

A modern dining room interior. In the foreground, a light-colored wooden dining table with a thick top and a curved base is surrounded by matching wooden chairs. On the table, there is a white ceramic cake stand and a white vase with dried orange flowers. Above the table hangs a large, cylindrical pendant light with a brass-colored frame and a woven mesh shade. The background features a wall made of large, light-colored stone tiles. To the left, a window is partially covered by a sheer, light-colored curtain. The floor is made of large, light-colored tiles.

BEACON LIGHTING GROUP

Corporate Governance Statement

2025

CORPORATE Governance Statement

The Board of Directors of Beacon Lighting Group Limited is responsible for the corporate governance of the Group. This statement outlines the corporate governance policies and practices formally approved by the Board of Beacon Lighting. This statement is current as at 28 August 2025. These policies and practices are in accordance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) unless otherwise stated. The Board considers that the Group's corporate governance practices and procedures substantially reflect the principles. The full content of the Group's Corporate Governance policies and charters can be found on the Group's website (www.beaconlighting.com.au/investor).

PRINCIPLE 1

Lay Solid Foundations for Management and Oversight

The Board's responsibilities are defined in the Board Charter and there is a clear delineation between the matters expressly reserved to the Board and those delegated to the Chief Executive Officer and senior management.

The Board Charter outlines:

- The guidelines for Board composition, including the processes around Director appointments and resignations.
- The operation of the Board and the Board Committees.
- The roles of the Board, the Chairperson, CEO and senior management.
- Specifically includes risk management responsibilities (rather than these being delegated to a separate Risk Committee).

A copy of the Board Charter is available on the Group's website.

The Board and Committee Charters sets out the processes for the annual review of the performance of the Board as a whole, each Director and the Board Committees.

The Board has established a Remuneration and Nomination Committee which is responsible for reviewing executive remuneration and incentive policies and practices.

The Group has a written agreement with each Director and senior executive setting out the terms of their appointment.

The Group has adopted a Diversity Policy. The Group does not propose to establish measurable objectives for achieving gender diversity in the foreseeable future as recommended by Recommendation 1.5 of the ASX Corporate Governance Principles and Recommendations. The Group is strongly committed to making all selection decisions on the basis of merit.

The Diversity Policy affirms the commitment of the Group to embrace diversity and sets out the principles and work practices to ensure that all associates have the opportunity to achieve their full potential. The policy is periodically reviewed to check it is operating effectively.

The Group undertakes appropriate background checks before appointing a Director or senior executive including checks as to the person's character, experience, education, criminal record and bankruptcy history.

PRINCIPLE 2

Structure the Board to be Effective and Add Value

The experience and expertise relevant to the position of Director held by each Director in office at the date of the annual report is included in the Directors' Report.

The term in office held by each Director in office at the date of this report is as follows:

NAME	TERM IN OFFICE
Ian Robinson	12 years
Eric Barr	11 years
Glen Robinson	11 years
Neil Osborne	11 years
Prue Robinson	2 years
Daniel Palumbo	2 years

Note: These terms of office relate to the listed entity Beacon Lighting Group Limited only and do not relate to the subsidiary or operating entities.

Ian Robinson is a substantial shareholder. He has been Executive Chairman since July 2013 having previously held the position of Chief Executive Officer.

Eric Barr and Neil Osborne are shareholders of Beacon Lighting Group Limited. They are independent Non-Executive Directors and bring objective judgment to bear on Board decisions commensurate with their commercial knowledge, experience and expertise.

Glen Robinson is a senior executive of Beacon Lighting and has been Chief Executive Officer since July 2013.

Prue Robinson is a senior executive of Beacon Lighting and has been Chief Marketing Officer since January 2024.

Daniel Palumbo is an independent Non-Executive Director and brings objective judgment to bear on Board decisions commensurate with his commercial knowledge, experience and expertise.

Recommendation 2.1 of the ASX Corporate Governance Principles and Recommendations recommends that the Board establishes a nomination committee and that the committee have at least three members, a majority of whom are independent and be chaired by an independent Director.

