

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 25 January 2026 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 7 May 2026, commencing at 10:00am ("Annual Meeting").

Shareholders wishing to attend, vote and ask questions online at the Annual Meeting, can do so at www.virtualmeeting.co.nz/bgp26.

Shareholders are invited to join the directors of the Company ("Board") for morning tea at 9:30am prior to the Annual Meeting.

To view the latest financial statements for the year ended 25 January 2026, please visit <http://briscoegroup.co.nz/investor-centre> and select the Annual Report for the period ended 25 January 2026.

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 25 January 2026 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 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."

Resolution 2. Re-election of Director – Mark Cairns

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

"That Mark Cairns, who having been appointed by the Company's Board as an additional director effective from 1 November 2025, retires 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 profiles of Tony Batterton and Mark Cairns.

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

Item 5: General Business

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

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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 Pension & Market Services 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, 5 May 2026. If the form is sent by post, it must be received by that time at the offices of the Company's Share Registrar, MUFG Pension & Market Services, PO Box 91976, Auckland 1142 or Level 30, PwC Tower, 15 Customs Street West, Auckland, New Zealand.

The Chairman of the Annual 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 Annual 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.

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 circumstances require the Company to hold the Annual Meeting online only, attendance will be via an online platform provided by our share registrar, MUFG Pension & Market Services at www.virtualmeeting.co.nz/bgp26. 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://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf.

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 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 online meeting, 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 25 January 2026, 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. Tony Batterton was appointed as a director (by re-election) at the Annual Meeting held on 18 May 2023 and, as such, retires by rotation and offers himself for re-election.

Under NZX Listing Rule 7.8.3(a), the Board confirms that Tony Batterton is an independent director.

The Board unanimously supports the re-election of Tony Batterton.

Resolution 2: Re-election of Director

Under NZX Listing Rule 2.7.1, a director appointed by the Board must not hold office (without re-election) past the next Annual Meeting following the director's appointment. Mark Cairns was appointed as a director by the Board, effective from 1 November 2025 and, as such, retires and offers himself for re-election.

Under NZX Listing Rule 7.8.3(a), the Board confirms that Mark Cairns is an independent director.

The Board unanimously supports the re-election of Mark Cairns.

Profiles of Directors seeking re-election

Tony Batterton

Tony has more than 30 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 Director of Evergreen Partners. He is also a Non-Executive Director of Scales Corporation Limited, NZ Fine Tours Holdings Limited, Siplow Nominees Ltd and various Direct Capital entities. Tony holds a Bachelor of Commerce from the University of Auckland.

Mark Cairns

Mark was appointed as an independent director of Briscoe Group effective from 1 November 2025.

He is an experienced business leader with demonstrated commercial abilities in logistics, infrastructure, complex supply chains and capital markets gained across a number of notable organisations including roles as Chief Executive for Port of Tauranga, Toll Owens and Owens Cargo Company.

Mark is currently Chair of Freightways Limited having joined their Board in 2021 and is also a director of Auckland International Airport Limited. He holds a first class honours degree in Civil Engineering from University of Auckland, a degree in Business Studies and Master of Management from Massey University. He is also a Fellow of Engineering New Zealand and Chartered Fellow of the Institute of Directors.

Resolution 3: 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 Board to fix the auditor's remuneration for the following year for the purposes of section 207S of the Companies Act 1993.

Space and position for name and address

LODGE YOUR PROXY



Online

vote.cm.mpms.mufg.com/BGP



Scan & email

meetings.nz@cm.mpms.mufg.com



Mail

Use the enclosed reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142



Scan this QR code with your smartphone and vote online



General Enquiries



Email

enquiries.nz@cm.mpms.mufg.com



Phone

+64 9 375 5998

Proxy Form/Admission Card for Briscoe Group Limited 2026 Annual Shareholders' Meeting

Notice is hereby given that the Annual Shareholders' Meeting of Briscoe Group Limited ("the Company") will be held at the offices of Simpson Grierson, Level 28, Shortland and Fort, 88 Shortland Street, Auckland and online through the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/bgp26 at 10am (New Zealand time) on **Thursday, 7 May 2026**. You will require your CSN/Holder Number for verification purposes.

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, 7 May 2026, please contact MUFG Pension & Market Services on +64 9 375 5998

If you will not attend the meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgment instructions above) to Briscoe Group Limited's share registry, MUFG Pension & Market Services, by **no later than 10am on Tuesday, 5 May 2026**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to vote.cm.mpms.mufg.com/BGP or by scanning the QR code above with your smartphone.

Thursday 7 May 2026 at 10am (New Zealand time)

CSN/Holder Number: <CSN/Holder Number>

The offices of Simpson Grierson, Level 28, Shortland and Fort,
88 Shortland Street, Auckland

www.virtualmeeting.co.nz/bgp26

Barcode

Appointment of proxy

If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf, unless specifically excluded. The proxy need not also be a shareholder. If you wish, you may appoint "The Chairman of the Meeting" as your proxy or as alternative to your named proxy. 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.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, or if your nominated proxy does not attend the Meeting on your behalf, the Chairman of the Meeting is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided. 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.

Attending the meeting

If you plan to attend the meeting in person, please bring this Admission Card/Proxy Form intact as the barcode will assist in your registration. If you plan to attend the meeting virtually, you can join via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/bgp26. You will require your CSN/Holder Number for verification purposes. 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 Pension & Market Services **no later than 10am on Tuesday 5 May 2026**.

Signing instructions for this form

Individual

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

Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Go online to vote.cm.mpms.mufg.com/BGP to appoint your proxy

Step 1 Appoint a Proxy / Corporate Representative

I/We being a shareholder/s of Briscoe Group Limited hereby appoint:

Name

Email Address

or failing him/her:

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/bgp26 on Thursday 7 May 2026, commencing at 10am and at any adjournment of that meeting.

Step 2 Items of Business – Voting Instructions

Instruct a proxy to vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box “Proxy’s discretion”. Please note for each resolution you must tick one box.

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

1. That Tony Batterton, 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.

FOR AGAINST ABSTAIN PROXY DISCRETION

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2. That Mark Cairns, who having been appointed by the Company’s Board as an additional director effective from 1 November 2025, retires 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"/>
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3. It be recorded that PricewaterhouseCoopers will continue in office as the Company’s auditor and that the Board be authorised to fix the remuneration of PricewaterhouseCoopers for the ensuing year.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Step 3 Shareholder Questions

Shareholders attending the Annual Shareholders’ Meeting virtually, or in person, will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Shareholders’ Meeting 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 MUFU Pension & Market Services in the envelope enclosed. Questions will need to be submitted by 10am on Tuesday, 5 May 2026. The Board will endeavour to address and answer questions at the Annual Shareholders’ Meeting.

Question:

Step 4 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: