



Beacon Lighting Group Limited

ACN 164 122 785

Securities Trading Policy

1. Introduction

1.1 The purpose of this policy is to explain the types of conduct in dealing in securities that are prohibited by the Corporations Act 2001 (Cth) and establish a best practice procedure for buying and selling securities that protects Beacon Lighting Group Limited (**Company**), its directors and Team Members against the misuse of inside information.

1.2 This policy outlines:

- (a) when directors, senior management and other Team Members may deal in Company Securities;
- (b) when directors, senior management and other Team Members may deal in securities of another listed entity (because they may obtain inside information about another entity while performing their duties for the Group); and
- (c) procedures to reduce the risk of any insider trading, as well avoid the appearance of any insider trading.

2. Defined terms

In this policy:

Approving Officer means:

- (a) in relation to a Designated Officer who is not a director, the Chief Executive Officer or such other person nominated by him to act in his absence for the purposes of this Policy;
- (b) in relation to a director of the Company (except the chairperson of the Board), the chairperson of the Board or such other person nominated by him to act in his absence for the purposes of this Policy; and
- (c) in relation to the chairperson of the Board, the chairperson of the Audit Committee of the Company, or such other person nominated by him to act in his absence for the purposes of this Policy.

Associate of a person means:

- (a) a spouse or child of the person;
- (b) a child of the person's spouse;
- (c) a dependant of the person or the person's spouse;
- (d) anyone else who is one of the person's family and may be expected to influence the person, or be influenced by the person, in the person's dealings with the Company; or
- (e) a company or family trust the person controls.

ASX means ASX Limited.

Board means the board of directors of the Company.

Chief Executive Officer (CEO) means the person who is from time to time appointed by the Board as Chief Executive Officer of the Company.

Company Secretary means the person who is from time to time appointed by the Board as Company Secretary of the Company.

Company Securities include shares, options, debentures, convertible notes, interests and rights in the Company or Group and other financial products relating to securities issued by the Company or Group (such as warrants and derivatives) whether or not these are created by the Company, Group or third parties.

Designated Officer means a director or person engaged in the management of the Group, whether as a Team Member or consultant, as determined by the Company from time to time. The Company Secretary will maintain a list of Designated Officers for the purposes of this Policy.

Group means the Company and each of its controlled entities.

Team Member means an employee of the Group.

Trading Window means any period specified in paragraph 7.1(b).

3. Insider trading

- 3.1 If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is likely to be illegal for the person to:
- (a) deal in the securities;
 - (b) procure another person to deal in the securities; or
 - (c) give the information to another person who the first person knows, or ought reasonably to know, is likely to:
 - (i) deal in the securities; or
 - (ii) procure someone else to deal in the securities.
- 3.2 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both.
- 3.3 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

4. What is inside information?

- 4.1 Inside information is information about the Group that:
- (a) is not generally available; and
 - (b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company Securities.
- 4.2 Information is generally available if it:
- (a) is readily observable;
 - (b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period of time for that information to be disseminated has elapsed since it was made known; or
 - (c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4.2(a) or 4.2(b).

5. What is dealing in securities?

5.1 Dealing in securities includes:

- (a) applying for, acquiring or disposing of, securities;
- (b) entering into an agreement to apply for, acquire or dispose of, securities; or
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

6. When Team Members may deal

A Team Member (who is not a Designated Officer) may deal or procure another person to deal in Company Securities if he or she does not have information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities.

7. When a Designated Officer may deal

7.1 Subject to paragraph 9, a Designated Officer may only deal in Company Securities:

- (a) if he or she does not have information that he or she knows, or ought reasonably to know, is inside information in relation to Company securities; and
- (b) during the following periods:
 - (i) the period of 8 weeks commencing three days after the close of trading on the business day after the date the Company announces its half-yearly results to ASX;
 - (ii) the period of 8 weeks commencing three days after the close of trading on the business day after the date the Company announces its full year results to ASX;
 - (iii) the period of 8 weeks commencing three days after the close of trading on the business day after the date the Company holds its annual general meeting;
 - (iv) any other period as determined by the Board from time to time; and
- (c) if he or she has received written clearance in accordance with paragraph 8.

7.2 Periods other than those stipulated in paragraph 7.1(b) are closed periods when clearance to deal will generally not be given except in accordance with paragraph 9.

7.3 Notwithstanding the time periods described above, the Board may declare a Trading Window closed at any time at its absolute discretion and without prior notice.

8. Clearance from the Approving Officer

8.1 Before dealing in Company Securities, a Designated Officer must first inform the Approving Officer and obtain written clearance for the dealing in question.

