

# ASX RELEASE.

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## BELL FINANCIAL GROUP

27 March 2014

### 2014 Annual General Meeting

Please find attached a sample copy of the Notice of the Annual General Meeting of Bell Financial Group Limited to be held on 1 May 2014. The 2013 Annual Report was released to the market on 25 February 2014.



Cindy-Jane Lee  
Company Secretary

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# BELL FINANCIAL GROUP



Dear Shareholder

I have pleasure in inviting you to attend our 2014 Annual General Meeting. Enclosed is the Notice of Meeting, which sets out the items of business. The meeting will be held at the offices of KPMG, Ground Floor, 147 Collins Street, Melbourne, Victoria on Thursday 1 May at 11.30am.

At the conclusion of the AGM, Charlie Aitken, Managing Director of Bell Potter Wholesale, will present his views on the market and an outlook on the year ahead.

I hope you are able to attend. If you can, please bring the enclosed proxy form with you so it will be easy for you to register your attendance.

Otherwise, you can vote by completing and returning the proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) so that it is received by 11.30am on Tuesday 29 April 2014.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to seeing you at the meeting.

Yours sincerely

**Colin Bell**  
Executive Chairman

# BELL FINANCIAL GROUP

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Bell Financial Group Ltd (BFG) ABN 59 083 194 763 will be held:

at:	KPMG, Ground Floor, 147 Collins Street, Melbourne, Victoria
on:	Thursday 1 May 2014 at 11.30am Australian Eastern Standard Time

If you require further information please telephone BFG's share registry, Computershare Investor Services on: Australia 1300 850 505 (within Australia) and +61 3 9415 4000 (outside Australia).

## Business of the Meeting

### 1. Reports

To consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2013.

*Note: There is no requirement for shareholders to approve the financial statements and reports.*

### 2. Election of Directors

#### Ordinary resolution

In accordance with Article 10.3 of BFG's Constitution:

- Colin Bell retires by rotation and offers himself for re-election;
- Craig Coleman retires by rotation and offers himself for re-election; and
- Charlie Aitken retires and offers himself for election.

### 3. Adoption of the Remuneration Report

#### Ordinary resolution

To consider and adopt the Remuneration Report for the year ended 31 December 2013.

*Note:*

- The vote on this resolution is advisory only and does not bind BFG or the directors.*

- As a result of amendments to the Corporations Act known as the "two strikes rule", the result of the vote on this item may affect the 2015 Annual General Meeting (AGM). If 25% or more of votes cast on this resolution are voted against this item (constituting the "first strike"), a resolution on whether to hold a further meeting to spill the Board would be put to shareholders if a "second strike" occurs at the 2015 AGM. This spill resolution would be included in the 2015 Notice of Meeting.*

## Voting exclusion statement

The Corporations Act restricts members of the key management personnel (KMP) and their closely related parties from voting in relation to item 3 in certain circumstances.

BFG will disregard any votes cast on the proposed resolution in item 3:

- by or on behalf of members of the KMP whose remuneration details are included in the Remuneration Report, or their closely related parties; and
- by a member of the KMP or their closely related parties as proxy,

unless the vote is cast as a proxy on behalf of a person entitled to vote on this resolution, and that vote has been cast as specified on the proxy form; or where there is no specified voting direction, the vote is cast by the Chairman of the meeting as proxy and has been expressly authorised to vote on this resolution, even though it is connected with the remuneration of KMP.

## Additional information

Please refer to the Explanatory Notes on page 4 for more information on items 1, 2 and 3.

By order of the Board.



Cindy-Jane Lee  
Company Secretary  
1 April 2014

## Notes to Notice of Meeting

### Members entitled to attend and vote

For the purposes of this Annual General Meeting, persons holding BFG shares quoted on the ASX at 7:00pm Australian Eastern Standard Time on Tuesday 29 April 2014 are taken to hold those shares at the time of the Meeting.

### Proxies

A shareholder entitled to attend and vote at the meeting may appoint one or two proxies to attend and vote instead of the shareholder. A proxy does not have to be a shareholder of BFG.

If a shareholder appoints the Chairman as their proxy in relation to item 3 (Adoption of the Remuneration Report) but does not complete any of the boxes 'For', 'Against' or 'Abstain' opposite the resolution on the proxy form, the member is expressly authorizing the Chairman to exercise their proxy, and the Chairman intends to vote in favour of item 3. If the shareholder wishes to appoint the Chairman as proxy with a direction to vote against, or abstain from voting on the resolution in item 3, they should specify this by completing the 'Against' or 'Abstain' boxes on the proxy form.

