

# ASX RELEASE.

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## BELL FINANCIAL GROUP

2 April 2012

### 2012 Annual General Meeting

Please find attached a sample copy of the notice of the Annual General Meeting of Bell Financial Group Ltd to be held on 2 May 2012. The company's 2011 annual report was released to the market on 23 February 2012.



Paul Vine  
Company Secretary

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# BELL FINANCIAL GROUP

Dear Shareholder

I have pleasure in inviting you to attend our 2012 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 Wednesday 2 May 2012 at 10.30am.

Following the success of last year's revised format for our Annual General Meeting, after the formal proceedings have concluded, Charlie Aitken, the Managing Director of Bell Potter Wholesale, will present to you his views on the market and an outlook on the year ahead.

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

If you can't attend, 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 10.30am on Monday 30 April 2012.

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. If you can't make it, we will also be webcasting the meeting on the Bell Potter website: [www.bellpotter.com.au](http://www.bellpotter.com.au)

Yours sincerely



**Colin Bell**  
Executive Chairman

## 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,<br>Melbourne, Victoria, Australia |
| on: | Wednesday 2 May 2012 at 10.30am<br>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 2011.

*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, Brian Wilson retires by rotation and offers himself for re-election.

### 3. Adoption of the Remuneration report

#### Ordinary resolution

To consider and adopt the Remuneration Report for the year ended 31 December 2011.

#### Notes:

- *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 2001 (Cth) known as the "two strikes rule", the result of the vote on this item may affect the 2013 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 2013 AGM. This spill resolution would be included in the 2013 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 (being the directors and the other KMP as disclosed in the Remuneration Report); and
- a closely related party (such as close family members and any controlled companies) of those persons,

unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction of the proxy form.

## 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.



Paul Vine  
Company Secretary  
2 April 2012

## 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 Monday 30 April 2012 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 Voting Form, they will be directing the Chairman to vote in favour of the resolution in 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 Voting 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 10:30am Australian Eastern Standard Time on Monday 30 April 2012 (i.e. 48 hours before the Meeting):

(a) at BFG's Share Registry:

Computershare Investor Services Pty Limited  
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 Ltd  
Level 29, 101 Collins Street,  
Melbourne, Victoria, Australia  
Fax number: (03) 9235 1850  
Attention: Paul Vine.

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 2011 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**

In accordance with BFG's Constitution, Brian Wilson is retiring by rotation and, being eligible, offers himself for re-election.

Candidate for re-election:

#### **Brian Wilson**

Appointed 28 October 2009, Brian Wilson retired in 2009 as a Managing Director of the global investment bank Lazard, after co-founding the firm in Australia in 2004.

He is currently Deputy Chancellor of University of Technology, Sydney, a member of the Foreign Investment Review Board and a member of the Reserve Bank of Australia Payments System Board. He was also a member of the Commonwealth Government Review of Australia's Superannuation System and is currently a member of the ATO Superannuation Reform Steering Committee.

Brian's career as an investment banker specialising in corporate financial advice encompassed 33 years. Prior to joining Lazard, he was a Vice Chairman of Citigroup Australia and previously a director and co-Head of Investment Banking at Schroders Australia, a principal of Lloyds Corporate Advisory Services and a Director of BA Australia.

### **Board Recommendation**

The Board (other than Mr Wilson in relation to his own re-election) recommends that shareholders vote in favour of the resolution.

### **Item 3: Remuneration Report**

#### **Ordinary resolution**

The Directors' Report for the year ended 31 December 2011 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and certain executives 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.

# BELL FINANCIAL GROUP

ABN 59 083 194 763

000001 000 BFG  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



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

## Proxy Form

For your vote to be effective it must be received by 10.30am (AEST) Monday, 30 April 2012

### 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

**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](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.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



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

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030



**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 9999999999

IND

# 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 Bell Financial Group Ltd 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 Bell Financial Group Ltd to be held at KPMG, Ground Floor, 147 Collins Street, Melbourne, Victoria on Wednesday, 2 May 2012 at 10.30am (AEST) and at any adjournment of that meeting.

### Important for Item 3 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 3 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 3, the Chairman of the Meeting will not cast your votes on Item 3 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 3).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 3 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 3 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel.

## 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                  |
|--|--------------------------|--------------------------|--------------------------|
| Item 2 Re-election of Brian Wilson as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 Adoption of the Remuneration Report       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

|  |  |  |
|--|--|--|
| <p><b>Individual or Securityholder 1</b></p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p> | <p><b>Securityholder 2</b></p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director</p> | <p><b>Securityholder 3</b></p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director/Company Secretary</p> |
|--|--|--|

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_