

# Information Form and Checklist

## (ASX Foreign Exempt Listing)

Name of entity

ABN/ARBN/ARSN

Briscoe Group Australasia Limited, a foreign company registered in its original jurisdiction of New Zealand as Briscoe Group Limited

619 060 552

**We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.**

**Note:** the entity warrants in its Appendix 1C ASX Foreign Exempt Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.

Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.

## Part 1 – Information to be supplied with Appendix 1C

**Instructions:** please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

### All entities – corporate details

|   |   |
|---|---|
| Place of incorporation or establishment                                 | New Zealand   |
| Date of incorporation or establishment                                  | 2 November 1989   |
| Legislation under which incorporated or established                     | Initially registered under Companies Act 1955 (New Zealand) and now incorporated under Companies Act 1993 |
| Address of registered office in place of incorporation or establishment | 36 Taylors Road, Morningside, Auckland, New Zealand   |
| Address of registered office in Australia (if any)                      | C/- Company Matters Pty Limited, Level 12, 680 George Street, Sydney, NSW 2000                            |
| Main business activity  | Homeware and sporting goods retail business in New Zealand and Australia                                  |
| Home exchange and listing category <sup>1</sup>                         | NZX Main Board  |
| Any other exchanges on which the entity is listed                       | N/A   |
| Street address of principal administrative office                       | 36 Taylors Road, Morningside, Auckland, New Zealand   |
| Postal address of principal administrative office                       | 36 Taylors Road, Morningside, Auckland, New Zealand   |
| Telephone number of principal administrative office                     | +64 9 815 3737  |

<sup>1</sup> Examples: NZX Main Board, Toronto Stock Exchange, NASDAQ

|                                       |                             |
|---------------------------------------|-----------------------------|
| E-mail address for investor enquiries | briscoegroup@briscoes.co.nz |
| Website URL                           | https://briscoegroup.co.nz/ |

### All entities – management details<sup>2</sup>

|   |  |
|---|--|
| Full name and title of CEO/managing director  | Rodney Adrian Duke (Managing Director)   |
| Full name and title of chairperson of directors   | Rosanne Philippa O'Loughlen Meo (Independent Chairman)   |
| Full names of all existing directors  | Anthony David Batterton<br>Richard Andrew Bennett Coupe<br>Mary Monica Devine<br>Rodney Adrian Duke<br>Rosanne Philippa O'Loughlen Meo |
| Full names of any persons proposed to be appointed as additional or replacement directors | None   |
| Full name and title of company secretary  | Geoff Scowcroft, Chief Financial Officer   |

### All entities – ASX contact details<sup>3</sup>

|   |   |
|---|---|
| Full name and title of ASX contact(s)   | Geoff Scowcroft, Chief Financial Officer            |
| Business address of ASX contact(s)      | 36 Taylors Road, Morningside, Auckland, New Zealand |
| Business phone number of ASX contact(s) | +64 9 815 5678                                      |
| Mobile phone number of ASX contact(s)   | +64 27 563 3167                                     |
| Email address of ASX contact(s)         | geoff.scowcroft@briscoegroup.co.nz                  |

### All entities – auditor details

|                      |                                  |
|----------------------|----------------------------------|
| Full name of auditor | PricewaterhouseCoopers, Auckland |
|----------------------|----------------------------------|

<sup>2</sup> If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

<sup>3</sup> Under Listing Rule 1.11 Condition 9, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

## All entities – registry details<sup>4</sup>

|   |   |
|---|---|
| Name of securities registry   | <u>New Zealand</u><br>Link Market Services Limited (New Zealand)<br><u>Australia</u><br>Link Market Services Limited (Australia)                      |
| Address of securities registry  | <u>New Zealand</u><br>Deloitte Centre, Level 11, 80 Queen Street, Auckland 1010<br><u>Australia</u><br>Level 12, 680 George Street<br>Sydney NSW 2000 |
| Phone number of securities registry   | <u>New Zealand</u><br>+64 9 375 5998<br><u>Australia</u><br>+61 1300 554 474  |
| Fax number of securities registry   | <u>New Zealand</u><br>+64 9 375 5990<br><u>Australia</u><br>+61 2 9287 0303   |
| Email address of securities registry  | <u>New Zealand</u><br>enquiries@linkmarketservices.co.nz<br><u>Australia</u><br>registrars@linkmarketservices.com.au                                  |
| Type of subregisters the entity will operate <sup>5</sup>   | CHESS and issuer sponsored subregisters   |
| If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister | Not applicable  |

## All entities – key dates

|   |  |
|---|--|
| Annual balance date   | Briscoe operates on a 52 or 53 week fiscal year, with a 53 week period occurring every five to seven years. Each fiscal year ends on the last business day in January. |
| Month in which annual meeting is usually held (or intended to be held) <sup>6</sup> | May  |

<sup>4</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

<sup>5</sup> Example: CHESS and issuer sponsored subregisters.