The Remuneration and Nominations Committee has four members. Three are independent: Eric Barr, Neil Osborne and Daniel Palumbo, as independent Non-Executive Directors. Ian Robinson, Executive Chairman, is the other member. The Committee is chaired by Eric Barr.

A copy of the Remuneration and Nomination Committee Charter is available on the Group's website.

In relation to nominations, the Remuneration and Nomination Committee is responsible for:

- Assessing current and future Director skills and experiences and identifying suitable candidates for succession.
- Annually enquiring of the Executive Chairman and the Chief Executive Officer their processes for evaluating their direct reports.

An internal process of evaluation is undertaken annually on the performance, skills and knowledge of the Board and its committees, utilising a board skills matrix and by reference to the Board and Committee Evaluation Policy. The review provides comfort to the Board that its structure and performance is effective and appropriate to Beacon Lighting and that the Board has the range of skills, knowledge and experience to direct the Group.

The Board skills matrix sets out the requisite skills, expertise, experience and other desirable attributes for the Board. The following attributes have been identified which Beacon seeks to achieve across its Board membership: other Board experience, retail industry experience, financial management experience and governance experience.

The Directors have been selected for their relevant expertise and experience. They bring to the Board a variety of skills and experience, including industry and business knowledge, financial management, accounting, operational and corporate governance experience. The annual report includes details of the Directors, including their specific experience, expertise and term of office.

To enable performance of their duties, all Directors:

- Are provided with appropriate information in a timely manner and can request additional information at any time.
- Have access to the Company Secretary.
- Have access to appropriate continuing professional development opportunities.
- Are able to seek independent professional advice at the Group's expense in certain circumstances.

Recommendations 2.4 and 2.5 of the ASX Corporate Governance Principles and Recommendations recommends that the Board comprise a majority of Directors who are independent, and that the Chairperson should be an independent Director. The Board, as currently composed, does not comply with these recommendations. The Board considers that the composition of the Board is appropriate given the Group's present circumstances.

PRINCIPLE 3

Instill a Culture of Acting Lawfully, Ethically and Responsibly

The Group has adopted a written Code of Conduct in accordance with Recommendation 3.2 which applies to the Directors and all associates employed by the Group, including senior management. The objective of this Code is to ensure that high standards of corporate and individual behavior are observed by all associates in the context of their employment. The Code of Conduct includes the Group's statement of values that defines the behavioral expectations of all Directors, Officers, senior management and associates.

In summary, the Code requires associates to always act:

- In a professional, fair and ethical manner, in accordance with the Group values.
- In accordance with applicable legislation and regulations, and internal policies and procedures.
- In a manner that protects the Group interests, reputation, property and resources.

The Code also reminds associates of their responsibility to raise any concerns in relation to suspected or actual breaches of the Code. All Directors and associates employed by the Group receive appropriate training on their obligations under the Code.

Beacon Lighting has a Whistleblower Policy in accordance with Recommendation 3.3 and ensures that the Board is informed of any material incidents reported under that policy. The policy details the types of concerns that may be reported under the policy, how whistleblowers will be protected and the process for follow up and investigation.

Beacon Lighting has an Anti-Bribery and Corruption Policy in accordance with Recommendation 3.4 and ensures that the Board is informed of any breaches of that policy. The Policy prohibits the giving or receipt of bribes or other improper payments, includes appropriate controls around donations and offerings of gifts, entertainment or hospitality and provides training to all managers on how to recognise and deal with breaches of the policy. Beacon Lighting also has a Modern Slavery Policy and a Supplier Code of Conduct.

PRINCIPLE 4

Safeguard the Integrity of Corporate Reporting

Recommendation 4.1 of the ASX Corporate Governance Principles and Recommendations, recommends that the Audit Committee consist only of Non-Executive Directors and consists of a majority of independent Directors. Beacon Lighting has an Audit Committee comprising three members, each of whom are considered independent. The Audit Committee presently comprises Neil Osborne (Chairman), Eric Barr and Daniel Palumbo. The three members of the committee are Non-Executive Directors and two of the directors have experience in, and knowledge of, the industry in which Beacon Lighting operates. Neil Osborne and Eric Barr each have accounting qualifications.

