



BEACON LIGHTING GROUP LIMITED

NOTICE OF 2016 ANNUAL GENERAL MEETING

The Annual General Meeting of Beacon Lighting Group Limited will be held on **Tuesday 11th October 2016 at 10.00am** at the offices of Baker & McKenzie at 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 2016.

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 2016, being part of the Directors' Report, be adopted."

Resolution 3: Glen Robinson Performance Rights

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 45,710 Performance Rights to Mr Glen Robinson on the terms set out in the Explanatory Statement."

By order of the Board

A handwritten signature in black ink, appearing to read "Tracey Hutchinson", written over a horizontal line.

Tracey Hutchinson
Company Secretary

8 September 2016

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 9 October 2016. 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 9.30 am on the day of the meeting.

EXPLANATORY STATEMENT

FINANCIAL STATEMENTS

The Company's annual report for 2016 (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 30 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 a Non-Executive Director of Vita Group (ASX Listed) and Chairman of Australian United Retailers (NSX Listed and trading as Foodworks). Neil was previously a Non-Executive Director of Lovisa Holdings.

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 2016 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 2016;
- 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.

There will be a reasonable opportunity for Shareholders to comment on, and ask questions about, the Remuneration Report at the meeting.

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

Shareholder approval is required for the proposed issue of Performance Rights to the Chief Executive Officer Glen Robinson 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, and details of the issue have previously been announced on the ASX public announcements platform.

It is proposed to issue 45,710 Performance Rights to Chief Executive Officer Glen Robinson as follows:

- as announced to ASX on 24 June 2016, a total of 22,107 Performance Rights with respect to the 2015 financial year, two thirds of which vest today following approval of this resolution and one third of which vest on 25 August 2017 if employed by the group at that time; and
- as announced to ASX on 25 August 2016, a total of 23,603 Performance Rights with respect to the 2016 financial year, one third of which vested at that date (and hence will be issued in the form of shares), one third of which vest on 25 August 2017 and one third of which vest on 25 August 2018 if employed by the group at that time.

The purpose of the Performance Rights issue is to further align the interests of Mr Robinson with those of shareholders. The Performance Rights are issued in accordance with the Performance Rights Plan, the rules of which are on the corporate website.

Mr Robinson is eligible to participate in the annual Performance Rights Incentive Plan subject to the achievement of group financial performance targets. The Performance Rights provide him with the opportunity to acquire shares subject to meeting the relevant conditions for vesting including remaining an employee of the group at the vesting time at no cost. The grants are assessed by financial measures, namely the group's net profit before tax result, which is tested annually. This is considered to be an appropriate performance measure as it aligns the group's remuneration philosophy with creating value as it is within the scope of influence of participants.

Using a market share price of \$1.71 as at 25 August 2016, the Performance Rights have an aggregate value of approximately \$78,164. The Performance Rights represent approximately 0.02% of the total

shares on issue. In the event that Mr Robinson leaves the group prior to the vesting date the Performance Rights would ordinarily lapse.

Mr Robinson received total remuneration of approximately \$436,000 for the FY 2016 year. He has an interest in 118,710,133 shares which relates to the combined holdings of the Robinson family members.

Mr Robinson has previously been the holder of 30,780 Performance Rights issued in accordance with the terms of the Performance Rights Plan which have since vested. Mr Robinson is the only Director who is entitled to participate in the Performance Rights Plan, and he is the only Director who has received Performance Rights since the Company listed on ASX in 2014.

The Company will issue the Performance Rights promptly if shareholder approval is granted and in any event no later than 12 months after the date of the meeting.

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

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

However, a person described above may cast a vote on the 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), (b) or (c) above.

The Directors (other than Mr 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.



ACN 164 122 785

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

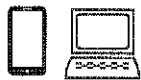
Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form



Vote and view the annual report online

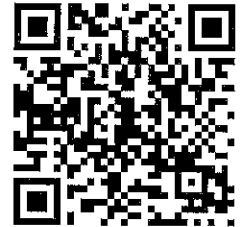
- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number:

SRN/HIN:

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



For your vote to be effective it must be received by 10:00am (AEDT) on Sunday, 9th October 2016

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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 the offices of Baker & McKenzie at Level 19, 181 William Street, Melbourne, Victoria on Tuesday, 11th October 2016 at 10:00am (AEDT) 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 & 3 (except where I/we have indicated a different voting intention below) even though Resolutions 2 & 3 are 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 & 3 by marking the appropriate box in step 2 below.

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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of 45,710 Performance Rights to Mr Glen Robinson	<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.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

BLX

999999A

Computershare +