ASX RELEASE.

BELL FINANCIAL GROUP

22 February 2017

ASX Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Via ASX Online

BELL FINANCIAL GROUP LIMITED – RESULTS FOR ANNOUNCEMENT TO THE MARKET

In accordance with the Listing Rules, please find attached for immediate release:

1. Appendix 4E; and
2. 2016 Annual Report.

Cindy-Jane Lee

Cindy-Jane Lee
General Counsel & Company Secretary

Appendix 4E (Preliminary final report)

Results for announcement to the market

ASX Listing Rule 4.3A

Bell Financial Group Limited ABN 59 083 194 763 and its subsidiaries

Reporting period:	1 January 2016 to 31 December 2016
Previous corresponding period:	1 January 2015 to 31 December 2015

	Year ended 31 December 2016 $ '000	Year ended 31 December 2015 $ '000	
Revenue from ordinary activities	186,743	177,755	Up 5.1%
Profit from ordinary activities after tax attributable to shareholders	16,378	15,850	Up 3.3%
Net tangible assets per ordinary shares	$0.22	$0.20	

Dividend per ordinary share	**Amount per share**	**Record date**	**Payment date**
2016 Interim dividend per share	1.75 cents	24 August 2016	14 September 2016
2016 Final dividend per share (declared)	3.75 cents	10 March 2017	22 March 2017

Additional Appendix 4E disclosure requirements can be found in the 2016 Annual Report lodged separately with this document. This report is based on the consolidated financial statements which have been audited by KPMG.

ANNUAL REPORT 2016

BELL FINANCIAL GROUP

CONTENTS

Bell Financial Group Ltd (ASX:BFG) is an Australian-based provider of broking, investment and financial advisory services. The Group has over 600 employees, operates across 14 offices in Australia and has offices in London and Hong Kong. Bell Financial Group Ltd has a 56.6% holding in Third Party Platform Pty Ltd (Bell Direct), an online stockbroking business.

HIGHLIGHTS

Full Year Dividend

5.5 cents

Increased by 22%

Revenue

$186.7 million

Increased by 5%

Net Profit After Tax
(Attributable to BFG Shareholders)

$16.4 million

Increased by 3%

Funds Under Advice

$38.8 billion

Increased by 17%

EXECUTIVE CHAIRMAN'S AND MANAGING DIRECTOR'S REPORT

We continue to overcome the industry wide trend towards contraction, growing our business and increasing profits while many of our competitors are doing the opposite.

After two unusually difficult years for local and global markets, 2016 brought somewhat better news for investors and advisers. However, conditions remained far from straightforward.

The first half of the year was marked by significant equity market declines, on the back of disappointing company earnings and weak commodity prices. Then, just as markets and trading volumes began to recover, there came two external shocks: the surprise Brexit referendum outcome and US presidential election results. Meanwhile, a low-growth, low interest rate environment continues to make life challenging for investors, particularly in the futures and foreign exchange markets.

So while markets generally finished the year on a positive note, investors have remained cautious. As a result, poor sentiment and ongoing cost constraints have continued to put pressure on advisory businesses.

The outcome has been further rationalisation across the industry, as foreshadowed in last year's report. However, I'm pleased to say we have not joined the trend towards contraction, growing our business and increasing profits at a time when many of our competitors are seeking to reduce costs and trim adviser numbers.

It has proven to be a successful strategy. Despite challenging conditions in some areas of the business, our NPAT increased 3% to $16.4 million in 2016. This has enabled us to increase our final dividend to 3.75 cents per share, with a total payout for the year of 5.5 cents per share, fully franked.

Our ongoing growth was underpinned by the addition of new advisors across all segments of the business, including the retail, institutional and equity capital markets desks. We were able to take advantage of the difficulties faced by some of our competitors, engaging talented people from other businesses who were attracted by the opportunities we were able to offer.

Our investment in technology continues to place us in a strong competitive position, both as a business and as an employer. Our FUSION platform is a key reason advisers are attracted to Bell Potter, as well as being a driver of profitability and performance.

Our retail business was a standout in 2016, with the full-service retail equities division increasing revenue for the fifth consecutive year and growing profits by 61%. Bell Direct made significant gains, with increases in client accounts, contract note volumes and client holdings all helping to drive strong revenue and profit growth. Rising margin loan and cash balances also helped Bell Potter Capital achieve a significant lift in revenues and profits. The scalability of the Bell Direct and Bell Potter Capital businesses creates the potential for them to make significant contributions to our performance as they continue to grow.

Overall, we increased funds under advice by 17% year on year — a very pleasing result compared to the broader Australian market.

Looking to the future, we will continue to execute our measured growth strategy and commitment to technology investment, which we believe differentiates us and provides a distinct competitive advantage.

While the future remains unpredictable, we believe we are well positioned to continue our recent growth, leveraging our strengths to take advantage of opportunities as they arise.

Colin M Bell
Executive Chairman
Bell Financial Group

Alastair Provan
Managing Director
Bell Financial Group

OPERATING AND FINANCIAL REVIEW

2016 was another year of significant growth for Bell Financial Group, with strong contributions from our Retail and Wholesale Equities divisions, Bell Potter Capital and Third Party Platform.

Group revenue rose for the third consecutive year, increasing by 5% to $187 million. In a pattern that has become familiar over the last few years, revenue was considerably higher in the second half of 2016, up 20% on the first half.

Net profit after tax attributable to shareholders was $16.4 million, a 3% increase on 2015. We managed to achieve this despite declining revenues in some divisions, reflecting the overall strength of our diversified model and the resilience of our business.

We earned 6.2 cents per share for the full year and declared a 3.75 cent final dividend taking the full year dividend to 5.5 cents per share fully franked. This represents a 7.6% yield based on the closing share price at 31 December of 72.5 cents.

WHOLESALE

Our wholesale division which includes the Sydney, London and Hong Kong Institutional desks, and our Melbourne and Sydney equity capital market (ECM) desks faced a more challenging market in 2016, with revenue declining 16% to $34.3 million.

Institutional broking revenue fell 9%, while a 20% fall in ECM revenue was due in part to a number of transactions which did not complete at year end. However our ECM team did execute 56 transactions raising in excess of $1 billion in new equity capital.

The division as a whole contributed a very creditable $7.2 million to the pre-tax result.

RETAIL

Retail Equities recorded its fifth consecutive year of growth, with a 13% increase in gross revenue producing a 61% lift in pre-tax profit reflecting the significant leverage our business model produces.

FUTURES AND FOREIGN EXCHANGE

The downturn in Futures and Foreign Exchange revenues year on year simply reflected the low and stable interest rate environment, reduced volatility and the generally lower market turnover that existed for most of the year.

The team and client base remain engaged and we are well positioned to benefit from more active markets.

BELL POTTER CAPITAL

Bell Potter Capital net revenue grew by 20% to $7.8 million, with profit increasing 59% to $2.1 million. Average margin loan balances grew 16% during the year, while cash balances rose 31%, creating a strong foundation for future growth.

FUNDS UNDER ADVICE

Funds under Advice grew 17% to $38 billion. $4.4billion of the $38 billion is made up of $1.2billion in Cash and Fixed Income, $560 million in Superannuation, $300 million in Margin Lending and $2.3 billion in our Portfolio Administration Service, generating more than $24 million in recurring revenues.

THIRD PARTY PLATFORM (TPP)

TPP provides online broking and white label services to retail and wholesale customers through two proprietary technology platforms: Bell Direct and Desktop Broker.

In 2016, TPP continued its uninterrupted five-year record of growth, with revenue up 23% to $12.4 million and profit increasing 67% to $2 million. TPP now has more than 130,000 clients (101,000 of which are active) and has sponsored holdings of $10.75 billion.

CITI ALLIANCE

The Citi relationship continues to expand. Our global equities initiative which we rolled out last year providing clients direct access to 126 markets 24 hours per day has been well received. We currently have over 2,500 clients with $680 million in offshore assets.

We've also developed a strategy with Citi to provide sophisticated investors access to the Global Corporate Bond and Fixed Income markets. This service will become available in the first quarter of 2017.

TECHNOLOGY

In an industry that continues to be reshaped by technology, we believe our ongoing investment in innovation is critical to our success. This was clearly demonstrated in 2016, where scalable, cost-effective proprietary platforms enabled us to grow our business significantly in key areas.

FUSION

A core element of our technology strategy is the ongoing development of FUSION, our proprietary application for client relationship management and compliance. Available to all our staff, FUSION consolidates our products and services in a single, streamlined application.

FUSION is a key driver of efficiency and productivity for our advisers. It also plays an important role in helping us attract and retain new Advisers. In 2016 we added 37 new Private Client Advisers across various offices.

Our commitment to the ongoing development of FUSION and technology enhancement remains a core business strategy.

BALANCE SHEET

Net assets at 31 December were $195 million (2015 $190 million), and Net Tangible Assets were $58 million (2015 $54 million). Group cash reserves remain strong at $69 million (2015 $60 million), and we continue to operate the business with no debt other than loan funding in the Margin Lending business, Bell Potter Capital.

OVERHEADS

Group overheads increased 4% year on year to $74 million. The increase was as a result of higher employment costs, ASX charges, and our continued investment in systems.

OUTLOOK

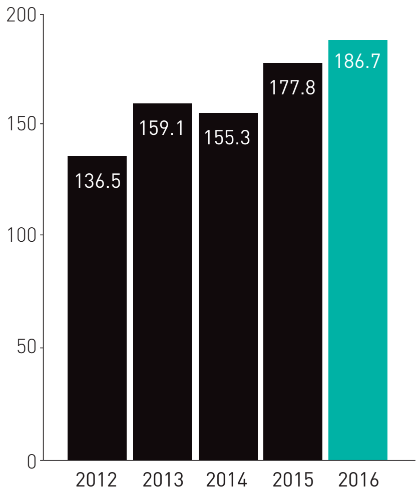
2016 ended on a high note, with key commodity prices sharply higher and US markets hitting record highs.

These conditions have carried over into the new year. Equities broking revenue numbers in January, traditionally a very quiet month, were strong and we've made a very good start to February.

Our corporate pipeline remains solid and subject to market conditions we expect another good performance from the team in 2017.

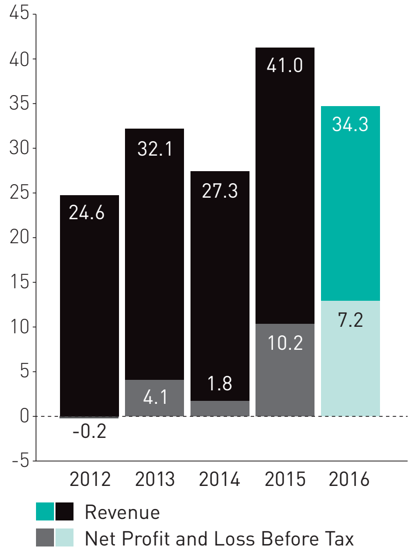
Alastair Provan
Managing Director
Bell Financial Group

REVENUE
($A M) 2012–2016



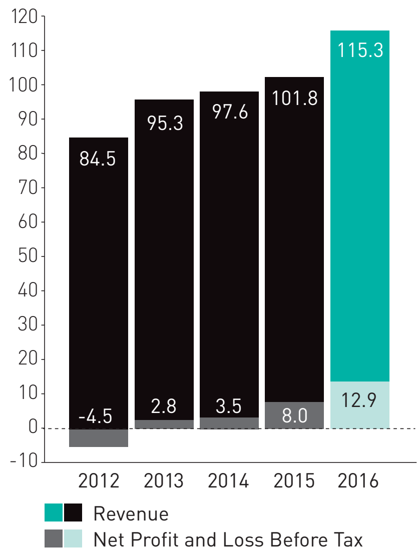
Group revenue rose 5% to $187 million adding to last year's strong performance, and continuing a five year gross revenue growth trend.

INSTITUTIONAL BROKING AND EQUITY CAPITAL MARKETS
($A M) 2012–2016



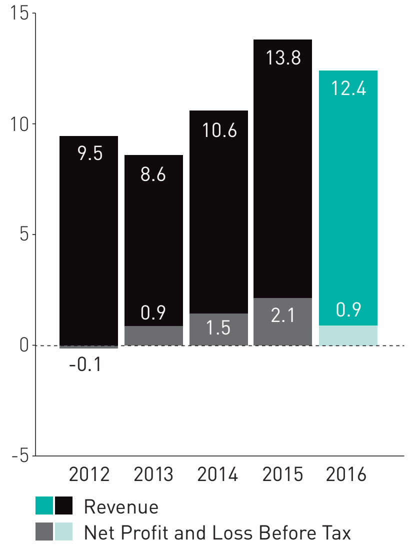
Wholesale revenues were 16% lower than the previous year with Institutional Broking and ECM revenue down 9% and 20% respectively, reflecting lower daily turnover and capital markets transactions that did not complete in December.

FULL SERVICE RETAIL EQUITIES
($A M) 2012–2016



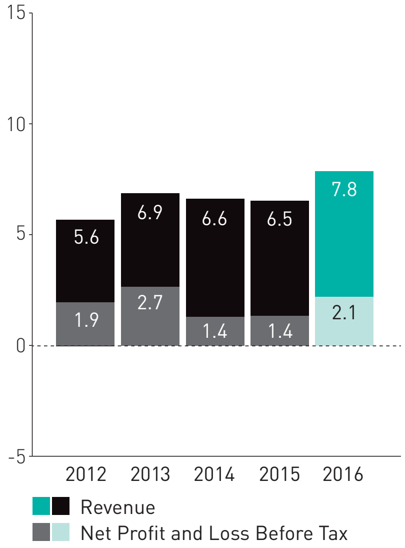
A 13% increase in gross revenue maintained the five year trend, and produced a 61% pre-tax profit improvement highlighting the leverage our model can achieve within the division. Over the year we added a significant number of Private Client Advisers which positions us well for future growth.

FUTURES AND FOREIGN EXCHANGE
($A M) 2012–2016



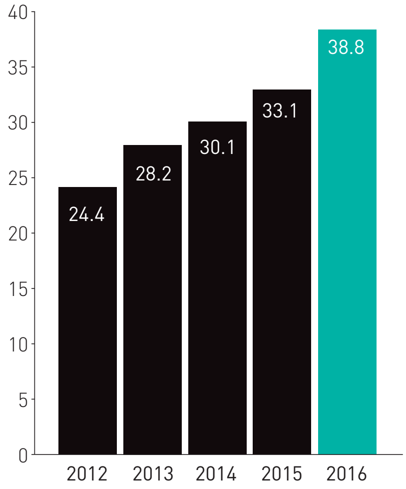
The downturn in Futures and Foreign Exchange revenues year on year simply reflected the low and stable interest rate environment, reduced volatility and the generally lower market turnover that existed for most of the year.

BELL POTTER CAPITAL
($A M) 2012–2016



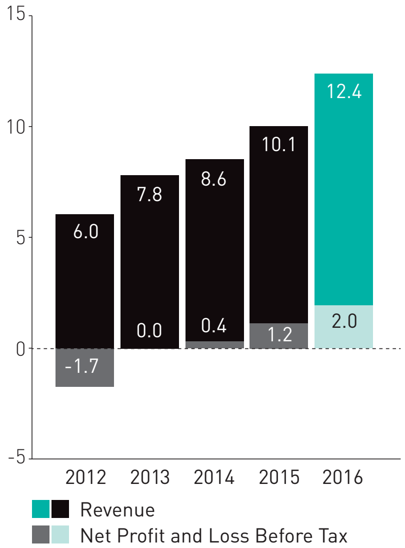
Bell Potter Capital net revenue grew by 20% producing a profit increase of 59% to $2.1 million. Average product balances throughout the year (margin loans up 16%, cash up 31%) reflected a more positive equity market environment. At year end, the Margin Loan book was $227 million, and the Cash Book was $289 million.