The details of the number of Audit Committee meetings held and attended are included in the Directors' Report. Minutes are taken at each Audit Committee meeting, with the minutes tabled in the following full Board meeting.

The Audit Committee has adopted a formal charter which outlines its role in assisting the Board in the Group's governance and exercising of due care, diligence and skill in relation to:

- Reporting of financial information.
- The application of accounting policies.
- Financial risk management.
- The Group's internal control system.
- Its relationship with the external auditor.

In accordance with Recommendation 4.2 the Board, before it approves the Group's statements for a financial period, ensures that it receives from its Chief Executive Officer and Chief Financial Officer a declaration that, in their opinion, the financial records of the Group have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

In accordance with Recommendation 4.3, the Group shall disclose the process used to verify the integrity of periodic reports released to the market that are not audited or reviewed by the Group's external auditor to ensure that the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions. The Group's external auditor attends each annual general meeting and are available to answer shareholders questions about the audit.

PRINCIPLE 5

Make Timely and Balanced Disclosure

Recommendation 5.1 of the ASX Corporate Governance Principles and Recommendations recommends that companies should establish a written policy designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance and disclose that policy or a summary of it. The Group has adopted a Continuous Disclosure Policy. This Policy sets out the standards, protocols and the detailed requirements expected of all Directors, Officers, senior management and associates of the Group for ensuring the Group immediately discloses all price-sensitive information in compliance with the Listing Rules and Corporations Act relating to continuous disclosure.

The Board receives copies of all material market announcements promptly after they have been made to ensure that the Board has timely visibility of the nature and quality of the information being disclosed to the market.

Where appropriate the Group will release copies of new and substantive investor presentation materials on the ASX Market Announcements Platform prior to their presentation.

PRINCIPLE 6

Respect the Rights of Security Holders

The Group has adopted a Communications Policy governing its approach to communicating with its shareholders, market participants, customers, associates and other stakeholders.

This policy specifically includes:

- The approach to briefing institutional investors, brokers and analysts.
- The approach to communications with investors whether by meetings, via the Group's websites, electronically or by any other means.

Beacon Lighting provides a printed copy of its annual report to all requesting shareholders. The annual report contains relevant information about the Group's operations during the year, changes in the state of affairs and other disclosures required by the Corporations Act and Accounting Standards. The half year report contains summarised financial information and a review of Beacon Lighting operations during the period.

The Beacon Lighting Group corporate website (www.beaconlighting.com.au/investor) provides all shareholders and the public access to our announcements to the ASX, and general information about Beacon Lighting and its business. It also includes a section specifically dedicated to governance, which includes links to the Group's Constitution, Code of Conduct and its various corporate governance charters and policies.

The format of general meetings aims to encourage shareholders to actively participate in the meeting through being invited to comment or raise questions of Directors on any matter relevant to the performance and operation of the Group. The Group will consider the use of technology to facilitate the remote participation of shareholders in general meetings.

Any substantive resolutions at a general meeting will be decided by a poll rather than by a show of hands in accordance with Recommendation 6.4 raise questions of Directors on any matter relevant to the performance and operation of the Group.

PRINCIPLE 7

Recognise and Manage Risk

Recommendation 7.1 of the ASX Corporate Governance Principles and Recommendations recommends that a listed company either have a committee to oversee risk or otherwise disclose the processes it employs to for overseeing the Group's risk management framework.

The Board does not currently have a committee to oversee risk. Instead, the Board Charter specifically includes risk management responsibilities (rather than these being delegated to a separate Risk Committee).

The Board evaluates all risks to the Group on an annual basis. The risk matrix is then reviewed at regular intervals throughout the year to ensure that the Group is not being exposed to any new risks and that all existing risks are being monitored and managed effectively.

