit <http://briscoegroup.co.nz/investor-centre/> and select the Annual Report for the period ended 26 January 2020.

Items of Business

The business of the 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 2020 together with the Directors' and Auditor's reports.

Item 4: *Resolutions – Ordinary Business*

Resolution 1. Re-election of Director – Anthony (Tony) Batterton

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

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

Resolution 2. Re-election of Director – Richard Andrew (Andy) Coupe

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

"That Andy Coupe, who will retire by rotation at the close of the 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 profiles of Tony Batterton and Andy Coupe.

Resolution 3. 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 PwC will continue in office as the Company's auditor and that the Board of Directors be authorised to fix the remuneration of PwC for the ensuing year."

Item 5: *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 will be conducted by poll, in accordance with NZX Listing Rule 6.1.1.

Virtual Annual Meeting

Shareholders will only be able to attend and participate in the Annual Meeting virtually via an online platform provided by our share registrar, Link Market Services at www.virtualmeeting.co.nz/briscoe20. 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 Annual Meeting Online Portal Guide available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Voting by Proxy

A shareholder entitled to attend and vote at the 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, Link Market Services using the reply-paid envelope provided. Alternatively, proxy votes can be lodged online at: 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. 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 27 May 2020. 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. If you return your proxy form 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. Where the Chairman acts as your default proxy, your votes will be registered as abstentions unless you have expressly directed otherwise on the proxy form.

Shareholders present at the online meeting will have the opportunity to submit questions to the Board, the Company's senior management and the Company's auditor during the meeting. Shareholders wanting to ask a question prior to the 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 online meeting, transcripts of the Chairman and Managing Director's addresses to the 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 meeting.

Annual Report

The Annual Report for the year ended 26 January 2020, 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, free of charge, at any time, a printed or electronic copy of the Annual Report, or any future Annual Reports, you can request that by updating your communication preference by sending an email to operation@linkmarketservices.com (please use "BGP Annual Report" as your subject of your email).

Explanatory Notes

Resolutions 1 and 2: 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. Both Tony Batterton and Andy Coupe were appointed as Directors (by re-election) at the Annual Meeting held on 23 May 2017 and, as such, retire by rotation and offer themselves for re-election.

In the Board's opinion, both Tony Batterton and Andy Coupe would, if appointed as at the date of this Notice of Meeting, continue to be Independent Directors of the Company as defined in the NZX Listing Rules. The Board unanimously supports the re-election of both Tony Batterton and Andy Coupe.

Profile of the Director seeking re-election

Tony Batterton

Tony has 25 years' private equity and investment banking experience in New Zealand with Evergreen Partners and Direct Capital, and in London with HSBC Investment Bank. Prior to this he qualified as a Chartered Accountant with PwC. In addition to his role as an Independent Director of Briscoe Group, Tony is currently a Partner and Executive Director of Evergreen Partners and a Non-Executive Director of various Direct Capital entities, NZ Fine Touring Group, forest services manager PF Olsen and commercial property investor George H Investments. Tony holds a Bachelor of Commerce from the University of Auckland.

Andy Coupe

Andy is a professional director who has had more than 30 years' experience in investment banking, including as a consultant at UBS New Zealand Limited. As well as Board directorships with Television New Zealand Ltd (which he Chairs), Gentrack Group Ltd, Kingfish Ltd, Barramundi Ltd, and Marlin Global Ltd, he is also Chair of the New Zealand Takeovers Panel. Andy holds a Bachelor of Laws from the University of Auckland and is a Chartered Member of the New Zealand Institute of Directors.

Resolution 3: Auditor's Remuneration

PwC 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, PwC 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.

LODGE YOUR PROXY

Online:

vote.linkmarketservices.com/BGP

Scan & email:

meetings@linkmarketservices.com

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

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM FOR BRISCOE GROUP LIMITED 2020 ANNUAL MEETING

The Annual Meeting of Shareholders of Briscoe Group Limited (**Company**) will be held on Friday, 29 May 2020 commencing at 10:00am online at www.virtualmeeting.co.nz/briscoe20 (**Meeting**). Due to the COVID-19 governmental restrictions and concerns for shareholder safety, the Company will not be holding a physical meeting this year. Shareholders who wish to attend the Meeting must do so by virtual participation. Shareholders wishing to access the Meeting should follow the instructions and prompts on the link above. If shareholders have any difficulties accessing the Meeting on Friday, 29 May 2020, please contact Link Market Services on 0800 200 220.

If you do not propose to virtually 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, Wednesday 27 May 2020**. Alternatively, you can appoint your proxy and direct your proxy how to vote on the resolutions online by going to vote.linkmarketservices.com/BGP or by scanning the QR code above with your smartphone. Any proxy form received, or online appointment lodged after 10:00am, Wednesday 27 May 2020 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 online and vote in the place of that shareholder. A proxy need not be a shareholder of the Company. You may nominate the Chairman to act as your proxy at the Meeting. If the Chairman is not expressly selected as proxy by you, but assumes the role of proxy only by default (i.e., if you do not nominate a proxy, or your nominated proxy does not virtually attend the Meeting), 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 online

Shareholders are only able to attend the Annual Meeting online via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/briscoe20. 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 Link Market Services Limited **no later than 10:00am on Wednesday 27 May 2020**.

No physical meeting will be held.

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 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 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:

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 Briscoe Group Limited to be held online at www.virtualmeeting.co.nz/briscoe20 on Friday 29 May 2020, 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.

Resolutions

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

	For	Against	Abstain	Proxy Discretion
1. That Tony Batterton, who will retire by rotation at the close of the Meeting in accordance with NZX Listing Rule 2.7.1., be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Andy Coupe, who will retire by rotation at the close of the Meeting in accordance with NZX Listing Rule 2.7.1., be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the Board of Directors be authorised to fix the remuneration of PwC as the Company's auditor 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 virtually present at the Meeting will have the opportunity to ask questions during the Meeting. If you cannot virtually attend, but would like to ask a question, you can submit a question online by going to 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 Wednesday 27 May 2020. 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.