Annual Report 2024

BELL FINANCIAL GROUP

Bell Financial Group Ltd ABN 59 083 194 763

Bell Financial Group Ltd is a highly diversified financial services and wealth management business. We aim to create value through ongoing investment in our people, technology and products.

Bell Financial Group has over 700 employees, operates across 11 offices in Australia and has offices in New York, London, Hong Kong and Kuala Lumpur.

Australia		International
Adelaide	Mornington	London
Brisbane	Noosa	New York
Cairns	Orange	Hong Kong
Geelong	Perth	Kuala Lumpur
Hobart	Sydney	
Melbourne		

Contents

HIGHLIGHTS

Revenue	Profit After Tax	Funds Under Advice
$276.4m	$30.7m	$85.8bn
11.9% increase on 2023	26.4% increase on 2023	7.5% increase on 2023

Earnings Per Share	Dividend Per Share	Return on Equity
9.6¢	8.0¢	18.3%
26.3% increase on 2023	14.3% increase on 2023	21.7% increase on 2023

BELL FINANCIAL GROUP

Bell Potter Securities Ltd

BELL POTTER

BELL FX

- > Retail and Institutional Equities
- > International Equities
- > Portfolio Administration
- > Foreign Exchange
- > Superannuation
- > Fixed Income

Bell Potter Capital Ltd

BELL POTTER CAPITAL

- > Bell Client Funds at Call
- > Margin Lending
- > Structured Products

Third Party Platform Pty Ltd

belldirect

desktopbroker

belldirect ADVANTAGE

BELL POTTER ONLINE

TPC THIRD PARTY CLEARING

- > Retail Online Broking
- > Wholesale Online Broking
- > Institutional Online Broking
- > Third Party Clearing

CHAIRMAN'S LETTER

Brian Wilson AO
Independent Chairman

Bell Financial Group had an impressive 2024 resulting in a 26.4% increase in profit to $30.7 million.

I'm pleased to report that the Group achieved a net profit after tax of $30.7 million, marking a 26% growth on our 2023 result. All business divisions were profitable. This performance was driven by our strong, diverse portfolio of businesses, and importantly, the dedication and hard work of our team.

Revenue and earnings in our Technology & Platforms and Products & Services businesses continued to grow. We saw strong growth across our Retail and Wholesale broking business, and our Equity Capital Markets division had another notable year with revenue growth of 26.0%. This division ranked 7th in the 2024 Australian LSEG's league tables, raising over $2.3 billion across 106 deals.

Positioned for growth

We continue to focus on growing recurring revenue streams, which represented 31.0% of 2024 Group revenue and 70.0% of Group profit. These businesses are now at a scale where their revenue growth contributes meaningfully to Group earnings, providing steady, recurring income throughout market cycles.

In a complex compliance and cybersecurity landscape, we continue to invest in leading technologies and staff awareness programs to ensure legal and regulatory compliance and to strengthen our security practices. This means we can rapidly detect and respond to threats, safeguarding our assets, operations and clients.

We are committed to a measured growth strategy, while staying true to our core principles of integrity, efficiency, quality and long-term focus. In driving growth, we are actively pursuing both internal and external opportunities to expand our broking network, and the products and services we offer and distribute. We are in a process to acquire 100% of the publicly listed online broking business Selfwealth, subject to approval through a scheme of arrangement. On 3 February, Selfwealth received a competing non-binding indicative offer which it is currently reviewing. Regardless of whether the Selfwealth transaction proceeds, Bell Financial Group remains committed to the disciplined pursuit of sensible opportunities for growth.

Appointing Arnie Selvarajah and Dean Davenport as Co-CEOs in November 2023 has resulted in a seamless transition of leadership for the Group. We're fortunate to have their deep understanding of our operations, market trends and client needs, and this experience will be critical in shaping the Group's future.

On reflection

As we look back on the year, I want to extend my thanks to you—our shareholders, Board, dedicated staff, and valued clients. Your trust and ongoing support is integral in helping us achieve our goals, and keep moving our vision forward.

Thank you for your continued trust in the Bell Financial Group.