FUNDS UNDER ADVICE
($A B) 2012–2016



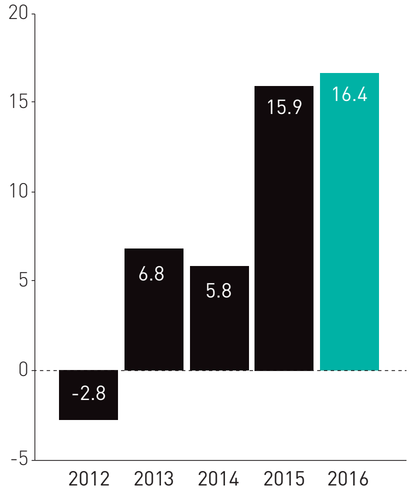
Funds under Advice grew by 17% to $38 billion. $4.4 billion of the $38 billion is made up of $1.2 billion in Cash and Fixed Income, $560 million in Superannuation, $300 million in Margin Lending and $2.3 billion in our Portfolio Administration Service, generating more than $24 million in recurring revenues.

THIRD PARTY PLATFORM
($A M) 2012–2016



TPP revenue and profitability continues to grow. Revenue was up 23% to $12.4 million and profitability improved by 67% to $2 million for the year. Sponsored Holdings now exceed $10.75 billion, and the company has 130,000 client accounts, 101,000 of which are active.

NET PROFIT/(LOSS) AFTER TAX
($A M) 2012–2016



- Net Profit after tax – $16.4 million
- Earnings per share – 6.2 cents
- Final Dividend (fully franked) – 3.75 cents per share
- Full Year Dividend (fully franked) – 5.5 cents per share
- Dividend Yield[1] – 7.6%
- PE Multiple[1] – 11.8 times

1. Based on 31 December 2016 share price.

DIRECTORS' REPORT
For the year ended 31 December 2016

The Directors of Bell Financial Group Limited (Bell Financial) present their report, together with the financial report, on the consolidated entity (Group) consisting of Bell Financial and its controlled entities for the year ended 31 December 2016.

BOARD OF DIRECTORS

COLIN BELL
BEcon (Hons)

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

ALASTAIR PROVAN

Mr Provan is the Managing Director of Bell Financial and is responsible for the day-to-day management of all businesses within the Group. Mr Provan joined Bell Commodities in 1983 and held a number of dealing and management roles prior to becoming Managing Director in 1989. Mr Provan is a member of the Remuneration Committee.

CRAIG COLEMAN
BComm

Mr Coleman was appointed as a Director in July 2007 and has been a Non-Executive Director since October 2007. He is a member of the Group Risk and Audit Committee and the Remuneration Committee.

Mr Coleman is Executive Chairman of private equity firm Viburnum Funds. Previously he was a Non-Executive Director of private investment company, Wyllie Group Pty Ltd, and prior to that was Managing Director and a Non-Executive Director of Home Building Society Limited. Prior to joining Home Building Society, Mr Coleman 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 Etrade Australia Limited.

Other listed companies – past three years

Chairman, Rubik Financial Limited (December 2006-present)
Non-Executive Director, Pulse Health Limited (January 2010-present)
Non-Executive Director, Universal Biosensors Inc (June 2016-present)
Non-Executive Director, Keybridge Capital Limited (March 2014-May 2016)
Non-Executive Director, Amcom Telecommunications Limited (October 2008-July 2015)
Chairman, Lonestar Resources Limited (July 2008-August 2014)

GRAHAM CUBBIN
BEcon (Hons), FAICD

Mr Cubbin was appointed as a Non-Executive Director in September 2007 and is an independent Director. He is the Chairman of the Group Risk and Audit Committee and the Remuneration Committee.

Mr Cubbin was a senior executive with Consolidated Press Holdings Limited (CPH) from 1990 until September 2005, including Chief Financial Officer for 13 years. Prior to joining CPH, he held senior finance positions with a number of major companies including Capita Financial Group and Ford Motor Company. Mr Cubbin has over 20 years' experience as a Director and Audit Committee member of public companies in Australia and the US. He is a Non-Executive Director of Teys Australia Pty Ltd.

Other listed companies – past three years

Chairman, McPherson's Limited (September 2010-present)
Non-Executive Director, Challenger Limited (January 2004-present)
Non-Executive Director, WPP AUNZ Limited (May 2008-present)
Non-Executive Director, White Energy Company Limited (February 2010-present)

BRIAN WILSON

MComm (Hons)

Mr Wilson was appointed as a Non-Executive Director in October 2009 and is an independent Director.

Mr Wilson is also Chairman of the Foreign Investment Review Board, Deputy Chancellor of the University of Technology Sydney and a member of the Payments System Board of the Reserve Bank of Australia. He was a member of the Commonwealth Government Review of Australia's Superannuation System and the ATO Superannuation Reform Steering Committee. Mr Wilson retired in 2009 as a Managing Director of the global investment bank Lazard after co-founding the firm in Australia in 2004, and was previously a Vice-Chairman of Citigroup Australia and its predecessor companies.

BRENDA SHANAHAN

BComm, FAICD

Ms Shanahan was appointed as a Non-Executive Director in June 2012 and is an independent Director. She is a member of the Group Risk and Audit Committee and the Remuneration Committee.

Ms Shanahan has served in senior executive and board roles in Australia and overseas, primarily in the finance and stockbroking industries, during a career spanning more than 30 years. Ms Shanahan is the Chair of St Vincent's Medical Research Institute and The Aikenhead Centre for Medical Discovery, a Director of the Kimberley Foundation Australia and a Non-Executive Director of DMP Asset Management Ltd. Ms Shanahan has previously been an Executive Director of JM Financial Group Limited, May Mellor, Equitlink Limited and Mercer.

Other listed companies – past three years

Non-Executive Director, Clinuvel Pharmaceuticals Limited (February 2007-present)
Non-Executive Director, Challenger Limited (April 2011-present)

PRINCIPAL ACTIVITIES

Bell Financial is an Australian-based provider of stockbroking, investment and financial advisory services to private, institutional and corporate clients. The Group has over 600 employees, operates across 14 offices in Australia and has offices in London and Hong Kong. Bell Financial has a 56.63% holding in Third Party Platform Pty Ltd (Bell Direct), an online stockbroking business.

REVIEW AND RESULTS OF OPERATIONS

Information on the operations and financial position of the Group is set out in our Operating and Financial Review on pages 4 to 7.

DIVIDENDS

On 22 February 2017, the Directors resolved to pay a fully franked final dividend of 3.75 cents per share.

Dividends paid to shareholders during the year ended 31 December 2016 were as follows:

Dividend	Per Share	Total $'000	Fully Franked	Date of Payment
Final 2015 ordinary	3.0 cents	7,896	Yes	22 March 2016
Interim 2016 ordinary	1.75 cents	4,606	Yes	14 September 2016

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in Bell Financial's state of affairs or the nature of its principal activities during the financial year ended 31 December 2016.

BUSINESS STRATEGIES, PROSPECTS AND LIKELY DEVELOPMENTS

The Operating and Financial Review sets out key information on Bell Financial's operations and financial position, and provides an overview of its business strategies and prospects for future financial years. Details likely to result in unreasonable prejudice to the Group (e.g. information that is commercially sensitive, confidential or which could give a third party a commercial advantage) have not been included.

EVENTS AFTER THE END OF THE FINANCIAL YEAR

There has not arisen in the interval between the end of the financial year and the date of this report any matter or circumstance that has significantly affected, or may significantly affect, in the opinion of the Directors of Bell Financial:

(a) the Group's operations in future financial years, or

(b) the results of those operations in future financial years, or

(c) the Group's state of affairs in future financial years.

BOARD MEETING AND ATTENDANCE

Each Director held office for the full year. Details of the number of meetings held by the Board and its Committees during the year ended 31 December 2016, and attendance by Board members, are set out below:

	Board		Group Risk and Audit Committee		Remuneration Committee	
Director	A	B	A	B	A	B
Colin Bell	5	4	-	-	-	-
Alastair Provan	5	5	-	-	1	1
Craig Coleman	5	5	6	6	1	1
Graham Cubbin	5	5	6	6	1	1
Brian Wilson	5	4	-	-	-	-
Brenda Shanahan	5	5	6	5	1	1

A – Number of meetings held.

B – Number of meetings attended.

DIRECTORS' SHAREHOLDINGS IN BELL FINANCIAL GROUP

As at the date of this report, the relevant interests of each Director in BFG ordinary shares, as notified to the ASX in accordance with the Corporations Act, are set out below. No Directors held options over BFG shares during the year ended 31 December 2016.

Director	Fully Paid Ordinary Shares	Deemed Relevant Interest	Total
Colin Bell	2,603,633	119,267,345*	121,870,978
Alastair Provan	2,915,891	119,267,345*	122,183,236
Craig Coleman	1,772,283	-	1,772,283
Graham Cubbin	180,000	-	180,000
Brian Wilson	1,000,000	-	1,000,000
Brenda Shanahan	250,000	-	250,000

* Bell Group Holdings Pty Limited (BGH) holds 117,967,345 BFG ordinary shares. BGH's wholly owned subsidiary, Bell Securities Pty Limited (BSPL) holds 1,300,000 BFG ordinary shares. Colin Bell and Alastair Provan each hold more than 20% of BGH and therefore under the Corporations Act they are each deemed to have a relevant interest in the 119,267,345 BFG ordinary shares held by BGH and BSPL.

COMPANY SECRETARY

Cindy-Jane Lee, BEc, LLB, GAICD, was appointed as Company Secretary on 10 January 2014 and is also the Group's General Counsel. Before joining Bell Financial, Ms Lee held the position of Regional Legal Counsel, South Asia with Mercer. Ms Lee has over 16 years' experience in corporate and financial services law working in law firms and multinational companies in Australia, London and Singapore. Ms Lee holds a Bachelor of Economics and a Bachelor of Laws from Monash University.

CORPORATE GOVERNANCE

Bell Financial recognises the importance of good corporate governance. As required under the ASX listing rules, Bell Financial has a Corporate Governance Statement which has been lodged with the ASX, disclosing the extent to which it has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. A copy of our Corporate Governance Statement is located at the Corporate Governance section of our website: www.bellfg.com.au/corporategovernance. Copies of Bell Financial's charters (Board Charter, Group Risk and Audit Committee Charter, and Remuneration Committee Charter) and policies (Code of Conduct, Diversity Policy, Disclosure and Communication Policy, Risk Management Policy Summary, and Trading Policy) are also located here.

DIRECTORS' AND OFFICERS' INDEMNITY AND INSURANCE

Bell Financial has agreed to indemnify the Directors against all liabilities to another person (other than Bell Financial or related entity) that may arise from their position as officers of Bell Financial or its controlled entities, except where the liability arises out of conduct including a lack of good faith. Except for the above, neither Bell Financial nor any of its controlled entities has indemnified any person who is or has been an officer or auditor of Bell Financial or its controlled entities. Since the end of the previous financial year, Bell Financial has paid a premium for an insurance policy for the benefit of the Directors, officers, company secretaries and senior executives. The insurance policy prohibits disclosure of the premium payable under the policy and the nature of the liability covered.

ENVIRONMENTAL REGULATION

The operations of the Group are not subject to any particular and significant environmental regulation under a law of the Commonwealth or of a State or Territory.

NON-AUDIT SERVICES

Bell Financial may decide to engage its auditor, KPMG, on assignments which are additional to its statutory audit duties where the auditor's expertise with the Group is important. During the year, the auditor did not provide any non-audit services to the Group and therefore no amounts were paid or are payable for non-audit services. Details of the amounts paid to KPMG and its related practices for audit services provided during the year are set in Note 38 of the Financial Statements.

REMUNERATION REPORT (AUDITED)

This report sets out the remuneration arrangements for Directors and other key management personnel (KMP) of the Bell Financial Group Ltd (Bell Financial or Company) for the year ended 31 December 2016 and is prepared in accordance with section 300A of the Corporations Act. The information in this report has been audited as required by section 308(3C) of the Corporations Act.

1. Key management personnel (KMP)

KMP comprise the Directors of the Company and Senior Executives. The term 'Senior Executives' refers to those executives who have authority and responsibility for planning, directing and controlling the activities of Bell Financial. In this report, 'Executive KMP' refers to KMP other than Non-Executive Directors. The KMP for 2016 are stated in Section 8.4 below.

2. Overview of remuneration policy and framework

Bell Financial remunerates Executive KMP and other executives, management and advisers by one or more of fixed salary, commission entitlements and other short-term and long-term incentives. Non-Executive Directors receive a fixed fee and the superannuation guarantee rate only for their role on the Board. In considering the Group's performance, the Remuneration Committee and the Board have regard to the following financial indicators in respect of the current financial year and previous financial years.

	2012	2013	2014	2015	2016
Net profit/(loss) after tax $'000	($3,189)	$6,811	$5,952	$16,399	$16,905
Share price at year end $	$0.46	$0.70	$0.43	$0.575	$0.725
Dividends paid $'000	-	$2,596	$3,852	$8,948	$12,502

The Company has established two equity-based plans to assist in the attraction, retention and motivation of Executive KMP, management and employees of the Company; the Long-Term Incentive Plan (LTIP) and the Employee Share Acquisition (Tax Exempt) Plan. Each plan contains customary and standard terms for dealing with the administration of an employee share plan, and the termination and suspension of the plan. Participants in the plans must not enter into a transaction or arrangement or otherwise deal in financial products that operate to limit the economic risk of the unvested Bell Financial securities issued under the plans.

3. Fixed compensation

Fixed compensation consists of base compensation as well as employer contributions to superannuation funds. Compensation levels are reviewed annually through a process that considers individual performance and that of the overall Group.

4. Commission

Commission entitlements are determined by the Board from time to time and aim to align the remuneration of Executive KMP and advisers with the Company's performance. Certain executives and advisers are paid a commission based on revenue generated by the individual during the year. This creates a strong incentive for key executives and advisers to maximise the Company's revenue and performance.

5. Performance linked compensation

Performance linked compensation includes both short-term and long-term incentives and is designed to reward Executive KMP for meeting or exceeding their financial and individual objectives. The short-term incentive is an 'at risk' bonus provided in the form of cash, while the long-term incentive is provided as options or performance rights over ordinary shares of the Company.

6. Short-term incentive bonus

The Company may pay Executive KMP and other executives a short-term incentive (STI) annually. The Company's Remuneration Committee is responsible for determining who is eligible to participate in STI arrangements, as well as the structure of those arrangements.

There are two types of STI arrangements, being:

- the STI payable to executives who are not remunerated by reference to commission, which is a discretionary annual cash bonus determined based on the Company's financial performance during the year, key performance indicators, industry-competitive measures and individual performance over the period; and

- the STI payable to the Executive Chairman and the Managing Director, which is a discretionary annual cash bonus, up to three times annual salary, determined based on the Company's financial performance during the year, key performance indicators and individual performance over the period.

These STI arrangements aim to ensure that executive remuneration is aligned with the Company's financial performance and growth.

7. Long-term incentive plan (LTIP)

The LTIP is part of the Company's remuneration strategy and is designed to align the interests of the Company's Executive KMP, other executives and advisers with the interests of shareholders to assist the Company in the attraction, motivation and retention of Executive KMP, other executives and advisers. In particular, the LTIP is designed to provide relevant Executive KMP, other executives and advisers with an incentive for future performance, with conditions for the vesting and exercise of the options or performance rights under the LTIP, therefore encouraging them to remain with the Company and contribute to its future performance.

Eligible persons participating may be granted options or performance rights on the terms and conditions in the LTIP rules and as determined by the Board from time to time. An option or performance right is a right, subject to the satisfaction of the applicable vesting conditions and exercise conditions, to subscribe for a share in the Company.

If persons become entitled to participate in the LTIP and their participation requires approval under Chapter 10 of the ASX listing rules, they will not participate in the LTIP until that shareholder approval is received.

