

BEACON LIGHTING GROUP LIMITED

NOTICE OF 2022 ANNUAL GENERAL MEETING

The Annual General Meeting of Beacon Lighting Group Limited will be held on **Monday 24th October 2022 at 12.00 Midday** at the offices of **Baker McKenzie, Level 19, 181 William Street Melbourne** to consider the following business:

Financial Statements

To receive and consider the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 26 June 2022.

Resolution 1: Re-election of Neil Osborne

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

"That Neil Osborne be re-elected as a Director."

Resolution 2: Adoption of Remuneration Report (non-binding resolution)

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

"That the Remuneration Report for the year ended 26 June 2022, being part of the Directors' Report, be adopted."

Resolution 3: Glen Robinson Performance Rights Issue

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the issue of 57,436 Performance Rights to Mr Glen Robinson on the terms set out in the Explanatory Statement."

Resolution 4: Amend the Constitution to allow virtual meetings to be held

To consider and, if thought fit, pass the following resolution as a special resolution:

"That the Constitution of the Company be amended by inserting a new clause 16.12 as follows:

Meeting using technology

16.12 *A general meeting may be held either wholly by means of technology or part of a hybrid arrangement by means of technology on the following basis:*

Beacon Lighting Group Ltd

5 Bastow Place, Mulgrave, VIC 3170

Phone +613 8561 1555

PO Box 108, Mount Waverley, VIC 3149

www.beaconlightinggroup.com.au

ACN 164 122 785 **ABN** 90 164 122 785

- (a) persons may participate without being physically present provided that they are given a reasonable opportunity to participate in the meeting;*
- (b) the notice of meeting shall refer to the main regulations, rules and procedures governing how the meeting is to be conducted, including how Members can access and participate in the meeting using such technology; and*
- (c) a person who so participates in such a meeting will be taken to participate in, attend, be present at, or be admitted to (as the case may be) the meeting for the purposes of this Constitution and any requirement under the Corporations Act and Listing Rules."*

By order of the Board



Tracey Hutchinson
Company Secretary

20 September 2022

Covid-19 related aspects

This meeting will be held wholly in person unless otherwise required by government requirements relating to Covid-19. Any attendees will need to be at least double vaccinated if they wish to attend in person, and in any event should not attend if they feel unwell or have any cold or flu symptoms even of the mildest sort.

Notes:

Capitalised terms have the same meanings in this Notice of Meeting as in the Explanatory Statement accompanying this Notice of Meeting. These Notes should be read together with and form part of the Notice of Meeting.

Determination of entitlement to attend and vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all Shares will be taken to be held by the registered holders at 7.00pm Melbourne time on 22 October 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

If you do not plan to attend the Annual General Meeting, you are encouraged to complete and return a proxy form.

If you are a Shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder. If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the proxy form.

The Company's constitution provides that on a show of hands, every person present and entitled to vote has one vote.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant Resolution.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

Appointment of the Chair or other Key Management Personnel as your proxy

Due to the voting exclusions and requirements referred to in the Notice of Meeting and the Explanatory Statement, if you intend to appoint any Director or Key Management Personnel or their Closely Related Parties, other than the Chair, as your proxy, you should direct your proxy how to vote on the Resolution dealing with the adoption of the Remuneration Report by marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business. If you do not direct such a proxy how to vote on that Resolution they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

The Chair intends to vote any undirected proxy in favour of all Resolutions

You should note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you wish, you can appoint the Chair as your proxy and direct the Chair to cast your votes contrary to the above stated voting intention or to abstain from voting on a Resolution. Simply mark your voting directions on the proxy form before you return it.

Where to lodge a proxy

You may lodge a proxy by following the instructions set out on the proxy form accompanying this Notice of Meeting.

To be effective the proxy must be received by the share registry in accordance with the instructions on the proxy form not later than 48 hours before the commencement of the meeting time.

Proxy forms may be delivered in person, by mail or by fax to the Share Registry's office as follows:

In person:	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067, Australia
By mail:	Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria, 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

Proxy forms may also be **lodged online** by visiting www.investorvote.com.au

Custodians may lodge their proxy forms online by visiting www.intermediaryonline.com

For all enquiries call: 1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Admission to meeting

If you will be attending the Annual General Meeting and you will not appoint a proxy, please bring your proxy form (if you still have one) to the meeting to help speed admission. If you do not bring your proxy form with

you, you will still be able to attend and vote at the Annual General Meeting, but representatives from the share registry will need to verify your identity. You will be able to register from 11.30am on the day of the meeting.