8.2 Requests for clearance to deal should be submitted to the Approving Officer by email and must include a statement by the Designated Officer that they are not in possession of any inside information that might preclude them from dealing in Company Securities at the relevant time, and that they will not deal in any Company Securities if they subsequently become aware of any inside information that might preclude them from dealing.

Such requests will be responded to by email, usually within 72 hours.

- 8.3 The Approving Officer may not give clearance if:
- (a) there is a matter about which there is inside information in relation to Company Securities (whether or not the Designated Officer knows about the matter) when the Designated Officer requests clearance or proposes to deal in Company Securities; and
 - (b) the Approving Officer has any other reason to believe that the proposed dealing breaches this policy.
- 8.4 The Approving Officer can decline to provide clearance for the proposed dealing in his or her discretion, without giving reasons. A clearance can be withdrawn, for example, in circumstances where new information comes to light or there is a change in circumstances. If clearance is declined, the relevant Designated Officer must keep that information confidential. Any decision by the relevant Approving Officer to decline to provide clearance to a proposed dealing is final and binding.
- 8.5 The Approving Officer must:
- (a) keep a written record of:
 - (i) any information received from a Designated Officer in connection with this policy; and
 - (ii) any clearance given under this policy; and
 - (b) immediately send a copy of the written record to the Company Secretary (if that person is different from the Approving Officer) for keeping.
- 8.6 The Company Secretary must keep a file of any written record referred to in paragraph 8.4.
- 8.7 If the Approving Officer provides clearance for a proposed dealing, the opportunity to undertake the proposed dealing expires on the date which is five trading days from the date on which written clearance was granted.
- 8.8 Subsequent to any dealing, a Designated Officer or Team Member must provide a copy of trading confirmations to the Company Secretary, if requested.
- 8.9 Under insider trading laws, a Designated Officer who possesses inside information is prohibited from dealing in Company Securities, even where the proposed dealing occurs during a Trading Window and clearance is provided by the relevant Approving Officer in accordance with this section 8. The fact that the relevant Approving Officer provides clearance is not an endorsement of the proposed dealing. The relevant Designated Officer is individually responsible for his or her investment decisions and his or her compliance with insider trading laws. Accordingly, before dealing in any Company Securities, the relevant Designated Officer should carefully consider whether he or she is in possession of any inside information that might preclude him or her from dealing and, if he or she has any doubt in this regard, he or she should not deal in any Company Securities.

9. Exceptional circumstances

- 9.1 The Approving Officer may give clearance for a Designated Officer to sell (but not buy) Company Securities in exceptional circumstances where the Designated Officer would otherwise not be able to do so under this policy. For example, if the Designated Officer has a pressing financial commitment that cannot otherwise be satisfied.
- 9.2 A request for clearance to sell Company Securities due to exceptional circumstances should be made by written notice to the Approving setting out:

- (a) details of the exceptional circumstances and the reasons for requesting permission to sell Company Securities; and
 - (b) the number and type of Company Securities involved,
- and must accompanied by a statement by the relevant Designated Officer certifying that he or she is not in possession of any inside information that might preclude him or her from dealing in Company Securities at the relevant time, and that he or she will not deal if they subsequently become aware of any inside information that might preclude him or her from dealing.
- 9.3 The Approving Officer may not give clearance pursuant to this paragraph if there is a matter about which there is inside information in relation to Company Securities (whether or not the Designated Officer knows about the matter) when the Designated Officer requests clearance or proposes to deal in Company Securities.
- 9.4 Any clearance to sell Company Securities can be given or declined by the relevant Approving Officer in his or her discretion, without giving reasons. A clearance can be withdrawn, for example, if new information comes to light or there is a change in circumstances. If clearance is declined, the relevant Designated Officer must keep that information confidential. Any decision by the relevant Approving Officer to decline to provide clearance to a proposed sale is final and binding.
- 9.5 Under insider trading laws, a Designated Officer who possesses inside information is prohibited from dealing in Company Securities, even where clearance is provided in accordance with this section 9. The fact that the relevant Approving Officer provides clearance is not an endorsement of the proposed dealing. The relevant Designated Officer is individually responsible for his or her investment decisions and his or her compliance with insider trading laws. Accordingly, before dealing in any Company Securities, the relevant Designated Officer should carefully consider whether he or she is in possession of any inside information that might preclude them from dealing and, if he or she has any doubt in this regard, he or she should not deal in any Company Securities.