<sup>6</sup> May not apply to some trusts.

|  |   |
|--|---|
| Months in which dividends or distributions are usually paid (or are intended to be paid) | Final dividend: end of March<br>Interim dividend: October |
|--|---|

## Part 2 – Checklist Confirming Compliance with Admission Requirements

**Instructions:** please indicate in the “Location/Confirmation” column for each item below where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the entity’s most recent annual report or any subsequent interim report where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter “Confirmed” in the “Location/Confirmation” column. If an item is not applicable, please mark it as “N/A”.

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist (other than the 25 copies of the entity’s most recent annual report and any subsequent interim report referred to in item 5) are provided in a folder separated by numbered tabs.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX’s absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

### All entities – key supporting documents

| Nº | Item  | Location/Confirmation   |
|----|---|---|
| 1. | A copy of the entity’s certificate of incorporation, certificate of registration or other evidence of status (including any change of name)   | Enclosed – see tab 1  |
| 2. | A copy of the entity’s constitution   | Enclosed – see tab 2  |
| 3. | Confirmation that the entity is subject to, and complies with, the listing rules (or their equivalent) of its overseas home exchange (Listing Rule 1.11 Conditions 2 and 3)   | Enclosed – see tab 3  |
| 4. | Details of any waiver or all or part of any listing rule (or the equivalent) provided by home exchange that will be in effect upon admission (Listing Rule 1.11 Condition 4) <sup>7</sup>   | Not applicable  |
| 5. | 25 copies of the entity’s most recent annual report and any subsequent interim report   | Copy of the Company’s FY17 Annual Report enclosed – see tab 4 |
| 6. | Original executed ASX Online agreement confirming that documents may be given to ASX and authenticated electronically (Listing Rule 1.11 Condition 10) <sup>8</sup>   | Enclosed – see tab 5  |
| 7. | A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)   | Enclosed – see tab 6  |
| 8. | Please either enter “Confirmed” in the column to the right to confirm that the entity has not previously applied for, and been refused or withdrawn its application for, admission to the official list of another securities exchange, or attach a statement explaining the circumstances and state the location of that statement | Confirmed   |
| 9. | Payment for the initial listing fee. <sup>9</sup>   | To be paid by electronic funds transfer                       |

<sup>7</sup> ASX may require details of waivers to be released to the market (see the note to Listing Rule 1.11 Condition 4).

<sup>8</sup> An electronic copy of the ASX Online Agreement is available from the ASX Compliance Downloads page on ASX’s website.

**All entities – capital structure**

10. A table showing the existing and proposed capital structure of the entity, broken down as follows:
- (a) the number and class of each equity security and each debt security currently on issue; and
  - (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
  - (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.

Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.

Enclosed – see tab 7

11. For each class of securities referred to in the table mentioned in item 10, the terms applicable to those securities

Note: This applies whether the securities are quoted or not.

For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).

For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates

For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

Enclosed – see tab 8

<sup>9</sup> See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank  
 Account Name: ASX Operations Pty Ltd  
 BSB: 082 057  
 A/C: 494728375  
 Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to [ar@asx.com.au](mailto:ar@asx.com.au) or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

**All entities – other information**

12. A brief history of the entity

The Company was incorporated as Lacayo Holdings Limited under the Companies Act 1955 on 2 November 1989. The Company changed its name to Brisco Limited on 25 January 2001 and to Briscoe Group Limited on 20 June 2001. The Company first listed on the NZX Main Board on 14 December 2001 under company code 'BGR'.

The Company registered as a foreign company in Australia pursuant to the *Corporations Act 1901 (Cth)* under the name "Briscoe Group Australasia Limited" on 12 May 2017.

The Company and its subsidiaries operate over 80 stores throughout New Zealand within two retail sectors, homeware and sporting goods, under the three brand names - Briscoes Homeware, Living & Giving and Rebel Sport -which together generated sales revenue in the latest financial year in excess of \$580 million.

Approximately 1,800 people are employed by the Company and its subsidiaries.

13. Details of the entity's existing activities and level of operations

Refer to pages 9 – 11 of the Company's FY17 Annual Report, which is enclosed in tab 4

14. Confirmation that there is no information not already disclosed to the entity's home exchange that should have been disclosed under the rules of that exchange

Confirmed

**Entities that are trusts**

15. Please enter "Confirmed" in the column to the right to indicate that no-one is under an obligation to buy-back units in the trust or to allow a security holder to withdraw from the trust (Listing Rule 1.11 Condition 8(c))

Not applicable

**Entities that do not have a primary listing on NZX Main Board**

16. A completed Appendix 1C Information Form and Checklist Annexure I (Entities that do not have a Primary Listing on the NZX Main Board)<sup>10</sup>

Not applicable

**Entities that have a primary listing on NZX Main Board**

17. A completed Appendix 1C Information Form and Checklist Annexure II (Entities that have a Primary Listing on the NZX Main Board)<sup>11</sup>

Enclosed

<sup>10</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

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**Further documents to be provided before admission to the official list**

Please note that in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.