The Board retains oversight responsibility for assessing the effectiveness of the Group's systems for the management of material business risks. The Board reviews the Group's risk management on an annual basis to ensure it continues to be sound.

The Board does not consider a separate internal audit function is necessary at this stage. One of the Audit Committee responsibilities is to evaluate compliance with the Group's risk management and internal control processes. The Audit Committee periodically reviews whether there is a need for a separate internal audit function.

The Board has received written assurances from management as to the effectiveness of the Group's management of its material business risks.

The Chief Executive Officer and Chief Financial Officer provide a written assurance in the form of a declaration in respect of each relevant financial period that, in their opinion, the declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Recommendation 7.4 of the ASX Corporate Governance Principles and Recommendations requires the Group to disclose details about whether it has any material exposure to economic, environmental and social sustainability risks (if any). The Group has considered the following risks and has risk mitigation strategies in place.

Economic Risks include impacts to consumers' willingness to spend on lighting products in particular. The Group mitigates the risk through the constant monitoring of the macro-economic environment and adjusting capital expenditure, new projects and operating expenses accordingly.

Exchange Rate Volatility can impact upon the Group's ability to achieve margins. The Group can also lock in a forward position for this foreign exchange exposure for a period of up to 12 months. The Board believes this mitigates the Group's exchange rate volatility risk to an acceptable level.

Environmental Risks include impacts on the Group's supply chain from suppliers through to stores. These risks can be reputational, regulatory and financial. The Board assesses its primary exposure to be in the production of its products. The Group continues to operate responsibly with the community and to work with supply chain stakeholders in order to reduce the Group's impact upon the environment.

Social Risks include workplace health and safety as well as personnel management and corporate conduct. The Group has an extensive workplace health and safety policy incorporating the early identification and correction of potential risks, both in store, at the distribution centres and at the support offices. The Board is informed of all material incidents and material potential risks at each Board meeting and the appropriate action taken. During FY2025, the safety and well being of our associates, customers, business partners and the community continued to be a priority of the Group.

Corporate Conduct Risks could impact regulatory, reputational and financial performance. It includes stock loss and theft. The Group has a dedicated store operations team to regularly monitor and assess store related risks. The Group undertakes regular inventory counts and analysis of store performance to reduce the risk of material loss.

PRINCIPLE 8

Remunerate Fairly and Responsibly

Recommendation 8.1 of the Corporate Governance Principles and Recommendations, recommends that the remuneration committee should comprise a majority of independent Directors. The Remuneration and Nomination Committee as currently composed complies with this recommendation. The Remuneration and Nomination Committee has four members. Three are independent: Eric Barr, Neil Osborne and Daniel Palumbo as independent Directors. Ian Robinson, Executive Chairman, is the other member. The Committee is chaired by Eric Barr.

In relation to remuneration, the Remuneration and Nomination Committee is responsible for:

- Ensuring the Group has remuneration policies and practices appropriate to attracting and retaining key talent.

- Reviewing and making recommendations in relation to the remuneration of Directors and senior management.
- Reviewing and recommending the design of any executive incentive plans and approving the proposed awards to each executive under those plans.

In accordance with its Charter, the Remuneration and Nomination Committee clearly distinguishes the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives.

Details of Directors' and Executives' remuneration, including the principles used to determine the nature and amount of remuneration, are disclosed in the remuneration report section of the annual report.

The Group's Securities Trading Policy expressly prohibits relevant participants from entering into arrangements that limit the economic risk of participating in the Group's incentive schemes prior to the relevant securities becoming fully vested.





BEACON LIGHTING GROUP

Beacon
LIGHTS

Beacon
TRADE

Beacon
COMMERCIAL

Beacon
INTERNATIONAL

LIGHT
SOURCE
SOLUTIONS

CONNECTED
LIGHT SOLUTIONS

WASSON
FOR LIGHT

CL
CUSTOM LIGHTING
DESIGNED BY DART

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