Sincerely,

Brian Wilson AO
Independent Chairman

Highlights
Chairman's Letter
Operating and Financial Review
Directors' Report
Financial Statements and Notes

OPERATING AND FINANCIAL REVIEW

Arnie Selvarajah
Co-CEO

Dean Davenport
Co-CEO

Following two consecutive years of challenging conditions, 2024 marked a change with improving market sentiment and a return in investor confidence. We saw growth across all business divisions and are pleased to report a full-year profit after tax of $30.7 million, a 26.4% increase on 2023.

Revenue

$276.4m

11.9% increase on 2023

Profit After Tax

$30.7m

26.4% increase on 2023

At a macro level global events continue to shape the landscape – the ongoing wars in Ukraine and in the Middle East, the return of Donald Trump in the recent US presidential election and slowing GDP growth in China.

While global inflation began easing in the second half of the year, prompting interest rate cuts from the European Central Bank followed by the US Federal Reserve, Australian inflation remained stubbornly high – causing ongoing cost pressures across the economy.

Against this backdrop, all our business units both grew and were profitable. Revenues in the Technology & Platforms and the Products & Services businesses were up 7.8% to $85.8 million, and profit after tax was up 15.9% to $21.5 million. Revenue in the Retail and Institutional Broking business was up 11.7% to $177.8 million, and profit after tax was up 118% to $9.2 million. A very pleasing result.

Technology & Platforms and Products & Services: We continue to invest in our Technology & Platforms and Products & Services businesses, the benefits of which are clearly evident in the numbers. These businesses delivered record revenue and earnings with more than 10 consecutive years of growth, and collectively they contributed 31% of 2024 Group revenue and 70% of Group profit after tax. Growth in these businesses remains a key focus.

Retail and Institutional Broking: Following consecutive years of challenging market conditions, our Retail and Institutional Broking business benefited from improved market sentiment and a return in investor confidence. Broking revenues were up in the Retail, Institutional and Foreign Exchange divisions, and early signs are this momentum will carry through in 2025.

The Equity Capital Markets division had another excellent year, executing 106 transactions and raising $2.3 billion in new capital for our corporate clients. League tables released by LSEG ranked us among the top ECM firms in Australia in 2024, placing us second by number of deals executed and seventh by value of deals completed. As we move into 2025, deal activity remains strong, providing a good start for the year.

We remain committed to disciplined, long-term growth, seeking strategic opportunities, both internal and external, that complement and leverage our strengths. And we will continue to invest in our people, technology, products and services.

Several initiatives undertaken in 2024 included:

- **Acquisitions:** During the year we explored several complementary acquisition opportunities, including Selfwealth where we made an offer to acquire 100% of shares

at $0.25 per share via a scheme of arrangement. Selfwealth has subsequently received a conditional non-binding indicative proposal at $0.28 per share. We are currently assessing our options, with financial discipline being a key consideration.

- **Macquarie Online Trading:** We reached an agreement with Macquarie Bank to transfer 75,000 Macquarie Online Trading accounts to Bell Direct. Migration of these accounts is expected to occur in February. This acquisition strengthens our position in the online broking market and creates new growth opportunities for our Technology & Platforms business.
- **Graduate and Adviser Training Programs:** In 2024 we launched our inaugural Graduate Program, attracting over 1,000 applications. The first intake of ten outstanding graduates commenced their careers in February, and we are confident that over time this program will make a meaningful contribution to the business.

  During the year we also developed a comprehensive Adviser Training Program designed to assist Advisers in growing and developing their businesses.
- **Cybersecurity:** Cybersecurity threats are ever-present and increasingly sophisticated. We remain focused on early threat identification and the robustness of our security framework, combined with regular staff awareness training to strengthen our security posture.
- **Consolidation of Sales & Operations teams:** During the year we brought together our two sales teams creating a more co-ordinated sales focus across the Group. We also completed the integration of our two Operations teams following the migration of Bell Potter Securities clients onto our Third Party Clearing platform, delivering meaningful cost synergies to the Group.

Outlook

The Australian market finished January at an all-time high, and US markets were not far behind. In addition, Australia looks set to start easing interest rates shortly. Both indicators are generally positive signs for equities markets making us cautiously optimistic for the outlook in 2025.

