



18 September 2020

Dear Shareholder

BEACON LIGHTING GROUP LIMITED 2020 ANNUAL GENERAL MEETING

I am pleased to invite you to attend the 2020 Annual General Meeting of Beacon Lighting Group Limited, which will be held at **10:00am (AEDT) on Tuesday, 20th October 2020** (Meeting). In accordance with the COVID-19 guidelines provided by Commonwealth and State governments, companies may hold fully virtual annual general meetings.

To protect the health and safety of our Shareholders and staff and to allow for Shareholders who wish to attend the Meeting, we will hold a fully virtual Meeting, which means there will not be a physical venue for you to attend.

The Notice of General Meeting of Beacon Lighting Group Limited is now available for you to view and download at: <http://www.beaconlightinggroup.com.au/reports>.

Your participation in the Meeting is important to us.

To attend the virtual Meeting and ask questions online you will need to visit:

<https://us02web.zoom.us/j/85321368067?pwd=OUJQSzh4WWthUmRyQkFOL2V2cXNDdz09>

Meeting ID: 853 2136 8067

Passcode: 055613

To vote online during the meeting you will need to visit web.lumiagm.com/389-251-081 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at https://www.computershare.com/news/Lumi_Lite_Online_Voting_Guide.pdf.

Shareholders are strongly encouraged to lodge a proxy form to vote at the AGM at least 48 hours before the meeting.

The Chairman's and the Managing Director's speeches will be uploaded to the Beacon Lighting Group Limited website at www.beaconlightinggroup.com.au/reports and the ASX platform at <https://www.asx.com.au/index.htm> prior to the Meeting. For a detailed overview of Beacon Lighting Group Limited performance and operations for the year ended 28 June 2020, I encourage you to read the 2020 Annual Report prior to the Meeting. The 2020 Annual Report can be found on the Beacon Lighting Group Limited website at www.beaconlightinggroup.com.au/reports.

Yours sincerely

A handwritten signature in black ink, appearing to read "Ian Robinson", with a long horizontal flourish extending to the right.

Ian Robinson
Chairman

Beacon Lighting Group Ltd

5 Bastow Place, Mulgrave, VIC 3170 **Phone** +613 8561 1555 **Fax** +613 8561 1566

PO Box 108, Mount Waverley, VIC 3149

www.beaconlightinggroup.com.au

ACN 164 122 785



BEACON LIGHTING GROUP LIMITED

NOTICE OF 2020 ANNUAL GENERAL MEETING

The Annual General Meeting of Beacon Lighting Group Limited will be held virtually on **Tuesday 20th October 2020 at 10.00am (AEDT)**.

In the interests of public health and safety as a result of COVID-19 and in accordance with recent modifications to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.1) 2020, the Annual General Meeting will be held entirely virtually and there will be no physical venue for Shareholders to attend. Shareholders may participate in the Meeting online at: <https://us02web.zoom.us/j/85321368067?pwd=OUJQSzh4WWthUmRyQkF0L2V2cXNDdz09>

Meeting ID: 853 2136 8067

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The following items of business will be considered:

Financial Statements

To receive and consider the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 28 June 2020.

Resolution 1: Re-election of Ian Robinson

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

"That Ian Robinson 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 28 June 2020, 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 99,074 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".

Tracey Hutchinson
Company Secretary

18 September 2020



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 (AEDT) on 18 October 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

Even though the Meeting is being held entirely online, you may still participate by lodging a proxy vote prior to the Meeting.

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.

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.

How to lodge a proxy

Shareholders are encouraged to lodge proxy forms online at: www.investorvote.com.au.

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

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



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)

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

Proxy forms must be lodged by 10:00am (AEDT) on 18 October 2020.

Participating at the meeting

You will be able to participate in the Meeting online using your computer, your mobile phone or device. If you are using your computer, you can participate in the Meeting by entering this link in your browser: <https://web.lumiagm.com/389-251-081>, OR by following the link that will be made available on Beacon Lighting Group Limited' website at: www.beaconlightinggroup.com.au/reports.

To vote online during the meeting you will need to visit web.lumiagm.com/389-251-081 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the [online meeting user guide](https://www.computershare.com/news/Lumi_Lite_Online_Voting_Guide.pdf) at https://www.computershare.com/news/Lumi_Lite_Online_Voting_Guide.pdf.



Asking questions – before and at the meeting

You can submit a question or comment prior to the Meeting at www.investorvote.com.au, or by completing the shareholder question form and returning it with your proxy form. The shareholder question form can be downloaded from: www.beaconlightinggroup.com.au/reports. Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the Meeting, being 13 October 2020. Written questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit.

You may also ask your questions online during the Meeting via the virtual meeting at <https://us02web.zoom.us/j/85321368067?pwd=OUJQSzh4WWthUmRyQkFOL2V2cXNDdz09>

Meeting ID: 853 2136 8067 and Passcode: 055613.

The Chairman of the Meeting will endeavour to address as many of the relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions and comments raised. Please note that individual responses will not be sent to Shareholders.

The Auditor will also be available at the Meeting.

Voting at the meeting

In accordance with the Determination, voting on all items of business will be conducted on a poll. You may vote at the Meeting in one of two ways:

- a) live and online during the Meeting by visiting: web.lumiagm.com/389-251-081 on your smartphone, tablet or computer); or
- b) in advance of the Meeting, by appointing a proxy as set out above.

The Chairman of the Meeting will open the poll during the Meeting and the poll will remain open until shortly prior to the close of the Meeting.



EXPLANATORY STATEMENT

FINANCIAL STATEMENTS

The Company's annual report for 2020 (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 website 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, as set out above. 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 about the audit report, as set out above.

RESOLUTION 1: RE-ELECTION OF IAN ROBINSON AS A DIRECTOR

Ian Robinson is being considered for re-election as a Director.

Ian purchased the first Beacon Lighting store in 1975. Over the subsequent 45 years his role has grown from management of the first store to CEO. He assumed his current position in July 2013 when he relinquished the role of CEO. He continues to be actively involved in the management and operation of the Company on a day to day basis.

Ian is a director of the Lighting Council of Australia and a director of the Large Format Retailers Association.

The Directors (other than Ian Robinson) 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 2020 annual report.

The Remuneration Report includes:

- details of the remuneration provided to the non executive Directors and Key Management Personnel for the year ended 28 June 2020;
- 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 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 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, and details of the issue have previously been announced on the ASX public announcements platform.

It is proposed to issue 99,074 Rights to Chief Executive Officer Glen Robinson. These relate to the 2020 financial year, one third of which vest on issue, one third of which vest on 20 August 2021 and one third of which vest on 20 August 2022 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:

http://www.beaconlightinggroup.com.au/media/pdfwidget/BLX_-_Performance_Rights_Plan_Rules_June_2018.pdf

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 incumbent. 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 \$1.35 per share as at 20 August 2020, the Rights have an aggregate value of approximately \$134,017. In the event that Mr Robinson leaves the group prior to the vesting date the Rights would ordinarily lapse.

Mr Robinson received total remuneration of approximately \$519,000 for the FY2020 year. He has an interest in 122,609,997 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 105,422 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 1 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 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.

Voting Exclusions

The Company will disregard any votes cast in favour of each of the resolutions 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.

Lumi AGM app means the application Shareholders can use to participate in the Meeting using their mobile phone or device.

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



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 **10:00am (AEDT) Sunday 18th October 2020.**

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" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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.

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.



I N D

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 as a fully virtual meeting on Tuesday, 20th October 2020 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 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 and 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 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 Ian Robinson as a Director	<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	Glen Robinson Performance Rights Issue	<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