8. Service agreements

8.1 Executive Chairman and Managing Director

Bell Financial entered into service agreements with its Executive Chairman, Colin Bell, and its Managing Director, Alastair Provan, effective from listing in December 2007. These agreements set out the terms of each appointment, including responsibilities, duties, rights and remuneration.

A summary of the remuneration packages including benefits under the short-term and long-term incentive plans for each of Mr Bell and Mr Provan is set out in the KMP remuneration table in Section 8.4 below.

Bell Financial may terminate either service agreement on 12 months' notice, or immediately for cause. If either agreement is terminated on 12 months' notice, Bell Financial has agreed to vest early any unvested options under the LTIP and to allow their early exercise. Mr Bell and Mr Provan may terminate their respective service agreements on six months' notice. Mr Bell and Mr Provan have entered into non-competition covenants with Bell Financial, which operate for six months from termination of their respective service agreements.

8.2 Executives

All key executives are permanent employees of Bell Financial. Each executive has an employment contract with no fixed end date. Any executive may resign from their position by giving four weeks' written notice. The Company may terminate an employment contract by providing written notice and making payment in lieu of notice in accordance with the Company's termination policies. The Company may terminate an employment contract at any time for serious misconduct.

8.3 Non-Executive Directors

On appointment to the Board, all the Non-Executive Directors (Mr Coleman, Mr Cubbin, Mr Wilson and Ms Shanahan) were provided with a letter of appointment setting out the terms of the appointment, including responsibilities, duties, rights and remuneration, relevant to the office of Director. A summary of the annual remuneration package for those Directors is in the following section of this report.

Name	Directors' Fees $	Superannuation $	Total $
Craig Coleman	91,324	8,676	100,000
Brian Wilson	91,324	8,676	100,000
Graham Cubbin	91,324	8,676	100,000
Brenda Shanahan	91,324	8,676	100,000

REMUNERATION REPORT (AUDITED) CONTINUED

8. Service agreements CONTINUED

8.4 KMP remuneration

Details of the remuneration of each KMP are tabled below.

		Short-term			
		Salary and Fees $	STI Cash Bonus $	Non-monetary Benefits $	Total $
Directors					
Executive Directors					
Colin Bell, Executive Chairman[1]	**2016**	**597,756**	**-**	**-**	**597,756**
	2015	597,919	-	-	597,919
Alastair Provan, Managing Director[1]	**2016**	**524,813**	**-**	**-**	**524,813**
	2015	525,229	-	-	525,229
Non-Executive Directors					
Craig Coleman	**2016**	**91,324**	**-**	**-**	**91,324**
	2015	91,324	-	-	91,324
Graham Cubbin	**2016**	**91,324**	**-**	**-**	**91,324**
	2015	91,324	-	-	91,324
Brian Wilson	**2016**	**91,324**	**-**	**-**	**91,324**
	2015	91,324	-	-	91,324
Brenda Shanahan	**2016**	**91,324**	**-**	**-**	**91,324**
	2015	91,324	-	-	91,324
Total compensation: Directors (consolidated)	**2016**	**1,487,865**	**-**	**-**	**1,487,865**
	2015	1,488,444	-	-	1,488,444
Senior Executives					
Lewis Bell, Head of Compliance	**2016**	**370,040**	**-**	**-**	**370,040**
	2015	370,456	-	-	370,456
Andrew Bell, Executive Director of Bell Potter Securities	**2016**	**477,341**	**-**	**-**	**477,341**
	2015	473,720	-	-	473,720
Dean Davenport, Chief Financial Officer	**2016**	**330,538**	**125,000**	**-**	**455,538**
	2015	330,954	125,000	-	455,954
Rowan Fell, Director – Investment Services	**2016**	**289,396**	**363,213**	**-**	**652,609**
	2015	292,496	407,205	-	699,701
Total compensation: Executives (consolidated)	**2016**	**1,467,315**	**488,213**	**-**	**1,955,528**
	2015	1,467,626	532,205	-	1,999,831

1. Mr Bell and Mr Provan volunteered to forego any discretionary annual cash bonus in 2015 and 2016.
2. Voluntary super contributions above the minimum legislative requirements are classified as post-employment benefits.

Post-employment			Share-based Payments			
Superannuation Benefits[2] $	Other Long-term $	Termination Benefits $	Total Amortisation Value of LTI Options $	Total $	Proportion of Remuneration Performance Related %	Value of Options as Proportion of Remuneration %
22,244	**-**	**-**	**-**	**620,000**	**0**	**0**
22,081	-	-	-	620,000	0	0
19,462	**-**	**-**	**-**	**544,275**	**0**	**0**
19,046	-	-	-	544,275	0	0
8,676	**-**	**-**	**-**	**100,000**	**0**	**0**
8,676	-	-	-	100,000	0	0
8,676	**-**	**-**	**-**	**100,000**	**0**	**0**
8,676	-	-	-	100,000	0	0
8,676	**-**	**-**	**-**	**100,000**	**0**	**0**
8,676	-	-	-	100,000	0	0
8,676	**-**	**-**	**-**	**100,000**	**0**	**0**
8,676	-	-	-	100,000	0	0
76,410	**-**	**-**	**-**	**1,564,275**	**0**	**0**
75,831	-	-	-	1,564,275	0	0
19,462	**-**	**-**	**-**	**389,502**	**0**	**0**
19,046	-	-	-	389,502	0	0
35,383	**-**	**-**	**-**	**512,724**	**100**	**0**
58,616	-	-	-	532,336	100	0
19,462	**-**	**-**	**4,539**	**479,539**	**26**	**1**
19,046	-	-	11,182	486,182	26	2
40,604	**-**	**-**	**2,269**	**695,482**	**52**	**0**
37,504	-	-	5,591	742,796	55	1
114,911	**-**	**-**	**6,808**	**2,077,247**	**24**	**0**
134,212	-	-	16,773	2,150,816	47	1

REMUNERATION REPORT (AUDITED) CONTINUED

8. Service agreements CONTINUED

8.5 KMP remuneration (Group)

Notes in relation to KMP remuneration table

(a) For Executive KMP, the short-term incentive bonus is for performance during the financial year ended 31 December 2016 using the criteria set out in Section 6 of the Remuneration Report.

(b) Options were issued to Dean Davenport and Rowan Fell in May 2013. The fair value of the options is calculated at the date of grant using an option pricing model and allocated to each reporting period evenly over the period from grant date to vesting date. The value disclosed is the portion of the fair value of the options recognised in this reporting period. In valuing the options, market conditions have been taken into account.

The following factors and assumptions were used in determining the fair value of options on grant date:

Grant Date	Option Vesting Date	Fair Value Per Option	Exercise Price	Price of Shares on Grant Date	Expected Volatility	Risk-free Interest Rate	Dividend Yield
28 May 2013	28 May 2016[1]	$0.08386	$0.80[2]	$0.55	45.76%	2.62%	2.0%

1. Options can be exercised for a period of up to 12 months from exercise date.
2. Represents exercise price at grant.

Equity instruments

All options refer to options over ordinary shares in Bell Financial, which are exercisable on a one-for-one basis under the LTIP.

9. Options granted as compensation

No options were granted over shares in the Company as compensation to any KMP in 2016. All existing options vested for KMP but none were exercised during the reporting period.

9.1 Modification of terms of equity-settled share-based payment transactions

No terms of equity-settled share-based payment transactions (including options granted to KMP) have been altered or modified by the issuing entity during the reporting period.

9.2 Exercise of options granted as compensation

Following the vesting date on the accelerated vesting of an option, the vested option may be exercised by the executive subject to any exercise conditions and the payment of the exercise price (if any), and the executive will then be allocated or issued shares on one-for-one basis.

No options granted as compensation were exercised during the period.

9.3 Analysis of options granted as compensation

Details of the vesting profile of the options granted as remuneration to each KMP of the Company are detailed below.

	Options Granted		% Vested in Year	Financial Years in which Grant Vests
Executive Directors	**Number**	**Date**		
Colin Bell	-	-	-	-
Alastair Provan	-	-	-	-
Non-Executive Directors				
Graham Cubbin	-	-	-	-
Brenda Shanahan	-	-	-	-
Brian Wilson	-	-	-	-
Craig Coleman	-	-	-	-
Senior Executives				
Lewis Bell	-	-	-	-
Andrew Bell	-	-	-	-
Dean Davenport	400,000	28 May 2013	100%	28 May 2016
Rowan Fell	200,000	28 May 2013	100%	28 May 2016

9.4 Analysis of movements in options

There was no movement in options during the year.

9.5 Unissued shares under options

At the date of this report, unissued ordinary shares of the Company granted to Directors and employees under option are:

Expiry Date	Exercise Price	Number of Options
28 May 2017	$0.80	19,550,000

All options expire on the earlier of termination date or expiry date.

LEAD AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration is set out on page 18 and forms part of the Directors' Report for the financial year ended 31 December 2016.

ROUNDING OF AMOUNTS

Bell Financial is an entity to which the *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* applies. Amounts in this report have been rounded off in accordance with that instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

This report is made on 22 February 2017 in accordance with a resolution of the Directors.

Colin Bell

Colin Bell
Executive Chairman
22 February 2017

LEAD AUDITOR'S INDEPENDENCE DECLARATION

For the year ended 31 December 2016

KPMG

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Bell Financial Group Ltd

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 31 December 2016 there have been:

(i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

KPMG

Dean M Waters

Partner

Melbourne

22 February 2017

KPMG, an Australian partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International, a Swiss entity.

Liability limited by a scheme approved under Profession Standards Legislation.

STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2016

	Note	Consolidated 2016 $'000	2015 $'000
Rendering of services	6	**169,359**	162,891
Finance income	9	**14,445**	13,399
Net fair value gains/losses	7	**2,124**	674
Other income	8	**815**	791
Total revenue		**186,743**	177,755
Employee expenses	10	**(115,482)**	(110,185)
Depreciation and amortisation expenses	15, 16	**(1,346)**	(1,109)
Occupancy expenses		**(11,470)**	(11,689)
Systems and communication expenses		**(16,691)**	(15,522)
Professional expenses		**(2,348)**	(2,953)
Finance expenses	9	**(4,204)**	(4,145)
Other expenses		**(10,027)**	(9,314)
Total expenses		**(161,568)**	(154,917)
Profit/(loss) before income tax		**25,175**	22,838
Income tax expense	11	**(8,270)**	(6,439)
Profit/(loss) for the year		**16,905**	16,399
Attributable to:			
Equity holders of the Company		**16,378**	15,850
Non-controlling interests		**527**	549
Profit/(loss) for the year		**16,905**	16,399
Earnings per share:		**Cents**	Cents
Basic earnings per share (AUD)	28	**6.2**	6.2
Diluted earnings per share (AUD)	28	**6.2**	6.2

The notes on pages 24 to 60 are an integral part of these Consolidated Financial Statements.

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2016

	Consolidated	
	2016 $'000	**2015 $'000**
Profit/(loss) for the year	**16,905**	16,399
Other comprehensive income		
Items that may be classified to profit or loss		
Change in fair value of cash flow hedge	**(31)**	43
Foreign operations – foreign currency translation differences	**(81)**	280
Other comprehensive income for the year, net of tax	**(112)**	323
Total comprehensive income for the year	**16,793**	16,722
Attributable to:		
Equity holders of the Company	**16,266**	16,173
Non-controlling interests	**527**	549
Total comprehensive income for the year	**16,793**	16,722

Other movements in equity arising from transactions with owners are set out in Note 26.

The notes on pages 24 to 60 are an integral part of these Consolidated Financial Statements.

STATEMENT OF FINANCIAL POSITION

As at 31 December 2016

	Note	Consolidated 2016 $'000	2015 $'000
Assets			
Cash and cash equivalents	12	**189,830**	112,333
Trade and other receivables	13	**71,358**	170,313
Prepayments		**685**	586
Financial assets	14	**3,015**	2,120
Loans and advances	19	**227,398**	234,519
Deferred tax assets	18	**9,604**	10,065
Property, plant and equipment	15	**745**	894
Goodwill	16	**130,413**	130,413
Intangible assets	16	**7,076**	5,423
Total assets		**640,124**	666,666
Liabilities			
Trade and other payables	20	**131,280**	219,786
Deposits and borrowings	21	**288,967**	228,094
Current tax liabilities	22	**725**	2,265
Derivatives	30	**48**	17
Employee benefits	24	**22,986**	25,721
Provisions	23	**750**	550
Total liabilities		**444,756**	476,433
Net assets		**195,368**	190,233
Equity			
Contributed equity	26	**167,886**	167,886
Other equity		**1,806**	1,806
Reserves	26	**699**	(33)
Non-controlling interests	26	**5,018**	4,491
Retained earnings	26	**19,959**	16,083
Total equity attributable to equity holders of the Company		**195,368**	190,233

The notes on pages 24 to 60 are an integral part of these Consolidated Financial Statements.

STATEMENT OF CHANGES IN EQUITY

Statement of Changes in Equity	Share Capital $'000	Other Equity $'000	Treasury Shares Reserve $'000	Share-based Payments Reserve $'000	Cash Flow Hedge Reserve $'000	Foreign Currency Reserve $'000	Non-controlling Interests $'000	Retained Earnings $'000	Total Equity $'000
Balance at 1 January 2015	**164,284**	**1,806**	**(1,940)**	**1,120**	**(60)**	**330**	**4,478**	**12,247**	**182,265**
Total comprehensive income									
Profit/(loss) for the year	-	-	-	-	-	-	-	16,399	16,399
Other comprehensive income									
Change in fair value of cash flow hedges	-	-	-	-	43	-	-	-	43
Translation of foreign currency reserve	-	-	-	-	-	280	-	-	280
Total other comprehensive income	-	-	-	-	43	280	-	-	323
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**43**	**280**	**-**	**16,399**	**16,722**
Transactions with owners, directly in equity									
Increase/(decrease) in non-controlling interests	-	-	-	-	-	-	(536)	-	(536)
Acquisition of NCI without a change in control	-	-	-	-	-	-	-	(3,066)	(3,066)
Increase/(decrease) in share capital	3,602	-	-	-	-	-	-	-	3,602
Transfer of retained earnings	-	-	-	-	-	-	549	(549)	-
Share-based payments	-	-	-	647	-	-	-	-	647
Purchase of treasury shares	-	-	(453)	-	-	-	-	-	(453)
Employee share awards exercised	-	-	120	(120)	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	(8,948)	(8,948)
Balance at 31 December 2015	**167,886**	**1,806**	**(2,273)**	**1,647**	**(17)**	**610**	**4,491**	**16,083**	**190,233**
Balance at 1 January 2016	**167,886**	**1,806**	**(2,273)**	**1,647**	**(17)**	**610**	**4,491**	**16,083**	**190,233**
Total comprehensive income									
Profit/(loss) for the year	-	-	-	-	-	-	-	16,905	16,905
Other comprehensive income									
Change in fair value of cash flow hedges	-	-	-	-	(31)	-	-	-	(31)
Translation of foreign currency reserve	-	-	-	-	-	(81)	-	-	(81)
Total other comprehensive income	-	-	-	-	(31)	(81)	-	-	(112)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**(31)**	**(81)**	**-**	**16,905**	**16,793**
Transactions with owners, directly in equity									
Transfer of retained earnings	-	-	-	-	-	-	527	(527)	-
Share-based payments	-	-	-	844	-	-	-	-	844
Purchase of treasury shares	-	-	-	-	-	-	-	-	-
Employee share awards exercised	-	-	167	(167)	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	(12,502)	(12,502)
Balance at 31 December 2016	**167,886**	**1,806**	**(2,106)**	**2,324**	**(48)**	**529**	**5,018**	**19,959**	**195,368**

The notes on pages 24 to 60 are an integral part of these Consolidated Financial Statements.

