

# **GERARD**

**L I G H T I N G**

## **GERARD LIGHTING GROUP LIMITED**

**ABN 16 141 079 594**

### **NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM**

**Notice is hereby given that the first Annual General Meeting of Shareholders of Gerard Lighting Group Limited (“Company”) will be held in the Ball Room of the Intercontinental Hotel , North Terrace, Adelaide, South Australia on Tuesday 26 October 2010 commencing at 10.00am (Adelaide time).**

<b>IMPORTANT NOTICE</b>
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This Notice of Annual General Meeting and the Explanatory Statement which accompanies and forms part of it are important and should be read in their entirety. If you are in doubt as to how you should vote, you should consult your stockbroker, accountant, solicitor or other professional adviser prior to voting.

## **BUSINESS**

**1. To receive and consider the Financial Report and the Reports of the Directors and the auditor, respectively, for the 6 month period ended 30 June 2010.**

**2. To receive and adopt the Remuneration Report for the 6 month period ended 30 June 2010.**

*Note that the vote on this item is advisory only and does not bind the Directors or the Company.*

**3. Election and Re-election of Directors**

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

*“That Mr Savage, being a director of the Company who retires pursuant to Rule 9.2 (c) of the Constitution of the Company, and being eligible, is re-elected as a director of the Company.”*

**4. Other Ordinary Business**

*To transact any other ordinary business that may be legally brought forward.*

*By Order of the Board*

A handwritten signature in black ink, appearing to read 'Mark Pearson', with a stylized flourish extending upwards from the end of the signature.

**Mark Pearson**  
Company Secretary

## **BOARD RECOMMENDATION**

The Directors unanimously recommend that eligible shareholders vote in favour of all the resolutions set out in the accompanying Notice of Annual General Meeting.

## **EXPLANATORY NOTES**

**The following notes have been prepared to assist shareholders to better understand the business to be considered by shareholders at the 2010 Annual General Meeting.**

### **Item 1: To Receive and Consider the Financial Report and Reports of the Directors and Auditor**

In accordance with the requirements of the Corporations Act 2001 (Cth) ("Corporations Act") and the Constitution of the Company, the Financial Report and the reports of the Directors and the Auditor for the 6 month period ended 30 June 2010 will be laid before the meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions, or make comments on the Company's results. Shareholders will also be given a reasonable opportunity to ask the Auditor or its representative's questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

A copy of the 2010 Annual Report (which includes the reports of the Directors and the Auditor) will be mailed to all shareholders who have elected to receive a printed copy of the Report. The 2010 Annual Report is available on the Company's website [www.gerardlighting.com.au](http://www.gerardlighting.com.au)

Gerard Lighting Group Limited ("GLG") was incorporated as a proprietary company on 11 December 2009. On 31 December 2009 GLG became the holding company for the Gerard Lighting Group after Gerard Lighting Pty Ltd and its then holding company Gerard Lighting Holdings Pty Ltd undertook various changes to their structure and portfolio of assets to prepare the business for Listing of GLG on the Australian Stock Exchange. The company changed its status to that of a public company on 9 March 2010.

As a result of GLG becoming the holding company effective 31 December 2009 the results shown for the consolidated group for the period ended 30 June 2010 reflect actual trading for the six months from 1 January 2010 to 30 June 2010. For this reason comparative information for 30 June 2009 is shown as nil. However, to provide additional information to shareholders a reconciliation of proforma results as provided in the prospectus forms part of the Chief Executive Officer's report.

### **Item 2: To Adopt the Remuneration Report**

Under the provisions of the Corporations Act the Company is required to propose a resolution to shareholders that the Remuneration Report be adopted. The Remuneration Report which forms part of the Directors Report can be found on pages 28 to 32 of the Company's 2010 Annual Report. The Remuneration Report includes:

- i. an explanation of the Company's policy for determining the nature and amount of remuneration of Directors and senior executives;
- ii. a discussion of the relationship between the remuneration policy and the Company's performance; and
- iii. a detailed summary of remuneration components for Directors and senior executives including relevant performance conditions.

The vote on this resolution is advisory only and does not bind the Company or the Directors of the Company.

However, the Board will take the outcome of the vote and the views of shareholders into consideration when reviewing remuneration policies and practices.