We have had a solid start to the year completing several ECM transactions in January, and the deal pipeline remains strong. While secondary markets were relatively quiet in January, which is normal for this time of year, activity is now increasing.

Key areas of focus for the year ahead are:

- We continue to explore external growth opportunities that complement our existing businesses, are accretive, and align with our strategic objectives.
- Improving our existing Portfolio Administration Services (PAS) business to provide a more holistic investment solution for our clients. Driving growth in the PAS business is an important component in building our fee based recurring revenues.
- Developing new distribution channels for our products and services.
- Ongoing development of talent through our Graduate Program and our Adviser Training Program.

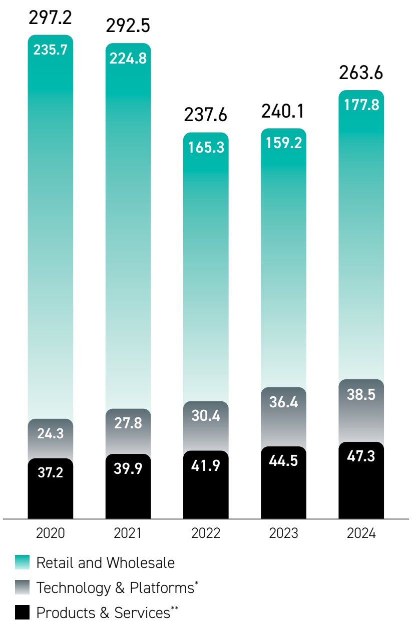
Finally, we would like to thank our staff and our Board for their support throughout the year. We would also like to thank our clients, and our shareholders – earning and maintaining your trust is the driver behind everything we do.

Arnie Selvarajah
Co-CEO, Bell Financial Group

Dean Davenport
Co-CEO, Bell Financial Group

1. GROUP

REVENUE ($M)

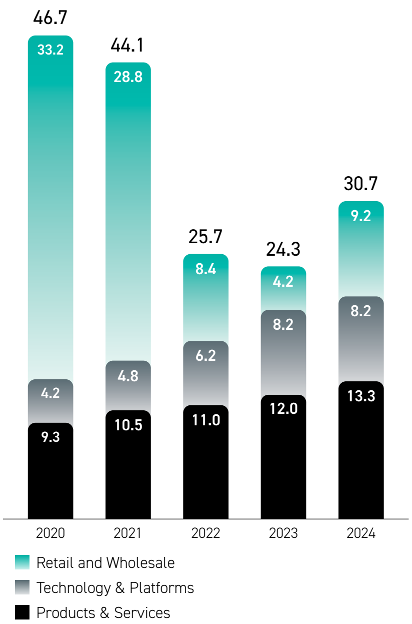


9.8% revenue growth, with contributions from all three business divisions: Retail and Institutional Broking, Products & Services, and Technology & Platforms.

* Based on Bell Potter Capital net interest revenue.

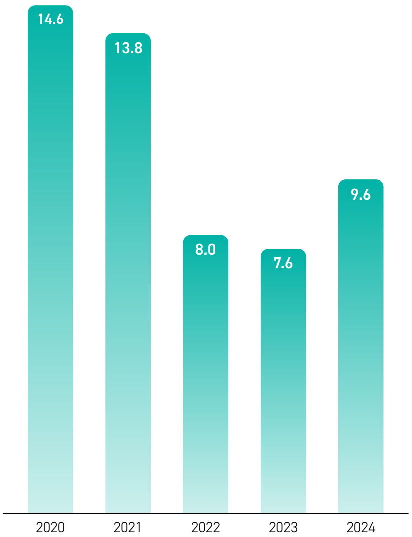
** Includes clearing revenue paid by Bell Potter Securities and product fees paid by Bell Potter Capital.