STATEMENT OF CASH FLOWS

For the year ended 31 December 2016

	Note	Consolidated 2016 $'000	Consolidated 2015 $'000
Cash flows from/(used in) operating activities			
Cash receipts from customers and clients		**278,635**	246,188
Cash paid to suppliers and employees		**(258,617)**	(258,028)
Cash generated from operations*		**20,018**	(11,840)
Dividends received		**2**	3
Interest received		**14,478**	13,380
Interest paid		**(4,204)**	(4,145)
Income taxes paid		**(9,364)**	(6,145)
Net cash from operating activities	25	**20,930**	(8,747)
Cash flows from/(used in) investing activities			
Net proceeds from sale of investments		**1,496**	1,157
Acquisition of property, plant and equipment		**(189)**	(100)
Proceeds of property, plant and equipment		**-**	-
Acquisition of other investments		**(232)**	(2,287)
Net cash from/(used in) investing activities		**1,075**	(1,230)
Cash flows from/(used in) financing activities			
Dividends paid		**(12,502)**	(8,948)
On market share purchases		**-**	(453)
Bell Potter Capital (margin lending)			
Deposits/(withdrawals) from client cash balances		**121,873**	5,308
(Drawdown)/repayment of margin loans		**7,121**	(63,136)
Drawdown/(repayment) of borrowings		**(61,000)**	46,000
Net cash from/(used in) financing activities		**55,492**	(21,229)
Net increase/(decrease) in cash and cash equivalents		**77,497**	(31,206)
Cash and cash equivalents at 1 January		**112,333**	143,539
Cash and cash equivalents at 31 December	12, 25	**189,830**	112,333

The notes on pages 24 to 60 are an integral part of these Consolidated Financial Statements.

* 'Cash generated from operations' includes Group cash reserves and client balances. Refer to Note 12 for further information on cash and cash equivalents.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2016

Bell Financial Group Ltd ('Bell Financial' or the 'Company') is domiciled in Australia. The address of the Company's registered office is Level 29, 101 Collins Street, Melbourne, VIC. The Consolidated Financial Statements of the Company comprise the Company, and its controlled entities (the 'Group' or 'Consolidated Entity'). The Group is a for-profit entity.

1. SIGNIFICANT ACCOUNTING POLICIES

Set out below is a summary of significant accounting policies adopted by the Company and its subsidiaries in the preparation of the Consolidated Financial Statements.

(a) Basis of preparation

Statement of compliance

The financial report is a general purpose financial report prepared in accordance with Australian Accounting Standards (AASBs) (including Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. The consolidated financial report of the Group and the financial report of the Company comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board (IASB).

The Financial Statements were approved by the Board of Directors on 22 February 2017.

The accounting policies set out below, except as noted, have been applied consistently to all periods presented in these Consolidated Financial Statements, and have been consistently applied by all entities within the consolidated entity.

Basis of measurement

These Consolidated Financial Statements have been prepared under the historical cost convention, except for financial assets and liabilities (including derivative instruments) at fair value through the profit or loss.

Functional and presentation currency

These Consolidated Financial Statements are presented in Australian dollars, which is the Company's functional currency and the functional currency of the majority of the Group. The Company is of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instruments 2016/191* and in accordance with that Instrument, all financial information presented in Australian dollars has been rounded to the nearest thousand dollars unless otherwise stated.

Removal of parent entity financial statements

The Group has applied amendments to the *Corporations Act 2001* that remove the requirement for the Group to lodge parent entity financial statements. Parent entity financial statements have been replaced by the specific parent entity disclosures in Note 32.

(b) Principles of consolidation

Business combinations

The Group has adopted revised AASB 3 *Business Combinations (2008)* and amended AASB 127 *Consolidated and Separate Financial Statements (2008)* for business combinations occurring in the financial year starting 1 January 2009. All business combinations occurring before this date are accounted for by applying the acquisition method.

Subsidiaries

Subsidiaries are all entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Consolidated Financial Statements from the date that control commenced until the date that control ceases. All controlled entities have a 31 December balance date.

Intra-group balances, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the Consolidated Financial Statements.

Non-controlling interest (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(c) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Group and the revenue can be reliably measured. The following specific criteria must also be met before revenue can be recognised.

Rendering of services

Revenue arising from brokerage, commissions, fee income and corporate finance transactions are recognised by the Group on an accruals basis as and when services have been provided. Provision is made for uncollectible debts arising from such services.

Interest income

Interest income is recognised as it accrues using the effective interest rate method.

Dividend income

Dividends are brought to account as revenue when the right to receive the payment is established.

(d) Statement of Cash Flows

The Statement of Cash Flows is prepared on the basis of net cash flows in relation to settlement of trades. This is consistent with the Group's revenue recognition policy whereby the entity acts as an agent and receives and pays funds on behalf of its clients, however, only recognises as revenue the Group's entitlement to brokerage commission. For the purpose of the Statement of Cash Flows, cash and cash equivalents comprise cash at bank and on hand, investments in money market instruments maturing within less than 14 days (net of bank overdrafts) and short-term deposits with an original maturity of three months or less. It is important to note that the Statement of Financial Position discloses trade debtors and payables that represent net client accounts being the accumulation of gross trading.

(e) Income tax

Income tax expense or benefit for the period comprises current and deferred tax. Income tax is recognised in the Statement of Profit or Loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year using tax rates enacted or substantially enacted at the balance sheet date, and any adjustments to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Tax consolidation

Effective 1 January 2003, the Company elected to apply the tax consolidation legislation. All current tax amounts relating to the Group have been assumed by the head entity of the tax-consolidated group, Bell Financial Group. Deferred tax amounts in relation to temporary differences are allocated as if each entity continued to be a taxable entity in its own right.

(f) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables are stated with the amount of GST excluded. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis. The GST components of cash flows arising from investing and financing activities that are recoverable from, or payable to, the ATO are classified as operating cash flows.

(g) Cash and cash equivalents

Cash and cash equivalents comprise cash balances, investments in money market instruments maturing within less than 14 days and short-term deposits with original maturity of less than three months. Bank overdrafts that are repayable on demand are included as a component of cash and cash equivalents for the purpose of the Statement of Cash Flows. Cash held in trust for clients (refer to Note 12) is included as cash and cash equivalents and is included within trade and other payables.

(h) Derivatives

Derivative financial instruments are contracts whose value is derived from one or more underlying price indices or other variables. They include swaps, forward rate agreements, options or a combination of all three.

Certain derivative instruments are held for trading for the purpose of making short-term gains. These derivatives do not qualify for hedge accounting. The right to receive options arising from the provision of services to corporate fee clients are valued using the Black Scholes model. On disposal of options any realised gains/losses are taken to the Statement of Profit or Loss. Derivatives are recognised initially at fair value and attributable transaction costs are recognised in profit or loss when incurred.

1. SIGNIFICANT ACCOUNTING POLICIES CONTINUED

(h) Derivatives CONTINUED

Derivative financial instruments are also used for hedging purposes to mitigate the Group's exposure to interest rate risk. Derivative financial instruments are recognised initially at fair value. Where the derivative is designated effective as a hedging instrument, the timing of the recognition of any resultant gain or loss is dependent on the hedging designation. The Group designated interest rate swaps as cash flow hedges during the period. Details of the hedging instruments are outlined below:

Cash flow hedges

Changes in the fair value of cash flow hedges are recognised directly in equity to the extent that the hedges are effective. To the extent hedges are ineffective, changes in the fair value are recognised in the profit or loss. Hedge effectiveness is tested at each reporting date and is calculated using the dollar offset method. Effectiveness will be assessed on a cumulative basis by calculating the change in fair value of the interest rate swap as a percentage of the change in fair value of the designated hedge item. If the ratio change in the fair value is within the 80–125% range, a hedge is deemed to be effective.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, the hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in equity remains there until the forecast transaction occurs.

(i) Impairment of assets

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An impairment loss, with the exception of goodwill, is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in profit or loss.

(j) Trade and other receivables

Trade debtors to be settled within two trading days are carried at amounts due. Term debtors are carried at the amount due. The collectability of debts is assessed at balance date and specific provision is made for any doubtful accounts.

(k) Trade and other payables

Liabilities for trade creditors and other amounts are carried at cost, which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the parent entity or Group. Trade accounts payable are normally settled within 60 days.

(l) Leased assets

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are operating leases and are not recognised on the Group's Statement of Financial Position.

(m) Borrowing costs

Borrowing costs are recognised as expenses in the period in which they are incurred.

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

(o) Deposits and borrowings

All deposits and borrowings are recognised at cost, being the fair value of the consideration received net of issue costs associated with the borrowings.

(p) Goodwill and intangible assets

Goodwill

Goodwill on acquisition is initially measured at cost being the excess of the costs of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities.

Following initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount is impaired. An impairment loss in respect to goodwill is not reversed.

Other intangible assets

Research and development

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Customer lists

Customer lists that are acquired by the Group, which have finite lives, are measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised in the profit or loss on a straight-line basis over the estimated useful lives of intangible assets. The estimated useful lives are as follows:

	2016	2015
Software	**10 years**	10 years
Customer list	**10 years**	10 years

(q) Financial instruments

All investments are initially recognised at fair value of the consideration given, plus directly attributable transaction costs. Subsequent to initial recognition, investments that are classified as financial assets are measured as described below.

Fair value measurement

AASB 13 *Fair Value Measurement* that establishes a single framework for measuring fair value and making disclosures about fair value measurements when such measurements are required or permitted by other AASBs. It unifies the definition of fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It replaces and expands the disclosure requirements about fair value measurements in other AASBs, including AASB 7 *Financial Instruments Disclosures*.

Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management and within the requirements of AASB 139 *Recognition and Measurement of Financial Instruments*. Realised and unrealised gains and losses arising from changes in the fair value of these assets are included in the profit or loss in the period in which they arise.

Loans and advances

All loans and advances are recognised at amortised cost. Impairment assessments are performed at least at each reporting date and impairment is reviewed on each individual loan. Impairment provisions are raised if the recoverable amount is less than the carrying value of the loan. Loans are secured by holding equities as collateral.

Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

Dividends

Dividends are recognised as a liability in the period in which they are declared, being appropriately authorised and no longer at the discretion of the Company.

Treasury shares

When share capital recognised as equity is repurchased, the amount of the consideration paid is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve until sold or reissued.

(r) Property, plant and equipment

Property, plant and equipment is included at cost less accumulated depreciation and any impairment in value. All property, plant and equipment is depreciated over its estimated useful life, commencing from the time assets are held ready for use.

Items of property, plant and equipment are depreciated/amortised using the straight-line method over their estimated useful lives. The depreciation rates for each class of asset are as follows:

	2016	2015
Leasehold improvements	**20–25%**	20–25%
Office equipment	**20–50%**	20–50%
Furniture and fittings	**20–50%**	20–50%

1. SIGNIFICANT ACCOUNTING POLICIES CONTINUED

(s) Employee entitlements

Wages, salaries and annual leave

The provisions for entitlements to wages, salaries and annual leave expected to be settled within 12 months of reporting date represent the amounts that the Group has a present obligation to pay resulting from employees' services provided up to reporting date.

Long-service leave

The provision for salaried employee entitlements to long-service leave represents the present value of the estimated future cash outflows to be made resulting from employees' service provided up to reporting date. Liabilities for employee entitlements that are not expected to be settled within 12 months are discounted using the rates attaching to national government securities at balance date that most closely match the terms of maturity of the related liabilities.

In determining the liability for employee entitlements, consideration has been given to future increases in wage and salary rates and experience with staff departures. Related on-costs have also been included in the liability.

Bonuses

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past performance that has created a constructive obligation.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee expense in profit or loss when they are due.

Share-based payments

The Company has adopted a number of share-based equity incentive plans in which employees and Directors participate. The grant date fair value of shares expected to be issued under the various equity incentive plans, including options, granted to employees and Directors is recognised as an employee expense, with a corresponding increase in equity over the period in which the employees become unconditionally entitled to the shares.

The fair value of options at grant date is independently determined using the Black Scholes option pricing model that takes into account the exercise price, the vesting period, the vesting and performance criteria, the impact of dilution, the share price at grant date and the expected price volatility of the underlying share and the risk-free interest rate for the vesting period.

(t) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares.

Basic earnings per share

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares and share options granted to employees and Directors.

(u) Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Group at exchange rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the foreign exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on available-for-sale equity instruments that are recognised directly in equity.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into Australian dollars at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into Australian dollars at the exchange rates at the dates of the transactions. Foreign currency differences are recognised in OCI and accumulated in the translation reserve, except to the extent that the translation difference is allocated to NCI.

(v) Segment reporting

The Group determines and presents operating segments based on the information that is internally provided to the Chief Decision Makers in accordance with AASB 8 *Operating Segments*.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's results are reviewed regularly by management to make decisions about resources to be allocated to the segment and assess its performance. Segment results that are reported to management include items directly attributable to a segment as well as to those that can be allocated on a reasonable basis.

(w) New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2016, and have not been applied in preparing these Consolidated Financial Statements. Those that may be relevant to the Group are set out below. The Group does not plan to adopt these standards early.

AASB 9 Financial Instruments (December 2014) and AASB 2014-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2014)

The new standard includes revised guidance on the classification and measurement of financial assets, including a new expected credit loss model for calculating impairment, and supplements the new general hedge accounting requirements previously published. It supersedes AASB 9 (issued in December 2009 – as amended) and AASB 9 (issued in December 2014). AASB 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted. The Group has assessed the potential impact on its Consolidated Financial Statements resulting from the application of AASB 9 and does not expect a material impact on the Consolidated Financial Statements.

AASB 15 Revenue from contracts with customers

AASB 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including IAS 18 *Revenue*, IAS 11 *Construction Contracts* and IFRIC 13 *Customer Loyalty Programmes*. AASB 15 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted. The Group has assessed the potential impact on its Consolidated Financial Statements resulting from the application of AASB 15 and does not expect a material impact on the Consolidated Financial Statements.

AASB 16 Leases

AASB 16 *Leases* introduces a single, on-balance sheet accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are optional exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases.

AASB 16 *Leases* replaces existing leases guidance including AASB 117 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives*, and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

The standard is effective for annual periods beginning on or after 1 January 2019. Early adoption is permitted for entities that apply AASB 15 *Revenue from Contracts with Customers* at or before the initial date of initial application of AASB 16. The Group has assessed the potential impact on its Consolidated Financial Statements resulting from the application of AASB 16 and whilst there will be an impact on certain line items of the Consolidated Financial Statements, the Group does not expect there to be a material impact to the profit or net assets of the Group.

2. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

In applying the Group's accounting policies, management continually evaluates judgements, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. All judgements, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management and are reviewed on an ongoing basis. Actual results may differ from the judgements, estimates and assumptions. Significant judgements, estimates and assumptions made by management in the preparation of these Financial Statements are outlined below:

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable that future taxable profits will be available to utilise those temporary differences. (Refer to Note 18.)

Impairment of loans and advances

The Company assesses impairment of all loans at each reporting date by evaluating any issues particular to an asset that may lead to impairment. In the Directors' opinion, no such impairment exists beyond that provided at 31 December 2016. (Refer to Note 19.)

Long-service leave provisions

The liability for long-service leave is recognised and measured as the present value of the estimated future cash flows to be made in respect of all employees at balance date. In determining the present value of a liability, attrition rates and pay increases through promotion and inflation have been taken into account. A discount rate equal to the government bond rate has been used in determining the present value of the obligation. (Refer to Note 24.)

Legal provision

As at 31 December 2016, a provision has been accrued to reflect potential claims. In the Directors' opinion, the provision is appropriate to cover losses that are quantifiable or measurable at 31 December 2016. (Refer to Note 23.)

Intangible assets

The customer lists acquired have been valued using the net present value of the unlevered free cash flow from each business' client list and software development costs incurred are initially measured at cost and are amortised over the useful life. These valuations are outlined below:

Bell Foreign Exchange and Futures business

The amortisation period for the acquired intangible assets of the Foreign Exchange and Futures business is deemed to be 10 years. This was determined by analysing the average length of the relationship clients have with the business.

2. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS CONTINUED

Intangible assets CONTINUED

Development costs

Amortisation period for the incurred intangible asset development costs is deemed to be 10 years. This was determined by assessing the average length of the useful life of the assets.

Impairment of goodwill

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. For the purpose of impairment testing, goodwill is allocated to Retail and Wholesale, which represents the lowest level at which it is monitored for internal management purposes.

The recoverable amount of the business to which each goodwill component is allocated to a cash-generating unit is estimated based on its value in use and is determined by discounting the future cash flows generated from continuing use. At 31 December 2016, goodwill allocated to the cash-generating units was $57.5 million for Retail and $72.9 million for the Wholesale segment.

Key assumptions used in discounted cash flow projections

The assumptions used for determining the recoverable amount are based on past experience and expectations for the future. Projected cash flows for each group of cash-generating units are discounted using an appropriate discount rate and a terminal value multiple is applied.

The following assumptions have been used in determining the recoverable amount of all segments:

Discount rates

A range of discount rates was used with 11% being the mid-point of the range. The discount rate is a post-tax measure based on the risk-free rate, adjusted for a risk premium to reflect both the increased risk of investing in equities and the systematic risk of the specific business.

Terminal value multiple

A range of terminal value multiples was used with seven times representing the mid-point of the range. The multiples were applied to extrapolate the discounted future maintainable after-tax cash flows beyond the five-year forecast period.

Brokerage revenue

An improvement in average brokerage revenue from current levels in both the Wholesale and Retail businesses.

Corporate fee income

Corporate fee income maintained at current levels.

Sensitivity analysis

As at 31 December 2016, the recoverable amounts for the Retail and Wholesale segments exceed the carrying values. The recoverable amounts are sensitive to several key assumptions and a change in these assumptions could cause the carrying amounts to exceed the recoverable amounts. Using the mid-point range above, if brokerage and corporate fee revenue decreases by approximately 4.0% for Retail and 3.5% for Wholesale from the estimated amounts, the estimated recoverable amounts would be equal to the carrying amounts. If the discount rate increased to 14% for Retail and 12.8% for Wholesale, the estimated recoverable amounts would be equal to the carrying amounts. Further, if the terminal value multiple decreased to approximately 5.6 times for Retail and 6.2 times for Wholesale, the estimated recoverable amounts would be equal to the carrying amounts at that date.

3. FINANCIAL RISK MANAGEMENT

Overview

The Group's principal financial instruments comprise listed securities, derivatives, term deposits and cash. The Group has exposure to the following risks from its use of financial instruments:

- Market risk
- Credit risk
- Liquidity risk

Risk Management Framework

The Board of Directors has overall responsibility for the establishment and oversight of the Risk Management Framework. The Board has established the Group Risk and Audit Committee (GRAC), which is responsible for developing and monitoring risk management policies. The Committee reports regularly to the Board of Directors on its activities.

Risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The GRAC oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the Risk Management Framework in relation to the risks faced by the Group. Internal audit assists the GRAC in its oversight role. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the GRAC.

Market risk

Market risk is the risk that changes in market prices, such as interest rates, equity prices and foreign exchange rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control exposures within acceptable parameters, while optimising returns.

Equity price risk

All instruments are subject to the risk that future changes in market conditions may make an instrument less valuable. As trading instruments are valued with reference to the market or Black Scholes model, changes in equity prices directly affect reported income in each period. The Group continually monitors equity price movements to ensure the impact on the Group's activities is managed.

Interest rate risk

Interest rate risk arises from the potential for change in interest rates to have an adverse effect on the Group's net earnings. The Group continually monitors movements in interest rates and manages exposure accordingly.

The Board has also approved the use of derivatives in the form of interest rate swaps to mitigate its exposure to interest rate risk. Changes in the fair value and effectiveness of interest rate swaps (which are designated cash flow hedging instruments) are monitored on a six-monthly basis.

Currency risk

The Group is exposed to currency risk on monetary assets and liabilities held in a currency other than the respective functional currency of the Group. The Group ensures the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing this risk is to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity Risk Management Framework for the management of the Group's short, medium and long-term funding requirements. The Group manages liquidity by maintaining reserves, banking facilities and reserve borrowing facilities and by continuously monitoring forecast and actual cash flows and matching up maturity profiles of financial assets and liabilities.

With respect to the maturity of financial liabilities, the Group also:

- holds financial assets for which there is a liquid market and that they are readily saleable to meet liquidity needs; and
- has committed borrowing facilities or other lines of credit that it can access to meet liquidity needs.

Credit risk

Credit risk is the financial loss to the Group if a debtor or counterparty to a financial instrument fails to meet its contractual obligations.

Trade and other receivables

The credit risk for these accounts is that financial assets recognised on the balance sheet exceed their carrying amount, net of any provisions for doubtful debts. In relation to client debtors, the Group's credit risk concentration is minimised as transactions are settled on a delivery versus payment basis with a settlement regime of trade day plus two days.

Margin lending

Management monitors exposure to credit risk on an ongoing basis. The Group requires collateral in respect of margin loans made in the course of business. This collateral is generally in the form of the underlying security the margin loan is used to invest in. Loan-to-value ratios (LVRs) are assigned to determine the amounts of lending allowed against each security. Loans balances are reviewed daily and are subject to margin calls once the geared value falls 10% lower than the loan balance. Warnings are sent between 5% and 10%. The lender can also require the borrower to repay on demand part or all of the amount owing at any time, whether or not the borrower or any guarantor is in default.

Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Capital consists of ordinary shares and retained earnings of the Group. The Group is required to comply with certain capital and liquidity requirements imposed by regulators as a licensed broking firm. All capital requirements are monitored by the Board and the Group was in compliance with all requirements throughout the year.

Security arrangements

The ANZ Bank has a Registered Mortgage Debenture over the assets and undertakings of the Company.

4. DETERMINATION OF FAIR VALUES

A number of the Group's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined and disclosed based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Intangible assets

The fair value of intangible assets acquired in a business combination is based on the discounted cash flows expected to be derived from the assets.

Investments in equity

The fair values of financial assets at fair value through profit or loss are determined with reference to the quoted bid price, or if unquoted determined using a valuation model at reporting date.

Derivatives

The fair value of interest rate swaps is based on a mark-to-market model with reference to prevailing fixed and floating interest rates. These quotes are tested for reasonableness by discounting estimated future cash flows based on term to maturity of each contract and using market interest rates for a similar instrument at the measurement date.

The fair value of options is determined using the Black Scholes option pricing model.

Share-based payments

The fair value of employee stock options is determined using a Black Scholes model. Measurement inputs include share price, exercise price, volatility, weighted average expected life of the instrument, expected dividends and risk-free interest rate. Service and non-market conditions are not taken into account in determining fair value.

5. SEGMENT REPORTING

Business segments

The segments reported below are consistent with internal reporting provided to the Chief Decision Makers:

- Retail – equities, futures, foreign exchange, corporate fee income, portfolio administration services, margin lending and deposits; and
- Wholesale – equities and corporate fee income.

31 December 2016	Retail 2016 $'000	Wholesale 2016 $'000	Consolidated 2016 $'000
Revenue from operations	**146,238**	**40,505**	**186,743**
Profit/(loss) after tax	**8,913**	**7,992**	**16,905**
Segment assets	**560,401**	**79,723**	**640,124**
Total assets	**560,401**	**79,723**	**640,124**
Segment liabilities	**437,664**	**7,092**	**444,756**
Total liabilities	**437,664**	**7,092**	**444,756**
Other segment details			
Interest revenue	**14,445**	**-**	**14,445**
Interest expense	**(4,204)**	**-**	**(4,204)**
Depreciation/amortisation	**(1,294)**	**(52)**	**(1,346)**

31 December 2015	Retail 2015 $'000	Wholesale 2015 $'000	Consolidated 2015 $'000
Revenue from operations	132,000	45,755	177,755
Profit/(loss) after tax	6,908	9,491	16,399
Segment assets	586,682	79,984	666,666
Total assets	586,682	79,984	666,666
Segment liabilities	464,825	11,608	476,433
Total liabilities	464,825	11,608	476,433
Other segment details			
Interest revenue	13,399	-	13,399
Interest expense	(4,145)	-	(4,145)
Depreciation/amortisation	(1,072)	(37)	(1,109)

Geographical segments

The Group operates predominantly within Australia and has offices in Hong Kong and London.

6. RENDERING OF SERVICES

	Consolidated 2016 $'000	2015 $'000
Brokerage	**107,133**	97,903
Fee income	**41,992**	46,560
Trailing commissions	**8,668**	8,352
Portfolio administration fees	**10,394**	9,011
Other	**1,172**	1,065
	169,359	162,891

7. NET FAIR VALUE GAINS/(LOSSES)

	Consolidated 2016 $'000	2015 $'000
Dividends received	**2**	3
Profit/(loss) on financial assets held at fair value through profit or loss	**2,122**	671
	2,124	674

8. OTHER INCOME

	Consolidated 2016 $'000	2015 $'000
Sundry income	**815**	791
	815	791

9. FINANCE INCOME AND EXPENSES

	Consolidated 2016 $'000	2015 $'000
Interest income on bank deposits	**2,933**	2,822
Interest income on loans and advances	**11,512**	10,577
Total finance income	**14,445**	13,399
Bank interest expense	**(1,797)**	(1,857)
Interest expense on deposits	**(2,407)**	(2,288)
Total finance expense	**(4,204)**	(4,145)
Net finance income/(expense)	**10,241**	9,254

10. EMPLOYEE EXPENSES

	Consolidated 2016 $'000	2015 $'000
Wages and salaries	**(101,382)**	(96,628)
Superannuation	**(6,501)**	(6,359)
Payroll tax	**(5,398)**	(5,235)
Other employee expenses	**(1,357)**	(1,316)
Equity-settled share-based payments	**(844)**	(647)
	(115,482)	(110,185)

11. INCOME TAX EXPENSE

	Consolidated 2016 $'000	Consolidated 2015 $'000
Current tax expense		
Current period	**8,127**	7,349
Taxable loss/(income) not recognised/(utilised)	**47**	(391)
Adjustment for prior periods	**45**	27
	8,219	6,985
Deferred tax expense		
Recognition of previously unrecognised tax losses	**(88)**	-
Relating to origination and reversal of temporary differences	**139**	(546)
Total income tax expense/(benefit)	**8,270**	6,439

Numerical reconciliation between tax expense and pre-tax profit

	Consolidated 2016 %	Consolidated 2016 $'000	Consolidated 2015 %	Consolidated 2015 $'000
Accounting profit/(loss) before income tax		**25,175**		22,838
Income tax using the Company's domestic tax rate	**30.00**	**7,553**	30.00	6,851
Non-deductible expenses	**1.58**	**397**	0.59	134
Adjustments in respect of current income tax of previous year	**0.96**	**241**	0.12	27
Income tax credit not recognised/(utilised)	**0.31**	**79**	(2.51)	(573)
	32.85	**8,270**	28.20	6,439

Tax consolidation

Bell Financial Group Ltd and its wholly owned Australian controlled entities are a tax-consolidated group.

12. CASH AND CASH EQUIVALENTS

	Consolidated 2016 $'000	Consolidated 2015 $'000
Group cash reserves[1]		
Cash on hand	**12**	13
Cash at bank	**69,418**	59,650
	69,430	59,663
Margin lending cash		
Cash at bank	**64,003**	-
	64,003	-
Client cash		
Cash at bank (Trust account)	**39,226**	34,859
Segregated cash at bank (client)	**17,171**	17,811
	56,397	52,670
Cash and cash equivalents in the Statement of Cash Flows	**189,830**	112,333

Cash on hand and at bank earns interest at floating rates based on daily bank deposit rates.

Segregated cash and Trust bank balances earn interest at floating rates based on daily bank rates.

12. CASH AND CASH EQUIVALENTS CONTINUED

Segregated cash and Trust bank balances are client funds, and are not available for general use by the Group. A corresponding liability is recognised within trade and other payables (Note 20).

The Group's exposure to interest rate risk for financial assets and liabilities is disclosed in Note 30.

1. Group cash reserves – summary of key movements	**$'000**
Group cash – 1 January 2016	**59,663**
Profit (before tax)	**25,175**
Tax instalments paid	**(9,364)**
Dividend paid	**(12,502)**
Clearing house deposits released	**5,459**
Capitalised software development costs (net)	**(1,947)**
General Working Capital movement	**2,946**
Group cash – 31 December 2016	**69,430**

Movement in Group cash reflects:

- profit, offset by tax instalments paid and payment of the final 2015 and interim 2016 dividend; and
- deposits (house cash) released at clearing houses.

13. TRADE AND OTHER RECEIVABLES

	Consolidated	
	2016 $'000	**2015 $'000**
Trade debtors	**40,883**	142,779
Less: provision for impairment	**-**	-
	40,883	142,779
Clearing house deposits	**4,174**	9,668
Segregated deposits with clearing brokers	**22,311**	14,710
Less: provision for impairment	**-**	-
	26,485	24,378
Sundry debtors	**3,990**	3,156
	71,358	170,313

The movement for the allowance in impairment in respect of loans and receivables during the year was as follows:		
Balance at 1 January	**-**	-
Bad debts charged to profit or loss	**-**	-
Bad debts written off	**-**	-
Bad debts recovered	**-**	-
Balance at 31 December	**-**	-

14. FINANCIAL ASSETS

	Consolidated 2016 $'000	Consolidated 2015 $'000
Held at fair value through profit or loss		
Shares in listed corporations	**508**	1,812
Options held in listed corporations	**2,507**	308
	3,015	2,120

15. PROPERTY, PLANT AND EQUIPMENT

Consolidated 2016	Fixtures and Fittings $'000	Office Equipment $'000	Leasehold Improvements $'000	Total $'000
Cost				
Balance at 1 January 2015	**2,312**	**4,827**	**6,332**	**13,471**
Additions	**33**	**29**	**5**	**67**
Disposals	**(599)**	**(396)**	**-**	**(995)**
Effect of movements in exchange rates	**2**	**(6)**	**8**	**4**
Balance at 31 December 2015	**1,748**	**4,454**	**6,345**	**12,547**
Balance at 1 January 2016	**1,748**	**4,454**	**6,345**	**12,547**
Additions	**43**	**146**	**-**	**189**
Disposals	**-**	**-**	**-**	**-**
Effect of movements in exchange rates	**(15)**	**(8)**	**(22)**	**(45)**
Balance at 31 December 2016	**1,776**	**4,592**	**6,323**	**12,691**
Accumulated depreciation				
Balance at 1 January 2015	(1,988)	(4,381)	(5,844)	(12,213)
Additions	(77)	(199)	(124)	(400)
Disposals	579	385	-	964
Effect of movements in exchange rates	(1)	5	(8)	(4)
Balance at 31 December 2015	(1,487)	(4,190)	(5,976)	(11,653)
Balance at 1 January 2016	**(1,487)**	**(4,190)**	**(5,976)**	**(11,653)**
Additions	**(74)**	**(170)**	**(94)**	**(338)**
Disposals	**-**	**-**	**-**	**-**
Effect of movements in exchange rates	**15**	**8**	**22**	**45**
Balance at 31 December 2016	**(1,546)**	**(4,352)**	**(6,048)**	**(11,946)**
Carrying amount				
At 1 January 2015	324	446	488	1,258
At 31 December 2015	261	264	369	894
At 31 December 2016	**230**	**240**	**275**	**745**

16. GOODWILL AND INTANGIBLE ASSETS

Consolidated 2016	Goodwill $'000	Identifiable Intangibles $'000	Total $'000
Year ended 31 December 2016			
Balance at 1 January 2016	**130,413**	**5,423**	**135,836**
Additions	**-**	**2,661**	**2,661**
Amortisation	**-**	**(1,008)**	**(1,008)**
Impairment	**-**	**-**	**-**
Balance at 31 December 2016	**130,413**	**7,076**	**137,489**
Balance at 1 January 2016			
Cost (gross carrying amount)	**130,413**	**5,960**	**136,373**
Additions	**-**	**2,619**	**2,619**
Accumulated amortisation	**-**	**(3,156)**	**(3,156)**
Accumulated impairment	**-**	**-**	**-**
Net carrying amount	**130,413**	**5,423**	**135,836**
Balance at 31 December 2016			
Cost (gross carrying amount)	**130,413**	**8,579**	**138,992**
Additions	**-**	**2,661**	**2,661**
Accumulated amortisation	**-**	**(4,164)**	**(4,164)**
Accumulated impairment	**-**	**-**	**-**
Net carrying amount	**130,413**	**7,076**	**137,489**

Consolidated 2015	Goodwill $'000	Identifiable Intangibles $'000	Total $'000
Year ended 31 December 2015			
Balance at 1 January 2015	130,413	3,513	133,926
Additions	-	2,619	2,619
Amortisation	-	(709)	(709)
Impairment	-	-	-
Balance at 31 December 2015	130,413	5,423	135,836
Balance at 1 January 2015			
Cost (gross carrying amount)	130,413	4,300	134,713
Additions	-	1,660	1,660
Accumulated amortisation	-	(2,447)	(2,447)
Accumulated impairment	-	-	-
Net carrying amount	130,413	3,513	133,926
Balance at 31 December 2015			
Cost (gross carrying amount)	130,413	5,960	136,373
Additions	-	2,619	2,619
Accumulated amortisation	-	(3,156)	(3,156)
Accumulated impairment	-	-	-
Net carrying amount	130,413	5,423	135,836

17. NON-CONTROLLING INTEREST (NCI)

The following table summarises the information relating to each of the Group's subsidiaries that has material NCI, before any intra-group eliminations. In 2016, the non-controlling interest in Third Party Platform Pty Ltd was 43.37% (2015: 43.37%).