### **Item 3: Election and Re-election of Directors**

In accordance with Rule 9.2 (c) of the Constitution of the Company, Mr Savage will retire by rotation at the Annual General Meeting. Mr Savage offers himself for re-election.

Mr Savage joined the former Gerard Lighting Group at the end of July 2009. Mr Savage previously spent 30 years with KPMG, 13 years as a partner. Mr Savage has significant experience in the provision of advice in the areas of assurance, risk management, acquisition and vendor due diligence, investigating accountant reports, corporate governance and general business management. Mr Savage holds a Bachelor of Commerce (Honours) Degree from the University of Pretoria and is a Fellow of the Institute of Chartered Accountants in Australia.

Your Directors have reviewed the necessary and desirable competencies of Board members, the composition of the Board and each candidate's contribution to the Board and unanimously recommend the re-election of Mr Savage.

## VOTING

### Record Date

The Directors have determined that the persons eligible to vote at the AGM will be those persons who are registered shareholders at close of business, 22 October 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### Proxies

Each shareholder is entitled to appoint a proxy. The proxy does not need to be a member of the Company. A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints 2 proxies, each proxy may exercise half of the shareholder's votes if no proportion or number of votes is specified.

A Proxy Form accompanies this Notice and to be effective must be completed and received at either the Company's registered office or its share registry, Computershare Investor Services Pty Ltd:

#### Registered Office

The Company Secretary  
Gerard Lighting Group Limited  
PO BOX 186  
Enfield Plaza SA 5085

Facsimile: +61 8 8139 7325  
Email: [mpearson@gerardlighting.com.au](mailto:mpearson@gerardlighting.com.au)

#### Share Registry

Gerard Lighting Group Limited  
C/- Computershare Investor Services P/L  
GPO Box 242  
Adelaide SA 5001

Facsimile: 1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

**Vote online:** Shareholders can also cast their votes online at [www.investorvote.com.au](http://www.investorvote.com.au) and follow the prompts. To use this facility you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and control number as shown on the proxy form. You will have taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

**Custodian voting -** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

Proxies must be received **no later than** 10.00am (Adelaide Time), 24 October 2010.

### Attorneys

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the Meeting.

### Corporate Representatives

Any corporate shareholder wishing to appoint a person to act as its representative at the AGM may do so by providing that person with:

- i. a letter or certificate, executed in accordance with the corporate shareholder's constitution, authorising that person as the corporate shareholder's representative at the AGM; or
- ii. a copy of the resolution appointing the person as the corporate shareholder's representative at the AGM, certified by a secretary or director of the corporate shareholder.

### Conduct of Annual General Meeting

1. The Chairman, Deputy Chairman and the Chief Executive Officer will generally answer questions on behalf of the Board and the management team, respectively. If questions cannot be answered at the AGM, the Company will seek to provide a response to the shareholder as soon as possible after the annual general meeting.
2. At the annual general meeting, the Company will inform shareholders of the proxy position with respect to the resolutions to be considered by the annual general meeting, and how the Chairman intends to vote undirected proxies.
3. We ask that shareholders:
  - i. are courteous and respectful to all attendees at the AGM, including not photographing, videotaping or recording the meeting;
  - ii. keep their questions to a reasonable length to allow as many shareholders as possible to participate; and
  - iii. confine their questions to matters being considered at the AGM and matters relevant to shareholders as a whole.

Questions relating to the shareholder's personal circumstances can be raised with the Company or Computershare representatives who will be available at the AGM.

# GERARD

L I G H T I N G

Gerard Lighting Group Limited  
ABN 16 141 079 594

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1800 103 943  
(outside Australia) +61 3 9415 4108

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

*Your secure access information is:*

**Control Number: 134603**

**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 10:00 am (Adelaide time) Sunday 24 October 2010**

## 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 as they choose. 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.

## 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](http://www.investorcentre.com) under the information tab, "Downloadable 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 Gerard 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, as the proxy sees fit) at the Annual General Meeting of Gerard Lighting Group Limited to be held in the Ballroom, Lower Level at the Intercontinental Hotel, North Terrace, Adelaide, South Australia on Tuesday 26 October 2010 at 10:00 am (Adelaide time) and at any adjournment of that meeting.

## 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
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Director - Mr Savage	<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.

## 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 \_\_\_\_/\_\_\_\_/\_\_\_\_