If a shareholder appoints two proxies, each proxy must be appointed to represent a specified number or proportion of the shareholder's voting rights. If a number or proportion is not specified, then each proxy is entitled to exercise half of the voting rights.

### Lodging a proxy form

If you wish to appoint a proxy, please complete the proxy form.

To be effective, the completed proxy form and any authority under which the form is signed must be received by 11:30am Australian Eastern Standard Time on Tuesday 29 April 2014 (i.e. 48 hours before the Meeting):

(a) at BFG's Share Registry:

Computershare Investor Services Pty Ltd  
Yarra Falls, 452 Johnston Street  
Abbotsford, Victoria, 3067, Australia; or  
GPO Box 242 Melbourne, Victoria 3001.

Fax number: (inside Australia) 1800 783 447  
or (outside Australia) +61 3 9473 2555; or

(b) at BFG's registered office:  
Bell Financial Group Limited  
Level 29, 101 Collins Street,  
Melbourne, Victoria, Australia  
Fax number: (03) 9235 1850  
Attention: Cindy-Jane Lee

Please see the attached proxy form for more information on the appointment of proxies.

### Body corporate representatives

A body corporate shareholder or proxy may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the Corporations Act. Where a body corporate appoints a representative, written proof of the representative's appointment must be lodged with, or presented to, the company before the Meeting.

### Custodians and nominees

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

## Explanatory Notes to Notice of Meeting

### Item 1: Financial statements and reports

The Corporations Act requires BFG's financial statements and reports for the last financial year to be tabled at the AGM. The financial statements and reports are contained in the company's 2013 Annual Report, which is available at [www.bellfg.com.au](http://www.bellfg.com.au)

Whilst no resolution is required in relation to this item, shareholders will have the opportunity to ask questions and make comments on the financial statements and reports.

The company's auditor, KPMG, will be present at the Meeting and shareholders will have the opportunity to ask the auditor questions in relation to the audit and the auditor's report.

### Item 2: Election of Directors

#### Ordinary resolution

Article 10.3 of BFG's Constitution requires that there must be an election of Directors at each Annual General Meeting.

Colin Bell is retiring by rotation and, being eligible, offers himself for re-election.

Craig Coleman is retiring by rotation and, being eligible, offers himself for re-election.

Article 10.3(b) provides that each Director who was appointed by the Directors under Article 10.7 of the Constitution must retire but is eligible to stand for election. Charlie Aitken was appointed as a Director under Article 10.7. Mr Aitken is therefore retiring from office in accordance with Article 10.3 of the Constitution.

Candidates for re-election and election:

#### Colin Bell

Colin founded Bell Commodities in 1970 after working with the International Bank for Reconstruction and Development in Washington DC, USA. He is the Executive Chairman of BFG and has responsibility for the business development of the Company and all associated businesses within the Group.

#### Craig Coleman

Appointed 12 July 2007, Craig is also the Chairman of Bell Direct and a member of the Group Risk and Audit Committee and the Remuneration Committee.

Craig is a Senior Advisor and Non-Executive Director of private investment company, Wyllie Group Pty Ltd. Previously, he was Managing Director and a Non-Executive Director of Home Building Society Limited. Prior to joining Home Building Society, Craig held a number of senior executive positions and directorships with ANZ, including Managing Director – Banking Products, Managing Director – Wealth Management and Non-Executive Director of E\*Trade Australia Limited. His other current public company directorships include Chairman of Rubik Financial Ltd and Lonestar Resources Limited and Non-Executive Director of Amcom Telecommunications Limited and Pulse Health Limited.

#### Charlie Aitken

Appointed 20 March 2014, Charlie Aitken is the Managing Director – Wholesale of Bell Potter Securities Limited with responsibility for the development and management of the institutional dealing team. Mr Aitken joined Bell Potter in 2010 as part of the Southern Cross Equities acquisition, where he worked for seven years as the Managing Director – Institutional Dealing. Prior to that Mr Aitken was the Head of Sydney Institutional Dealing at Citigroup. Mr Aitken has over 20 years' equity market experience, providing advice to institutional investors, corporations and government.

#### Board Recommendation

The Board (other than Mr Bell, Mr Coleman and Mr Aitken in relation to their own re-election and election) recommends that shareholders vote in favour of the resolutions.

### Item 3: Remuneration Report

#### Ordinary resolution

The Directors' Report for the year ended 31 December 2013 contains a Remuneration Report which sets out the policy for the remuneration of the key management personnel (KMP) of BFG and its controlled entities. The Corporations Act requires that a resolution be put to the vote at the Annual General Meeting that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or BFG. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

#### Board Recommendation

The Board recommends that shareholders vote in favour of the resolution.