	Third Party Platform Pty Ltd	
	2016 $'000	**2015 $'000**
Assets	**55,517**	96,523
Liabilities	**(43,947)**	(86,167)
Net assets	**11,570**	10,356
Carrying amount of NCI	**5,018**	4,491
Revenue	**19,934**	15,654
Profit/(loss) after tax	**1,214**	1,173
Total comprehensive income	**1,214**	1,173
Profit allocated to NCI	**527**	549
Cash flows from operating activities	**2,120**	(381)
Cash flows from investing activities	**(176)**	(67)
Cash flows from financing activities	**-**	1,000
Net increase/(decrease) in cash and cash equivalents	**1,944**	552

In October 2015, the Group issued 7,663,431 fully paid ordinary shares as consideration for acquiring additional shares in Third Party Platform Pty Ltd, taking its ownership to 56.63% of Third Party Platform Pty Ltd.

18. DEFERRED TAX ASSETS AND LIABILITIES

The movement in deferred tax balances are as follows:

	Balance as at 1 January $'000	**Recognised in Profit or Loss $'000**	**Balance at 31 December $'000**
Consolidated 2016			
Property, plant and equipment	**24**	**(7)**	**17**
Employee benefits	**2,240**	**597**	**2,837**
Carry forward tax loss	**6,242**	**(322)**	**5,920**
Other items	**1,559**	**(729)**	**830**
	10,065	**(461)**	**9,604**

	Balance as at 1 January $'000	**Recognised in Profit or loss $'000**	**Balance at 31 December $'000**
Consolidated 2015			
Property, plant and equipment	49	(25)	24
Employee benefits	1,866	374	2,240
Carry forward tax loss	6,184	58	6,242
Other items	1,363	196	1,559
	9,462	603	10,065

Unrecognised deferred tax assets relating to tax losses at 31 December 2016: $98,000 (2015: $88,000).

Management has determined there is sufficient evidence that there will be profits available in future periods against which the tax losses will be utilised as set out in Note 2. The assessment was based on forward projections that indicate tax losses will be fully utilised against profits within a five-year period.

19. LOANS AND ADVANCES

	Consolidated 2016 $'000	Consolidated 2015 $'000
Margin lending	**227,398**	234,519
	227,398	234,519

Loans and advances are repayable on demand. There were no impaired, past due or renegotiated loans at 31 December 2016 (2015: nil).

There is significant turnover in loans and advances. Based on historical experience, the Group's expectation is all but approximately 5% of loans may be realised in the next 12 months (2015: 2%), with the balance being realised after 12 months. Refer to Note 30 for further detail on the margin lending loans.

20. TRADE AND OTHER PAYABLES

	Consolidated 2016 $'000	Consolidated 2015 $'000
Settlement obligations	**50,938**	147,931
Sundry creditors and accruals	**16,807**	13,627
Segregated client liabilities	**63,535**	58,228
	131,280	219,786

Settlement obligations are non-interest bearing and are normally settled on 2-day terms. Sundry creditors are normally settled on 60-day terms.

21. DEPOSITS AND BORROWINGS

This note provides information about the contractual terms of the Group's interest-bearing deposits and borrowings. For more information about the Group's exposure to interest rate and foreign currency risk, see Note 30.

	Consolidated 2016 $'000	Consolidated 2015 $'000
Deposits (cash account)[1]	**42,894**	151,029
Due to Bell Cash Trust[2]	**246,073**	16,065
Cash advance facility[3]	**-**	61,000
	288,967	228,094

1. Deposits relate to margin lending/cash account business (Bell Potter Capital), which are largely at call.
2. Represents funds held in the Bell Cash Trust which are held at call.
3. Represents drawn funds from the Bell Potter Capital cash advance facility of $100 million (2015: $100 million).

Interest rate risk exposures

Details of the Group's exposure to interest rate changes on borrowings are set out in Note 30.

Terms and debt repayment schedule

Terms and conditions of outstanding deposits and borrowings were as follows:

	Average Effective Interest Rate		2016		2015	
Consolidated	2016 %	2015 %	Face Value $'000	Carrying Amount $'000	Face Value $'000	Carrying Amount
Cash advance facility	**2.59**	2.72	**-**	**-**	61,000	61,000
Deposits (cash account)	**1.14**	1.39	**42,894**	**42,894**	151,029	151,029
Bell Cash Trust	**1.14**	1.39	**246,073**	**246,073**	16,065	16,065
			288,967	**288,967**	228,094	228,094

22. CURRENT TAX LIABILITIES

The current tax liability of the Group is $724,913 (2015: $2,264,690). This amount represents the amount of income taxes payable in respect of current and prior financial periods.

23. PROVISIONS

	Consolidated	
	2016 $'000	**2015 $'000**
Legal provision	**750**	550
	750	550
Balance at 1 January	**550**	150
Arising during the year:		
Legal/other	**310**	650
Utilised:		
Legal/other	**(110)**	(250)
Balance at 31 December	**750**	550

Legal provision

This amount represents a provision for certain legal claims brought against the Group. In the Directors' opinion, the provision is appropriate to cover losses that are quantifiable or measurable at 31 December 2016.

24. EMPLOYEE BENEFITS

	Consolidated	
	2016 $'000	**2015 $'000**
Salaries and wages accrued	**15,105**	18,597
Liability for annual leave	**4,428**	3,856
Total employee benefits	**19,533**	22,453
Liability for long-service leave	**3,453**	3,268
Total employee benefits	**22,986**	25,721

The present value of employee entitlements not expected to be settled within 12 months of balance date have been calculated using the following inputs or assumptions at the reporting date:

	Consolidated	
	2016	**2015**
Assumed rate of increase on wage/salaries	**5.5%**	5.5%
Discount rate	**2.0%**	2.8%
Settlement term (years)	**7**	7
Number of employees at year end	**659**	613

25. RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES

	Consolidated	
	2016 $'000	2015 $'000
Cash flows from operating activities		
Profit/(loss) after tax:	**16,905**	16,399
Adjustments for:		
Depreciation and amortisation	**1,346**	1,109
Net (gain)/loss on investments	**(2,158)**	(702)
Disposals of property, plant and equipment	**-**	64
Equity-settled share-based payments	**844**	647
	16,937	17,517
(Increase)/decrease client receivables	**99,789**	(104,732)
(Increase)/decrease other receivables	**(834)**	2,262
(Increase)/decrease other assets	**(99)**	125
(Increase)/decrease deferred tax assets	**461**	(605)
(Increase)/decrease intangibles	**(2,661)**	(2,619)
Increase/(decrease) client payables	**(92,008)**	71,732
Increase/(decrease) other payables	**3,420**	1,449
Increase/(decrease) current tax liabilities	**(1,540)**	899
Increase/(decrease) provisions	**(2,535)**	5,225
Net cash from operating activities	**20,930**	(8,747)

Reconciliation of cash

For the purpose of the cash flow statement, cash and cash equivalents comprise:

	Consolidated	
	2016 $'000	2015 $'000
Group cash reserves		
Cash on hand	**12**	13
Cash at bank	**69,418**	59,650
Short-term deposits	**-**	-
	69,430	59,663
Margin lending cash		
Cash at bank	**64,003**	-
	64,003	-
Client cash		
Cash at bank (Trust account)	**39,226**	34,859
Segregated cash at bank (client)	**17,171**	17,811
	56,397	52,670
	189,830	112,333

26. CAPITAL AND RESERVES

	Consolidated 2016 $'000	Consolidated 2015 $'000
Ordinary shares		
On issue at 1 January	**167,886**	164,284
Share issue	**-**	3,602
On issue at 31 December	**167,886**	167,886

Movements in ordinary share capital

Date	Detail	Number of Shares
1 January 2015	Opening balance	259,623,049
21 October 2015	Share issue	7,663,431
31 December 2015	**Balance**	**267,286,480**
1 January 2016	Opening balance	**267,286,480**
31 December 2016	**Balance**	**267,286,480**

Ordinary shares

On 21 October 2015, Bell Financial Group Ltd issued 7,663,431 fully paid ordinary shares as consideration for acquiring additional shares in Third Party Platform Pty Ltd, taking its ownership to 56.63% of Third Party Platform Pty Ltd.

The authorised capital of the Group is $167,885,511 representing 267,286,480 fully paid ordinary shares.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

All ordinary shares rank equally with regard to the Company's residual assets.

Treasury shares

As at 31 December 2016, there were 4,088,255 treasury shares outstanding (2015: 4,421,588).

Retained earnings

As at 31 December 2016, there were retained profits of $20 million (2015: $16.1 million).

Non-controlling interests

The non-controlling interests relate to ownership of Third Party Platform Pty Ltd at 43.37% (2015: 43.37%). Balance at 31 December 2016: $5 million (2015: $4.5 million).

26. CAPITAL AND RESERVES CONTINUED

Foreign currency reserve

The foreign currency reserve comprises any movements in the translation of foreign currency balances. Balance at 31 December 2016: $529,000 (2015: $610,000).

Cash flow hedging reserve

The cash flow hedging reserve comprises the effective portion of the cumulative net change in the fair value of the interest rate swap related to hedged transactions. Balance at 31 December 2016: $48,000 (2015: $17,000).

Share-based payments reserve

The share-based payments reserve arises on the grant of options, performance rights and deferred share rights to select employees under the Company's equity-based remuneration plans. Balance at 31 December 2016: $2.3 million (2015: $1.6 million).

Treasury shares reserve

The treasury shares reserve represents the cost of shares held by the Employee Share Trust that the Group is required to include in the Consolidated Financial Statements. Balance at 31 December 2016: $2.1 million (2015: $2.3 million).

27. DIVIDENDS

Dividends recognised in the current year by the Group are:

	Cents Per Share	Total Amount $'000	Franked/ Unfranked	Date of Payment
2016				
Interim 2016 ordinary dividend	**1.75**	**4,606**	**Franked**	**14 September 2016**
Final 2016 ordinary dividend	**-**	**-**	**-**	**-**
2015				
Interim 2015 ordinary dividend	1.5	3,828	Franked	14 September 2015
Final 2015 ordinary dividend	3.0	7,896	Franked	22 March 2016

	Company	
	2016 $'000	**2015 $'000**
Dividend franking account		
30% franking credits available to shareholders of Bell Financial Group Ltd for subsequent financial years	**25,711**	21,790

The above available amounts are based on the balance of the dividend franking account at year end adjusted for:

1. Franking credits that will arise from the payment of current tax liabilities.
2. Franking debits that will arise from payment of dividends recognised as a liability at year end.
3. Franking credits that will arise from the receipt of dividends recognised as receivable at year end.

The ability to utilise the franking credits is dependent upon there being sufficient available profits to declare dividends.

The impact on the dividend franking account of dividends declared but not recognised as a liability is to reduce it by $4.2 million (2015: $3.4 million).

28. EARNINGS PER SHARE

Earnings per share at 31 December 2016 based on profit after tax and a weighted average number of shares outlined below was 6.2 cents (2015: 6.2 cents). Diluted earnings per share at 31 December 2016 was 6.2 cents (2015: 6.2 cents).

Reconciliation of earnings used in calculating EPS

	Consolidated	
Basic earnings per share	**2016 $'000**	**2015 $'000**
Profit/(loss) after tax	**16,905**	16,399
Profit attributable to ordinary equity holders used for basic EPS	**16,378**	15,850
Adjustments for calculation of diluted earnings per share		
Profit attributable to ordinary equity holders used to calculate basic EPS	**16,378**	15,850
Effect of stock options issued	**-**	-
Profit attributable to ordinary equity holders used for diluted EPS	**16,378**	15,850

Weighted average number of ordinary shares used as the denominator

	Consolidated	
	2016	**2015**
Weighted average number of ordinary shares used to calculate basic EPS (net of treasury shares)	**263,144,491**	257,032,382
Weighted average number of ordinary shares at year end	**263,144,491**	257,032,382
Weighted average number of ordinary shares used to calculate diluted EPS	**263,144,491**	257,032,382

At 31 December 2016, 20,216,667 options (2015: 21,830,000) were excluded from the diluted weighted average number of ordinary shares calculation because their effect would have been anti-dilutive.

29. SHARE-BASED PAYMENTS

Long-Term Incentive Plan (LTIP)

The Board is responsible for administering the LTIP Rules and the terms and conditions of specific grants of options or performance rights to participants in the LTIP. The LTIP Rules include the following provisions:

- The Board may determine which persons will be eligible to participate in the LTIP from time to time. Eligible persons may be invited to apply to participate in the LTIP. The Board may in its discretion accept such applications.
- A person participating in the LTIP ('Executive') may be granted options or performance rights on conditions determined by the Board.
- The options or performance rights will vest on, and become exercisable on or after, a date predetermined by the Board ('the Vesting Date'), provided that the Executive remains employed as an executive of the Company as at that date. These terms may be accelerated at the discretion of the Board under specified circumstances.
- An unvested option or performance right will generally lapse at the expiry of the exercise period applicable to that option or performance right.
- Following the Vesting Date, the vested option or performance right may be exercised by the Executive subject to any exercise conditions and the payment of the exercise price (if any), and the Executive will then be allocated or issued shares on a one for one basis.
- The Company has established an Employee Share Trust for the purpose of acquiring and holding shares in the Company for the benefit of participants.

29. SHARE-BASED PAYMENTS CONTINUED

Fair value of options granted

There were no share options granted during the year to 31 December 2016 (2015: nil). The fair value of outstanding share options was determined using the Black Scholes option pricing model. An outline of details and assumptions used in the valuation of share options granted is provided below:

Fair value of share options and assumptions	2013
Fair value at grant date	$0.08386
Share price at grant date	$0.55
Exercise price at grant date	$0.80
Option life (expected weighted average life)	28 May 2017*
Expected volatility (weighted average volatility)	45.76%
Risk-free interest rate (based on government bonds)	2.62%

* Options can be exercised for a period of up to 12 months from exercise date.