10. Dealings by associates and investment managers

- 10.1 If a Designated Officer may not deal in the Company Securities, he or she must prohibit any dealing in the Company Securities by:
- (a) any Associate; or
 - (b) any investment manager on their behalf or on behalf of any Associate, other than where the Designated Officer has no influence in relation to the selection of or trading in any securities on their behalf by the investment manager.
- 10.2 For the purposes of paragraph 10.1, a Designated Officer must:
- (a) inform any investment manager or Associate of the periods during which the Designated Officer may and may not deal in Company Securities; and
 - (b) request any investment manager or Associate to inform the Designated Officer immediately after they have dealt in Company Securities.
- 10.3 A Designated Officer does not have to comply with paragraphs 10.1 and 10.2 to the extent that to do so would breach their obligations of confidence to the Group.

11. Exclusions

11.1 The following dealings are not subject to the provisions of this Policy:

- (a) acquisitions of Company Securities through a dividend reinvestment plan;
- (b) an exercise (but not the sale of Company Securities following exercise) of an option or other right to acquire Company Securities under an employee incentive scheme, or the conversion of a convertible security;
- (c) dealing under an offer or invitation made to all or most of the shareholders such as a rights or entitlement issue or a security purchase plan. This also includes the sale of entitlements under a renounceable pro rata issue;
- (d) the acceptance of a takeover offer or transferring Company Securities under a scheme of arrangement in respect of the Company;
- (e) an involuntary disposal of Company Securities that is the result of a secured lender or financier exercising their rights. However, this does not extend to disposal under a margin lending arrangement where such arrangement is prohibited by this Policy; and
- (f) dealings that do not result in a change to the beneficial interest in Company Securities.

11.2 Despite the above exceptions, under the insider trading laws, a person who possesses inside information is generally prohibited from dealing even where the dealing falls within an exception specified above. The relevant Designated Officer and Team Member is individually responsible for his or her investment decisions and his or her compliance with insider trading laws. Accordingly, any Designated Officer or Team Member considering dealing in Company Securities should carefully consider whether he or she is in possession of any inside information that might preclude him or her from dealing and, if he or she have any doubt in this regard, he or she should not deal.

12. Securities in other companies

12.1 While in general, Team Members are free to deal in securities of other listed entities, the prohibited conduct under the Corporations Act includes dealings not only in Company Securities but also in those of other listed entities with which the Company may be dealing (including the Group's customers, contractors or business partners).

12.2 If a Designated Officer or Team Member has information that he or she knows, or ought reasonably to know, is inside information in relation to another listed entity, he or she should not deal or procure another person to deal in the securities of that other entity.

12.3 The Board may extend this Policy by specifying that Designated Officers and Team Members are also restricted from dealing in securities of other specified companies with which the Group may have a close relationship.

13. Communicating inside information

13.1 If a Designated Officer or Team Member has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the securities of another listed entity, then he or she must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:

- (a) deal in Company Securities or those securities of the other entity; or
 - (b) procure another person to deal in Company Securities or the securities of the other entity.
- 13.2 A Designated Officer or Team Member must not inform colleagues (except the Approving Officer) about inside information or its details.

14. Speculative dealing

A Designated Officer or Team Member may not deal in Company Securities on a short term basis (being a period of 3 months or less) or for speculative purposes.

15. Hedging

Designated Officers are prohibited under this Policy from entering into any schemes or arrangements (including by way of derivatives or similar financial products) that protect the value of shares, options or performance rights allocated under the Company's incentive schemes or as otherwise granted as part of their remuneration prior to them becoming fully vested. Any breach of this prohibition will also constitute a breach of the conditions of grant and would result in the forfeiture of the relevant shares, options or performance rights.

16. Margin Lending

- 16.1 A Designated Officer may not include his or her Company Securities in a margin loan portfolio or otherwise deal in Company Securities pursuant to a margin lending arrangement without first obtaining consent from an Approving Officer. The Company may, at its discretion, make any consent granted conditional upon such terms and conditions as it sees fit.
- 16.2 A Team Member may not include his or her Company Securities in a margin loan portfolio or otherwise deal in Company Securities pursuant to a margin lending arrangement if the value of the securities is more than 1% of the issued capital of the Company, without first obtaining consent from the Managing Director. The Company may, at its discretion, make any consent granted conditional upon such terms and conditions as it sees fit.

17. Breach of policy

A breach of this policy by a Designated Officer or Team Members is serious and may lead to remedial and/or disciplinary action, including dismissal in serious cases. It may also be a breach of the law.

18. Assistance and additional information

Designated Officers and Team Members who are unsure about any information they may have in their possession, and whether they can use that information for dealing in securities, should contact the Chief Executive Officer.