EXPLANATORY STATEMENT

FINANCIAL STATEMENTS

The Company's annual report for 2022 (which includes the financial report, the directors' report and the auditor's report, together called the "Reports") will be presented to the meeting. Shareholders can access a copy of the annual report on the Company's web site at: www.beaconlightinggroup.com.au. As permitted by the Corporations Act, a printed copy of the annual report has been sent only to those Shareholders who have elected to receive a printed copy.

Shareholders will be given a reasonable opportunity to ask questions about, and make comments on the Reports, the audit and the management of the Company. There is no formal resolution to be voted on in relation to this item of business. Similarly, you will have a reasonable opportunity at the meeting to ask PricewaterhouseCoopers, the Company's auditor, questions about their audit report.

Alternatively you can submit written questions to the auditor about their audit report. Written questions must be received no later than 48 hours before the commencement of the meeting for receiving questions at the share registry at the postal address or fax number for lodgement of proxies.

RESOLUTION 1: RE-ELECTION OF NEIL OSBORNE AS A DIRECTOR

Neil Osborne is being considered for re-election as a Director. Neil Osborne is a Non-Executive Director and is also chairman of the Company's Audit Committee. Neil has over 35 years' experience in the retail industry. He was formerly an Accenture Partner, leading large strategic projects in Australia and Asia. He also spent 18 years with Coles Myer Ltd in senior positions including finance, operations (including CFO Myer) and strategic planning. Neil is the Chairman of Directors of Australian United Retailers (trading as Foodworks). Neil holds a Bachelor of Commerce and is a CPA and a FAICD.

The Directors (other than Neil) unanimously recommend that Shareholders vote in favour of the Resolution.

RESOLUTION 2: ADOPTION OF REMUNERATION REPORT

Directors of listed entities such as the Company are required to provide detailed disclosures of director and senior executive remuneration in their directors' reports. These disclosures are set out in the Remuneration Report (which forms part of the Directors' report) and were included in the 2022 annual report.

The Remuneration Report includes:

- details of the remuneration provided to the non executive Directors and Key Management Personnel for the year ended 26 June 2022;
- discussion of the Board's policy in relation to the nature and level of remuneration of the Directors, Managing Director and Key Management Personnel; and
- discussion of the relationship between the Board's remuneration policy and the Company's financial performance.

A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution if:

- the person does so as a proxy that specifies how the proxy is to vote on the resolution; or

- the person is the Chair and has been appointed as a proxy (expressly or by default) without being directed how to vote on the resolution; and
- in either case, the vote is not cast on behalf of a person described in (a) or (b) above.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution.

RESOLUTION 3: GLEN ROBINSON PERFORMANCE RIGHTS ISSUE

Shareholder approval is required for the proposed issue of Performance Rights (Rights) to the Chief Executive Officer Glen Robinson under ASX Listing Rule 10.14.1 as a consequence of him also being a Director. The ASX Listing Rules requires that such approval is sought for an issue to a Director even where (as is the case here) the basis of the issue is the same as for other executives, the issue is consistent with the Company's remuneration policy.

It is proposed to issue 57,436 Rights to Chief Executive Officer Glen Robinson. These relate to the 2022 financial year, one third of which vest on issue, one third of which vest on 18 August 2023 and one third of which vest on 18 August 2024 if employed by the group at that time. The Rights have a zero exercise price. The Rights can be settled by cash, by shares issued or a combination of both, at the Directors then discretion.

The purpose of the Rights issue is to further align the interests of Mr Robinson with those of shareholders, and this is considered to be an appropriate form of incentive to balance the cash remuneration which Mr Robinson receives. The Rights are issued in accordance with the Performance Rights Plan (Plan), the rules of which are available at: <https://www.beaconlighting.com.au/investor-account/governance>

In summary, the Beacon Lighting Group Performance Rights plan provides a mechanism to attract and reward eligible employees of the Company. The Board has discretion to grant Rights on terms subject to compliance with any applicable regulatory requirements. Performance Rights may be issued subject to vesting conditions. Rights may be cash settled if the Board determines. Generally, the Rights may not be transferred or encumbered. No loan is provided by the Company in relation to the plan.