The number and weighted average exercise prices of share options is as follows:

	Weighted Average Exercise Price 2016	Number of Options 2016	Weighted Average Exercise Price 2015	Number of Options 2015
Outstanding 1 January	**-**	**20,830,000**	-	22,650,000
Granted during the year	**-**	**-**	-	-
Forfeited during period	**-**	**(1,280,000)**	-	(1,820,000)
Outstanding 31 December	**-**	**19,550,000**	-	20,830,000
Exercised 31 December	**-**	**-**	-	-

Performance rights

Under the LTIP Rules, performance rights are deferred equity taken as 100% shares, with the conditions, including vesting and the period of deferral, governed by the terms of the grant. Unvested performance rights are forfeited in certain situations set out in the LTIP Rules. Ordinary shares allocated under the LTIP on exercise of performance rights may be held in trust beyond the deferral period. The issue price for the 2015 performance rights is based on the closing price of the shares traded on the ASX on the grant date.

Reconciliation of outstanding performance rights:

	Consolidated 2016 $'000	2015 $'000
Outstanding 1 January	**1,000**	200
Granted during the year	**-**	1,000
Forfeited during the year	**-**	-
Exercised during the year	**(333)**	(200)
Outstanding balance 31 December	**667**	1,000

Expenses arising from share-based payment transactions

	Consolidated 2016 $'000	2015 $'000
Employee share options	**129**	501
Performance rights	**171**	146
Employee share issue	**544**	-
Total expense recognised as employee costs	**844**	647

30. FINANCIAL INSTRUMENTS

Exposure to credit, interest rate, currency and liquidity risks arise in the normal course of the Group's business.

Credit risk

Management has a process in place to monitor the exposure to credit risk on an ongoing basis. The Group requires collateral in respect of margin loans made in the course of business within Bell Potter Capital. This collateral is generally in the form of the underlying security the margin loan is used to invest in. A loan-to-value ratio (LVR) is determined for each security with regard to market weight, index membership, liquidity, volatility, dividend yield, industry sector and advice from Bell Financial's research department. A risk analyst performs a review of the LVR and the recommendation is submitted to management. Management does not expect any counterparty to fail to meet its obligations.

Advisers and clients are provided with early warning of accounts in deficit from 5% up to 10% and clients receive a margin call if their account is in deficit by more than 10%. Margin calls are made based on the end-of-day position, but can be made intraday at management's discretion.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the Statement of Financial Position as outlined below:

		Consolidated	
	Note	**2016 $'000**	**2015 $'000**
Trade debtors	13	**40,883**	142,779
Clearing house deposits	13	**4,174**	9,668
Segregated deposits with clearing brokers	13	**22,311**	14,710
Loans and advances	19	**227,398**	234,519
Sundry debtors	13	**3,990**	3,156

The ageing of trade receivables at reporting date is outlined below:

Consolidated

Ageing of receivables	**Gross 2016 $'000**	**Impairment 2016 $'000**	**Gross 2015 $'000**	**Impairment 2015 $'000**
Not past due	**40,377**	**-**	142,057	-
Past due 0–30 days	**496**	**-**	647	-
Past due 31–365 days	**10**	**-**	75	-
More than one year	**-**	**-**	-	-

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off. A provision for impairment of trade receivables is established when there is evidence that the Group will not be able to collect all amounts due according to the original terms. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy and default or delinquency in payments (for amounts greater than 30 days overdue) are considered indicators that the trade receivable is impaired.

30. FINANCIAL INSTRUMENTS CONTINUED

Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest and excluding the impact of netting agreements.

	Carrying Amount $'000	Contracted Cash Flow $'000	6 Months or Less $'000	6–12 Months $'000	1–2 Years $'000	2–5 Years $'000	5+ Years $'000
Consolidated 2016							
Non-derivative liabilities							
Trade and other payables	**131,280**	**(131,280)**	**(131,280)**	**-**	**-**	**-**	**-**
Cash deposits	**42,894**	**(42,894)**	**(42,894)**	**-**	**-**	**-**	**-**
Cash advance facilities	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Bell Cash Trust	**246,073**	**(246,073)**	**(246,073)**	**-**	**-**	**-**	**-**
Derivative liabilities							
Hedging derivative	**48**	**(48)**	**(48)**	**-**	**-**	**-**	**-**

	Carrying Amount $'000	Contracted Cash Flow $'000	6 Months or Less $'000	6–12 Months $'000	1–2 Years $'000	2–5 Years $'000	5+ Years $'000
Consolidated 2015							
Non-derivative liabilities							
Trade and other payables	219,786	(219,786)	(219,786)	-	-	-	-
Cash deposits	151,029	(151,029)	(151,029)	-	-	-	-
Cash advance facilities	61,000	(61,000)	(61,000)	-	-	-	-
Bell Cash Trust	16,065	(16,065)	(16,065)	-	-	-	-
Derivative liabilities							
Hedging derivative	17	(17)	(17)	-	-	-	-

The Group manages liquidity by maintaining reserves, banking facilities and reserve borrowing facilities and by continuously monitoring forecast and actual cash flows and matching up maturity profiles of financial assets and liabilities. Rolling cash projections are used to monitor cash flow requirements and optimise cash returns on investments. A bank facility is also available to be drawn upon in order to meet both short and long-term liquidity requirements.

Market risk

Market risk is the risk that changes in market prices, such as interest rates, equity prices and foreign exchange rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control exposures within acceptable parameters, while optimising returns.

Interest rate risk

The Group's investments in fixed-rate debt securities and its fixed-rate borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's investments in variable-rate debt securities and its variable-rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. Interest rate swaps are used to hedge exposure to fluctuations in interest rates. Changes in the fair value of these derivative hedging instruments are recognised directly in equity to the extent that the hedge is effective. To the extent the hedge is ineffective, changes in the fair value are recognised in profit or loss.

In managing interest rate risk the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer term, however, permanent changes in interest rates will have an impact on profit.

Investments in equity securities and short-term receivables and payables are not exposed to interest rate risk.

Equity price risk

All instruments are subject to the risk that future changes in market conditions may make an instrument less valuable. As trading instruments are valued with reference to the market or Black Scholes model, changes in equity prices directly affect reported income each period. The Group monitors equity price movements to ensure there is no material impact on the Group's activities.

The Group is exposed to equity price risks through its listed and unlisted investments. These investments are classified as financial assets or liabilities at fair value through the profit or loss.

Foreign currency risk

The Group is exposed to insignificant currency risk on monetary assets and liabilities held in a currency other than the respective functional currency of the Group. The Group ensures the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

Sensitivity analysis

Interest rate risk

At 31 December 2016, it is estimated that a general decrease of one-percentage point in interest rates would decrease the Group's profit before income tax by approximately $1.3 million (2015: $1.12 million decrease to profit). Interest rate swaps have been included in this calculation. A general increase of one-percentage point in interest rates would have an equal but opposite effect. There was no impact on equity.

Equity price risk

At 31 December 2016, it is estimated that a 10% decrease in equity prices would decrease the Group's profit before income tax by approximately $0.30 million (2015: $0.21 million decrease to profit). A 10% increase in equity prices would have an equal but opposite effect. There was no impact on equity.

30. FINANCIAL INSTRUMENTS CONTINUED

Effective interest rates

In respect of income-earning financial assets and interest-bearing financial liabilities, the following tables indicate their average effective interest rates at the reporting date and the periods in which they mature.

		2016						
Consolidated	Note	Average Effective Interest Rate %	Total $'000	6 Months or Less $'000	6–12 Months $'000	1–2 Years $'000	2–5 Years $'000	5+ Years $'000
Fixed rate instruments								
Loans and advances	19	4.35	84,826	80,114	1,088	3,624	-	-
Deposits and borrowings	21	0.25	-	-	-	-	-	-
Cash advance facility	21	2.59	-	-	-	-	-	-
			84,826	80,114	1,088	3,624	-	-
Variable rate instruments								
Cash and cash equivalents	12	1.73	189,830	189,830	-	-	-	-
Loans and advances	19	4.98	142,572	142,572	-	-	-	-
Deposits and borrowings	21	1.14	(42,894)	(42,894)	-	-	-	-
Bell Cash Trust		1.14	(246,073)	(246,073)	-	-	-	-
			43,435	43,435	-	-	-	-

Fair value measurements

(a) Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

		Carrying Amount				
31 December 2016	Note	Designated at Fair Value $'000	Fair Value Hedging Instruments $'000	Loans and Receivables $'000	Other Financial Liabilities $'000	Total $'000
Financial assets measured at fair value						
Equity securities/unlisted options	14	3,015	-	-	-	3,015
		3,015	-	-	-	3,015
Financial assets not measured at fair value						
Trade and other receivables	13	-	-	71,358	-	71,358
Cash and cash equivalents	12	-	-	189,830	-	189,830
Loans and advances	19	-	-	227,398	-	227,398
		-	-	488,586	-	488,586
Financial liabilities measured at fair value						
Interest rate swaps used for hedging		-	48	-	-	48
		-	48	-	-	48
Financial liabilities not measured at fair value						
Trade and other payables	20	-	-	-	131,280	131,280
Deposits and borrowings	21	-	-	-	288,967	288,967
		-	-	-	420,247	420,247

				2015			
	Average Effective Interest Rate %	Total $'000	6 Months or Less $'000	6–12 Months $'000	1–2 Years $'000	2–5 Years $'000	5+ Years $'000
	4.67	86,015	77,222	2,643	4,850	1,300	-
	3.03	(415)	(415)	-	-	-	-
	2.72	(61,000)	(61,000)	-	-	-	-
		24,600	15,807	2,643	4,850	1,300	-
	2.10	112,333	112,333	-	-	-	-
	5.49	148,504	148,504	-	-	-	-
	1.34	(150,614)	(150,614)	-	-	-	-
	1.34	(16,065)	(16,065)	-	-	-	-
		94,158	94,158	-	-	-	-

		Fair Value		
	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
	508	**2,507**	**-**	**3,015**
	508	**2,507**	**-**	**3,015**
	-	**-**	**-**	**-**
	-	**-**	**-**	**-**
	-	**-**	**-**	**-**
	-	**-**	**-**	**-**
	-	**48**	**-**	**48**
	-	**48**	**-**	**48**
	-	**-**	**-**	**-**
	-	**-**	**-**	**-**
	-	**-**	**-**	**-**

30. FINANCIAL INSTRUMENTS CONTINUED

Fair value measurements CONTINUED

(a) Accounting classifications and fair values CONTINUED

		Carrying Amount				
31 December 2015	**Note**	**Designated at Fair Value $'000**	**Fair Value Hedging Instruments $'000**	**Loans and Receivables $'000**	**Other Financial Liabilities $'000**	**Total $'000**
Financial assets measured at fair value						
Equity securities/unlisted options	14	2,120	-	-	-	2,120
		2,120	-	-	-	2,120
Financial assets not measured at fair value						
Trade and other receivables	13	-	-	170,313	-	170,313
Cash and cash equivalents	12	-	-	112,333	-	112,333
Loans and advances	19	-	-	234,519	-	234,519
		-	-	517,165	-	517,165
Financial liabilities measured at fair value						
Interest rate swaps used for hedging		-	17	-	-	17
		-	17	-	-	17
Financial liabilities not measured at fair value						
Trade and other payables	20	-	-	-	219,786	219,786
Deposits and borrowings	21	-	-	-	228,094	228,094
		-	-	-	447,880	447,880

(b) Accounting classifications and fair values

The following shows the valuation techniques used in measuring level 1, 2 and 3 values, as well as the significant unobservable inputs used.

Level 1 – Equity securities – the valuation is based on quoted prices in active markets for identical assets and liabilities.
Level 2 – Unlisted options – the valuation technique uses observable inputs. The valuation is based on the Black Scholes model.
Level 2 – Interest rate swaps – the fair values are based on broker quotes. Similar contracts are traded in an active market and the quotes reflect the actual transactions in similar instruments.

Fair Value

Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
1,812	308	-	2,120
1,812	308	-	2,120
-	-	-	-
-	-	-	-
-	-	-	-
-	-	-	-
-	17	-	17
-	17	-	17
-	-	-	-
-	-	-	-
-	-	-	-

31. OPERATING LEASE COMMITMENTS

Leases as lessee

Future minimum rental payments under the non-cancellable operating leases at 31 December are as follows:

	Consolidated	
	2016 $'000	**2015 $'000**
Less than one year	**6,823**	6,543
Between one and five years	**36,924**	34,209
More than five years	**10,624**	20,243
	54,371	60,995

The Group has entered into commercial property leases for its office accommodation. These leases have a remaining life of up to 10 years. The Group has no other capital or lease commitments.

32. PARENT ENTITY DISCLOSURES

As at and throughout the financial year ending 31 December 2016, the parent company of the Group was Bell Financial Group Ltd.

	Consolidated	
	2016 $'000	2015 $'000
Results of the parent entity		
Profit for the year	**11,942**	8,213
Total comprehensive income for the year	**11,942**	8,213
Financial position of parent entity at year end		
Current assets	**42**	-
Non-current assets	**171,712**	171,652
Total assets	**171,754**	171,652
Current liabilities	**19,874**	20,056
Total liabilities	**19,874**	20,056
Total equity of the parent entity comprising of:		
Contributed equity	**167,886**	167,886
Reserves	**209**	(624)
Retained earnings/(losses)	**(16,215)**	(15,666)
Total equity	**151,880**	151,596

There are currently no complaints or claims made against the parent entity.

33. RELATED PARTIES

The following were KMP of the Group at any time during the reporting period:

Executive Directors	Senior Executives	Non-Executive Directors
C Bell	L Bell	C Coleman
A Provan	A Bell	G Cubbin
	R Fell	B Wilson
	D Davenport	B Shanahan

KMP compensation

The KMP compensation comprised:

	Consolidated	
	2016 **$**	**2015** **$**
Short-term employee benefits	**3,443,393**	3,488,275
Other long-term benefits	**-**	-
Post-employment benefits	**191,321**	210,043
Termination benefits	**-**	-
Share-based payments	**6,808**	16,773
	3,641,522	3,715,091

Loans to KMP and their related parties

Details regarding loans outstanding at the reporting date to KMP and their related parties at any time in the reporting period are as follows:

	Balance 1 January 2016 $	Balance 31 December 2016 $	Interest Paid and Payable in the Reporting Period $	Highest Balance in Period $
Directors				
C Bell	**2,544,708**	**3,001,099**	**130,163**	**3,084,618**
A Provan	**-**	**-**	**-**	**-**
C Coleman	**-**	**779,553**	**12,494**	**1,152,559**
G Cubbin	**-**	**-**	**-**	**-**
B Wilson	**-**	**-**	**-**	**-**
B Shanahan	**-**	**-**	**-**	**-**
Senior Executives				
L Bell	**312,470**	**415,051**	**17,632**	**559,430**
A Bell	**300,000**	**318,310**	**15,069**	**631,997**
R Fell	**337,290**	**534,325**	**21,054**	**599,949**
D Davenport	**87,606**	**107,094**	**4,938**	**107,094**

33. RELATED PARTIES CONTINUED

Loans to KMP and their related parties CONTINUED

	Balance 1 January 2015 $	Balance 31 December 2015 $	Interest Paid and Payable in the Reporting Period $	Highest Balance in Period $
Directors				
C Bell	1,951,884	2,544,708	111,320	2,757,121
A Provan	-	-	-	-
C Coleman	1,020,412	-	27,039	1,216,916
G Cubbin	-	-	-	-
B Wilson	-	-	-	-
B Shanahan	-	-	-	-
C Aitken	-	-	-	-
Senior Executives				
L Bell	107,253	312,470	8,267	396,316
A Bell	250,000	300,000	13,846	473,387
R Fell	349,162	337,290	18,311	566,503
D Davenport	55,029	87,606	3,210	87,606

Loans totalling $5,155,432 (2015: $3,582,074) were made to KMP and their related parties during the year. The recipients of these loans were Colin Bell, Craig Coleman, Lewis Bell, Andrew Bell, Rowan Fell and Dean Davenport. The loans represent margin loans held with Bell Potter Capital Limited. Interest is payable at prevailing market rates. Related parties also have deposits on normal terms and conditions.

