

# ASX RELEASE.

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## BELL FINANCIAL GROUP

18 March 2013

### 2013 Annual General Meeting

Please find attached a sample copy of the notice of the Annual General Meeting of Bell Financial Group Ltd to be held on 18 April 2013. The company's 2012 annual report was released to the market on 22 February 2013.



Paul Vine  
Company Secretary

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# BELL FINANCIAL GROUP

Dear Shareholder

I have pleasure in inviting you to attend our 2013 Annual General Meeting. Enclosed is the Notice of Meeting, which sets out the items of business. The meeting will be held at the offices of KPMG, Level 15, 10 Shelley Street, Sydney, New South Wales on Thursday 18 April 2013 at 11.30am.

Following what we have done at the conclusion our last two Annual General Meetings, Charlie Aitken, Managing Director of Bell Potter Wholesale, will present his views on the market and an outlook on the year ahead.

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

Otherwise, you can vote by completing and returning the proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) so that it is received by 11.30am on Tuesday 16 April 2013.

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

I look forward to seeing you at the meeting.

Yours sincerely



**Colin Bell**  
Executive Chairman

# BELL FINANCIAL GROUP

## Notice of Annual General Meeting

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

at:	KPMG, Level 15, 10 Shelley Street, Sydney, New South Wales, Australia
on:	Thursday 18 April 2013 at 11.30am Australian Eastern Standard Time

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

## Business of the Meeting

### 1. Reports

To consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2012.

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

### 2. Election of Directors

#### Ordinary resolution

In accordance with Article 10.3 of BFG's Constitution:

- Graham Cubbin retires by rotation and offers himself for re-election; and
- Brenda Shanahan retires and offers herself for election.

### 3. Adoption of the Remuneration report

#### Ordinary resolution

To consider and adopt the Remuneration Report for the year ended 31 December 2012.

#### Notes:

- the vote on this resolution is advisory only and does not bind BFG or the directors*
- as a result of amendments to the Corporations Act 2001 (Cth) known as the "two strikes rule", the result of the vote on this item may affect the 2014 Annual General Meeting (AGM). If 25% or more of votes cast on this resolution are voted against this item*

*(constituting the "first strike"), a resolution on whether to hold a further meeting to spill the Board would be put to shareholders if a "second strike" occurs at the 2014 AGM. This spill resolution would be included in the 2014 Notice of Meeting.*

## Voting exclusion statement

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

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

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

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

## Additional information

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

By order of the Board.



Paul Vine  
Company Secretary  
18 March 2013

## Notes to Notice of Meeting

### Members entitled to attend and vote

For the purposes of this Annual General Meeting, persons holding BFG shares quoted on the ASX at 7:00pm Australian Eastern Standard Time on Tuesday 16 April 2013 are taken to hold those shares at the time of the Meeting.

### Proxies

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

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

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

### Lodging a proxy form

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

To be effective, the completed proxy form and any authority under which the form is signed must be received by 11:30am Australian Eastern Standard Time on Tuesday 16 April 2013 (i.e. 48 hours before the Meeting):

(a) at BFG's Share Registry:

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

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

(b) at BFG's registered office:  
Bell Financial Group Ltd  
Level 29, 101 Collins Street,  
Melbourne, Victoria, Australia  
Fax number: (03) 9235 1850  
Attention: Paul Vine.

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

### Body corporate representatives

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

### Custodians and nominees

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

## Explanatory Notes to Notice of Meeting

### Item 1: Financial statements and reports

The Corporations Act requires BFG's financial statements and reports for the last financial year to be tabled at the AGM. The financial statements and reports are contained in the company's 2012 Annual Report, which is available at [www.bellfg.com.au](http://www.bellfg.com.au)

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

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

### Item 2: Election of Directors

#### Ordinary resolution

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

Graham Cubbin is retiring by rotation and, being eligible, offers himself for re-election.

Article 10.3(b) provides that each Director who was appointed by the Directors under Article 10.7 of the Constitution must retire (but is eligible to stand for election). The Director appointed to fill a casual vacancy under article 10.7 was Brenda Shanahan. Mrs Shanahan is therefore retiring from office in accordance with Article 10.3 of the Constitution.

Candidates for re-election and election:

#### Graham Cubbin

Appointed 12 September 2007, 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.

Graham has over 20 years' experience as a director and audit committee member of public companies in Australia and the US. Graham is a Director of the ASX listed Challenger Limited, STW Communications Group Limited, White

Energy Company Limited and McPherson's Limited.

Graham is the Chairman of the Group Risk and Audit Committee and the Chairman of the Remuneration Committee.

#### Brenda Shanahan

Appointed 5 June 2012, Mrs Shanahan has served in senior executive and Board roles in Australia and overseas, primarily in the finance and stock broking industries, during a career spanning more than 30 years.

Brenda was previously an executive director of JM Financial Group Limited, May Mellor, Equitlink Limited and William M Mercer. She is currently a non-executive director of Challenger Limited, Clinovel Pharmaceuticals Limited and DMP Asset Management Limited. Mrs Shanahan also chairs the St Vincent's Medical Research Institute and The Aikenhead Centre for Medical Discovery and is a director of the Kimberley Foundation Australia.

Brenda is a member of the Group Risk and Audit Committee and the Remuneration Committee.

#### Board Recommendation

The Board (other than Mr Cubbin and Mrs Shanahan in relation to their own re-election and election) recommends that shareholders vote in favour of the resolutions.

### Item 3: Remuneration Report

#### Ordinary resolution

The Directors' Report for the year ended 31 December 2012 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and certain executives of BFG and its controlled entities. The Corporations Act requires that a resolution be put to the vote at the Annual General Meeting that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or BFG. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

#### Board Recommendation

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

## Lodge your vote:



### By Mail:

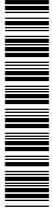
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

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



## Proxy Form

For your vote to be effective it must be received by 11:30am Tuesday 16 April 2013

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



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

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

- Review your securityholding
- Update your securityholding

**Your secure access information is:**



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

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.


# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Bell Financial Group Ltd hereby appoint

the Chairman of the Meeting **OR**


 **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bell Financial Group Ltd to be held at KPMG, Level 15, 10 Shelley Street, Sydney, New South Wales, Australia on Thursday, 18 April 2013 at 11:30am and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention below) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

 **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2(a)	Re-election of Graham Cubbin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b)	Election of Brenda Shanahan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_