Mr Robinson is eligible to participate in the Plan subject to the achievement of group financial performance targets. The Rights provide him with the opportunity to obtain cash or shares subject to meeting the relevant conditions for vesting including remaining an employee of the group at the vesting time. The grants are assessed by discretionary factors including, the group's net profit after tax result performance compared to budget, performance in his particular areas of responsibility and demonstrating group cultural values and behaviours. These, are considered to be appropriate performance measures as they align the group's remuneration philosophy with creating value as it is within the scope of influence of participants.

Using a market share price of \$1.95 per share as at 18 August 2022, the Rights have an aggregate value of approximately \$122,000. In the event that Mr Robinson leaves the group prior to the vesting date the Rights would ordinarily lapse, except at the discretion of the Directors.

Mr Robinson received total remuneration of approximately \$669,000 for the FY2022 year. He has an interest in 123,924,740 shares which relates to the combined holdings of the Robinson family members. He has previously been issued 81,740 shares at nil consideration under the terms of the Company's incentive plan and 336,962 Rights at nil consideration of which all have since vested. Mr Robinson is the only Director who is entitled to participate in the Plan, and he is the only Director who has received equity incentives since the Company listed on ASX in 2014.

The Company will issue the Rights promptly if shareholder approval is granted and in any event no later than one month after the date of the meeting. If shareholder approval is not granted, the Rights will not be issued.

Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this resolution is approved and who are not named in this Notice of Meeting and Explanatory Statement will not participate until approval is obtained under that rule.

RESOLUTION 4: AMEND THE CONSTITUTION TO ALLOW VIRTUAL MEETINGS TO BE HELD

Resolution 4 seeks Shareholder approval to amend the Company's Constitution by inserting the text as set out in the description of Resolution 3 in the Notice of Meeting as a new clause 16.12. This Resolution is a special resolution, meaning that it requires at least 75% of the votes cast on the resolution to be in favour if it is to pass.

In order for shareholder meetings to be held entirely virtually in accordance with recent legislative changes under the Corporations Amendment (Meetings and Documents) Act 2022, a constitution must expressly permit meetings to be held entirely virtually. The Company's current Constitution does not do so. The Company would like to amend its Constitution to ensure that it is able to take advantage of the increased flexibility and accessibility offered by the ability to hold entirely virtual shareholder meetings, especially given the recent Covid-19 circumstances which have demonstrated this importance.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution.

Voting Exclusions

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Glen Robinson;
- an associate of Glen Robinson; or
- a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or an associate of that person or those persons

However, this does not apply to a vote cast in favour of the resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

- a member of the Key Management Personnel; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution if, broadly:

- the person does so as a proxy that specifies how the proxy is to vote on the resolution; or
- the person is the Chair and has been appointed as a proxy (expressly or by default):
 - without being directed how to vote on the resolution; and
 - with express authorisation to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- in either case, the vote is not cast on behalf of a person described above.

The Directors (other than Glen Robinson) unanimously recommend that Shareholders vote in favour of the Resolution.

Defined Terms

In this Explanatory Statement, unless the context otherwise requires:

Annual General Meeting or AGM means the general meeting to be held as set out in the Notice of Meeting.

Board or **Board of Directors** means the board of Directors of the Company.

Closely Related Party means, as defined in the Corporations Act, a closely related party of a member of the Key Management Personnel being:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Beacon Lighting Group Limited.

Constitution means the constitution of the Company.

Director means a director of the Company.

Key Management Personnel are those people described as Key Management Personnel in the Company's Remuneration Report and includes all directors.

Notice of Meeting or **Notice** means the notice of meeting for the Annual General Meeting which accompanies this Explanatory Statement.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

Beacon Lighting Group Limited

ABN 90 164 122 785

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00 Midday (Melbourne time) on Saturday, 22 October 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

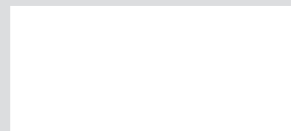
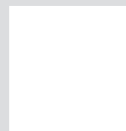
Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Beacon Lighting Group Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Beacon Lighting Group Limited to be held at Baker McKenzie, Level 19, 181 William Street, Melbourne, VIC 3000 on Monday, 24 October 2022 at 12:00 Midday (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 and 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2 and 3 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Neil Osborne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Glen Robinson Performance Rights Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Amend the Constitution to allow virtual meetings to be held	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

BLX

292476A

Computershare