Details regarding loans outstanding at the reporting date to KMP and their related parties at any time in the reporting period, are as follows:

	Opening Balance $	Closing Balance $	Interest Paid and Payable in the Reporting Period $	Number in Group at 31 December*
Total for KMP 2016	**3,582,074**	**5,155,432**	**201,350**	**31**
Total for KMP 2015	3,733,740	3,582,074	181,933	28
Total for other related parties 2016	**-**	**-**	**-**	**-**
Total for other related parties 2015	-	-	-	-
Total for KMP and their related parties 2016	**3,582,074**	**5,155,432**	**201,350**	**31**
Total for KMP and their related parties 2015	3,733,740	3,582,074	181,933	28

* Number in group includes KMP and other related parties with loans at any time during the year.

Interest is payable at prevailing market rates on all loans to key management persons and their related entities. These rates are available to all clients and may vary marginally depending on individual negotiations. The principal amounts are repayable per terms agreed on an individual basis. Interest received on the loans totalled $201,350 (2015: $181,933). No amounts have been written down or recorded as allowances for impairment, as the balances are considered fully collectable.

Movement in shares 2016

The movement during the reporting period in the number of ordinary shares in Bell Financial Group Ltd held, directly, indirectly or beneficially, by each Director and key management person, including their related parties is as follow:

	Held at 1 January 2016	Purchases	Received on Exercise of Options	Sales	Held at 31 December 2016
Directors					
C Bell*	**34,213,091**	**2,709**	**-**	**-**	**34,215,800**
A Provan*	**34,425,349**	**102,709**	**-**	**-**	**34,528,058**
C Coleman	**1,772,283**	**-**	**-**	**-**	**1,772,283**
G Cubbin	**180,000**	**-**	**-**	**-**	**180,000**
B Wilson	**1,000,000**	**-**	**-**	**-**	**1,000,000**
B Shanahan	**250,000**	**-**	**-**	**-**	**250,000**
Senior Executives					
L Bell*	**33,390,426**	**112,209**	**-**	**-**	**33,502,635**
A Bell*	**25,578,748**	**132,094**	**-**	**-**	**25,710,843**
R Fell	**610,000**	**-**	**-**	**-**	**610,000**
D Davenport	**184,949**	**-**	**-**	**-**	**184,949**

* The number of shares held by Colin Bell, Alastair Provan, Lewis Bell and Andrew Bell includes those held indirectly through Bell Group Holdings Pty Limited and Bell Securities Pty Ltd.

Movement in shares 2015

	Held at 1 January 2015	Purchases	Received on Exercise of Options	Sales	Held at 31 December 2015
Directors					
C Bell*	33,868,552	344,539	-	-	34,213,091
A Provan*	34,080,810	344,539	-	-	34,425,349
C Coleman	1,772,283	-	-	-	1,772,283
G Cubbin	180,000	-	-	-	180,000
B Wilson	1,000,000	-	-	-	1,000,000
B Shanahan	250,000	-	-	-	250,000
Senior Executives					
L Bell*	33,005,887	384,539	-	-	33,390,426
A Bell*	25,262,478	316,270	-	-	25,578,748
R Fell	610,000	-	-	-	610,000
D Davenport	184,949	-	-	-	184,949

* The number of shares held by Colin Bell, Alastair Provan, Lewis Bell and Andrew Bell includes those held indirectly through Bell Group Holdings Pty Limited.

33. RELATED PARTIES CONTINUED

Other KMP transactions

There are no other transactions with key management persons or their related parties other than those that have been disclosed in this report.

Ultimate parent

Bell Group Holdings Pty Ltd is the ultimate parent company of Bell Financial Group Ltd. There are no outstanding amounts owed by or to the ultimate parent entity at 31 December 2016 (2015: nil). There is no interest receivable or payable at 31 December 2016 (2015: nil).

Subsidiaries

The table below outlines loans made by the Company to wholly owned subsidiaries.

	2016 $	2015 $
Subsidiary		
Bell Potter Financial Planning Limited[1]	**346**	33
Third Party Platform Pty Limited[2]	**3,000,000**	3,000,000
Bell Potter Capital Limited[3]	**8,095,463**	8,032,902
	11,095,809	11,032,935

1. Loan is interest free and unsecured.
2. The loan from the parent entity to Third Party Platform Pty Limited represents a subordinated loan that attracts interest at 3.14% per annum (2015: 3.57% per annum).
3. The loan from the parent entity to Bell Potter Capital Limited represents a subordinated loan that attracts interest at 3.00% per annum (2015: 3.50% per annum).

Loans made by wholly owned subsidiaries to the Company: $18,665,069 (2015: $17,431,588).

During the course of the financial year subsidiaries conducted transactions with each other on terms equivalent to those on an arm's length basis. They are fully eliminated on consolidation. As at 31 December 2016, all outstanding amounts are considered fully collectable.

34. GROUP ENTITIES

Bell Financial Group Ltd	Incorporation	Consolidated Interest 2016	2015
Significant subsidiaries			
Bell Potter Securities Limited	Australia	**100%**	100%
Bell Potter Capital Limited	Australia	**100%**	100%
Third Party Platform Pty Ltd	Australia	**56.63%**	56.63%
Bell Potter Securities Limited (UK)	United Kingdom	**100%**	100%
Bell Potter Securities Limited (HK)	Hong Kong	**100%**	100%

35. GUARANTEES

From time to time Bell Financial has provided financial guarantees in the ordinary course of business that amount to $5.9 million (2015: $6.1 million) and are not recorded in the Statement of Financial Position as at 31 December 2016.

36. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company has agreed to indemnify its wholly owned subsidiary, Bell Potter Securities Limited, in the event that any contingent liabilities of Bell Potter Securities Limited results in a loss.

37. SUBSEQUENT EVENTS

There were no significant events from 31 December 2016 to the date of this report.

Final Dividend

On 22 February 2017, the Directors resolved to pay a fully franked final dividend of 3.75 cents per share.

38. AUDITOR'S REMUNERATION

	Consolidated	
	2016 $	**2015 $**
Audit services		
Auditors of the Company		
KPMG Australia:		
Audit and review of financial reports	**425,000**	409,000
Total remuneration for audit services	**425,000**	409,000
Audit related services		
Auditors of the Company		
KPMG Australia:		
Other regulatory audit services	**106,500**	111,000
Total remuneration for audit related services	**106,500**	111,000
Non-audit related services	**-**	-
	531,500	520,000

DIRECTORS' DECLARATION

For the year ended 31 December 2016

1. In the opinion of the Directors of Bell Financial Group Limited ('the Company'):
   (a) the Consolidated Financial Statements and notes that are set out on pages 19 to 60 and the Remuneration Report on pages 12 to 17 in the Directors' Report are in accordance with the *Corporations Act 2001*, including:
      (i) giving a true and fair view of the Group's financial position as at 31 December 2016 and of its performance for the financial year ended on that date; and
      (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
   (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* from the Managing Director and Chief Financial Officer for the financial year ended 31 December 2016.

3. The Directors draw attention to Note 1(a) of the Consolidated Financial Statements, which includes a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors:

Dated at Sydney this 22nd day of February 2017.

Colin Bell
Executive Chairman
22 February 2017

INDEPENDENT AUDITOR'S REPORT

Independent Auditor's Report

To the shareholders of Bell Financial Group Ltd

Report on the audit of the Financial Report

Opinion

We have audited the ***Financial Report*** of Bell Financial Group Ltd (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's financial position as at 31 December 2016 and of its financial performance for the year ended on that date; and
- complying with Australian Accounting Standards and the Corporations Regulations 2001.

The ***Financial Report*** comprises:

- Consolidated statement of financial position as at 31 December 2016
- Consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended
- Notes including a summary of significant accounting policies
- Directors' Declaration.

The ***Group*** consists of the Company and the entities it controlled at the year end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Report of the current period.

These matters were addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KPMG

<table>
<tr><th colspan="2">Valuation of Goodwill ($130,413,000)</th></tr>
<tr><td colspan="2">Refer to Note 16 to the financial report</td></tr>
<tr><th>The key audit matter</th><th>How the matter was addressed in our audit</th></tr>
<tr><td>A key audit matter was the valuation of the Group's goodwill given the size quantitatively of goodwill compared to the total assets of the Group, the Group's market capitalisation compared to net assets, and the level of audit effort required to challenge management's judgments in assessing for impairment.

The assumptions incorporated significant judgment in respect of discount rates, forecast revenue and growth, which includes forecast trading activity influenced by market sentiment and has been on an increasing trend in recent years, forecast costs, and terminal value, which is determined on an earnings multiple basis. Changes in the underlying assumptions can have a significant impact on the valuation of goodwill and can therefore give rise to impairment.

In assessing this key audit matter, we involved senior audit team members, including valuation specialists, who understand the Group's business, industry and the economic environment it operates in.</td><td>Our procedures included:
• Working with our valuation specialists, we challenged the Group's assumptions, in particular those relating to forecast revenue and growth, discount rates, and terminal value through the following procedures;
– comparing the earnings multiple used to determine terminal value included in management's assessment, to a sample of peer earnings multiples, to assess the reasonableness of the terminal value basis;
– independently developed a discount rate comparator. We developed a cost of equity discount rate by focusing on the risk free rate of return, beta, equity market risk premium and company specific risk premium inputs. We used market observable data and our knowledge of the industry and business, and compared our output to the Group's;
– calculating the implied compound annual revenue growth rates from the forecast revenue in the model and compared it to the Group's historical revenue growth to assess the revenue and growth trends in the model;
– We performed sensitivity analysis in three main areas, being the discount rate, forecast revenue growth rates and the terminal value assumptions, to determine which assumptions relative to the risk of impairment, had the most impact on the outcome of the model, and to focus our audit effort thereon;
– Within the model, we checked the mathematical accuracy and the application of growth rates to the relevant base forecast revenue and costs;
• We assessed the historical accuracy of forecasting of the Group to inform our evaluation of forecasts included in the model; and
• We assessed key assumptions for consistency in application across the Group.</td></tr>
</table>

Other Information

Other Information is financial and non-financial information in Bell Financial Group Ltd's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. This includes the Highlights, Executive Chairman's & Managing Director's Report, Operating and Financial Review, Directors' Report (excluding Remuneration Report), and Shareholder Information. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, the auditor does not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error
- assessing the Group's ability to continue as a going concern. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Financial Report.

A further description of our responsibilities for the Audit of the Financial Report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_files/ar2.pdf. This description forms part of our Auditor's Report.

KPMG

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of Bell Financial Group Ltd for the year ended 31 December 2016, complies with *Section 300A* of the *Corporations Act 2001*.

Director's responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report contained within the Director's report for the year ended 31 December 2016.

Our responsibility is to express an opinion on the Remuneration Report, based on our Audit conducted in accordance with *Australian Auditing Standards*.

KPMG

KPMG

Dean M Waters

Partner

Melbourne

22 February 2017

SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 31 January 2017.

DISTRIBUTION OF SHARES

Range	Number of Shareholders	Number of Shares	% of Issued Capital
1–1,000	256	149,244	0.06
1,001–5,000	565	1,852,242	0.69
5,001–10,000	259	2,164,517	0.81
10,001–100,000	478	16,730,547	6.26
100,001 and over	102	246,389,930	92.18
Rounding			0.00
Total	**1,660**	**267,286,480**	**100.00**

Unmarketable parcels	Minimum Parcel Size	Holders	Units
Minimum $500.00 parcel at $0.73 per unit	685	159	54,879

TWENTY LARGEST SHAREHOLDERS

Rank	Name	Number of Shares	% of Issued Capital
1	BELL GROUP HOLDINGS PTY LIMITED	117,967,345	44.14
2	UBS NOMINEES PTY LTD	42,232,044	15.80
3	J.P. MORGAN NOMINEES AUSTRALIA LIMITED	20,068,895	7.51
4	NATIONAL NOMINEES LIMITED	6,000,000	2.24
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED – A/C 2	5,814,400	2.18
6	BELL POTTER NOMINEES LTD	5,192,855	1.94
7	MR ANAND SELVARAJAH	3,660,477	1.37
8	MR LEE WILLIAM MUCO	2,897,776	1.08
9	MERIVALE INVESTMENTS PTY LTD	2,240,000	0.84
10	HENRY MORGAN LIMITED	2,084,711	0.78
11	COLIN BELL PTY LTD	1,845,522	0.69
12	CERTUS CAPITAL PTY LTD	1,733,019	0.65
13	MR LIONEL ALEXANDER MCFADYEN	1,687,480	0.63
14	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,678,135	0.63
15	BOND STREET CUSTODIANS LIMITED	1,300,914	0.49
16	MR ALASTAIR PROVAN & MRS JANIS PROVAN	1,300,730	0.49
17	BELL SECURITIES PTY LIMITED	1,300,000	0.49
18	MORSON HOLDINGS PTY LTD	1,174,749	0.44
19	UBS NOMINEES PTY LTD	1,125,000	0.42
20	MR MARK ANTHONY POMFRET	1,105,178	0.41

SUBSTANTIAL SHAREHOLDINGS

The following shareholders were registered by the Company as substantial shareholders, having declared a relevant interest in accordance with the Corporations Act:

Substantial shareholder	Number of Shares	% of Issued Capital
BELL GROUP HOLDINGS PTY LIMITED (BGH)	119,267,345	44.62[1]
COLIN BELL	121,870,978	45.60[1,2]
ALASTAIR PROVAN	122,183,236	45.71[1,3]
LEWIS BELL	120,997,813	45.27[1,4]
UBS GROUP AG	42,232,044	15.80
HUNTER HALL INVESTMENT MANAGEMENT LIMITED	18,068,779	6.76

1. BGH holds 117,967,345 BFG ordinary shares. BGH's wholly owned subsidiary, Bell Securities Pty Limited (BSPL) holds 1,300,000 BFG ordinary shares. Colin Bell, Alastair Provan and Lewis Bell each hold more than 20% of BGH and therefore under the Corporations Act they are each deemed to have a relevant interest in the 119,267,345 BFG ordinary shares held by BGH and BSPL.
2. Colin Bell has a relevant interest in 2,603,633 BFG ordinary shares.
3. Alastair Provan has a relevant interest in 2,915,891 BFG ordinary shares.
4. Lewis Bell has a relevant interest in 1,730,468 BFG ordinary shares.

Ordinary shares

Refer to Note 26 in the Financial Statements.

Voting rights

Bell Financial has one class of fully paid ordinary shares. On a show of hands, every member present at the meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote. There are no voting rights attached to the options or performance rights.

On-market buy-back

There is no current on-market buy-back.

Voluntary restrictions

Details of the shares that are currently held in voluntary escrow are as follows: None.

DIRECTORY

BELL FINANCIAL GROUP LTD
Incorporated in Victoria on 30 June 1998

ABN
59 083 194 763

DIRECTORS
Colin Bell – Executive Chairman
Alastair Provan – Managing Director
Craig Coleman – Non-Executive Director
Graham Cubbin – Non-Executive Director
Brian Wilson – Non-Executive Director
Brenda Shanahan – Non-Executive Director

COMPANY SECRETARY
Cindy-Jane Lee

REGISTERED OFFICE
Level 29, 101 Collins Street
Melbourne VIC 3000
Telephone 03 9256 8700

SHARE REGISTRY
Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford VIC 3067
Telephone 03 9415 5000

ASX CODE
BFG
Shares are listed on the Australian Securities Exchange

BANKER
Australia and New Zealand Banking Group Limited

AUDITOR
KPMG

WEBSITE ADDRESS
www.bellfg.com.au

BELL FINANCIAL GROUP LIMITED

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