PROFIT AFTER TAX ($M)



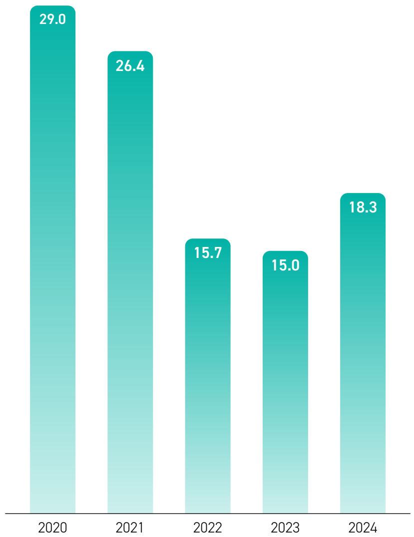
2024 profit after tax was $30.7 million, up 26.4% on 2023. Profit in the Retail and Institutional Broking business was up 118% to $9.2 million, and normalised profit in the Technology & Platforms and Products & Services businesses was up 15.9% to $21.5 million. These two businesses continue to grow and contributed 70% of Group earnings.

EARNING PER SHARE (CENTS)



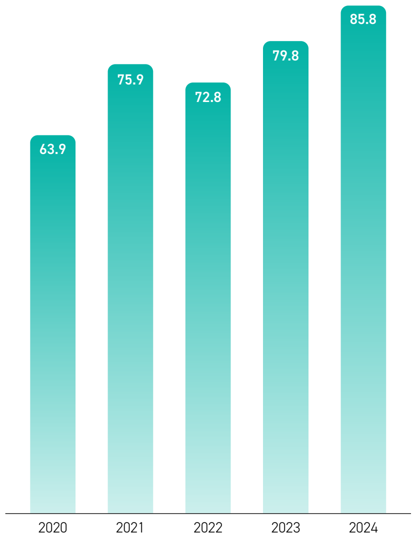
2024 earnings per share (EPS) of 9.6 cents, up 26.4% on 2023.

RETURN ON EQUITY (%)



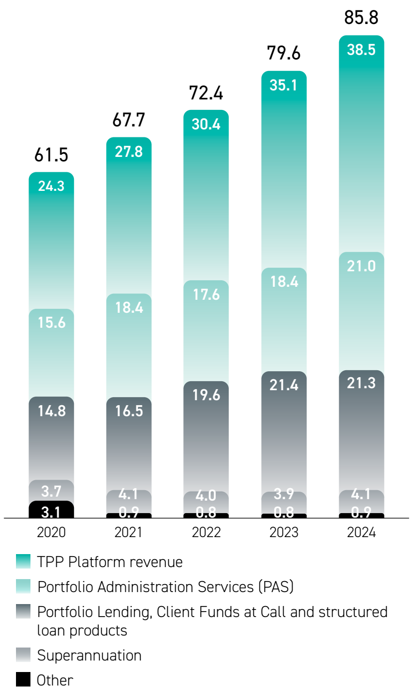
2024 return on equity (ROE) was 18.3%, up 21.7% on 2023.

FUNDS UNDER ADVICE ($B)



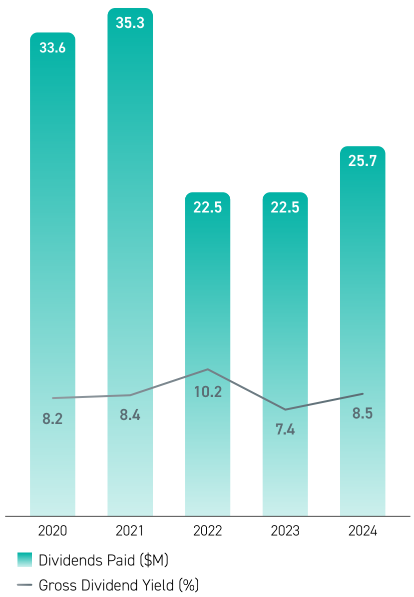
Funds under advice (FUA) closed the year at a record $85.8 billion – 7.5% growth year on year.

TECHNOLOGY & PLATFORMS AND PRODUCTS & SERVICES REVENUE BREAKDOWN ($M)



The Technology & Platforms and Products & Services businesses continue to grow, providing recurring revenue streams that underpin growth in earnings at the Group level. In 2024, revenue and earnings grew 7.8% and 15.9% respectively representing 31% of Group revenue, and 70% of Group profit. A 5-year compound annual growth rate (CAGR) of 8.7% (revenue) and 12.3% (profit) respectively.

DIVIDENDS PAID ($M) AND GROSS DIVIDEND YIELD (%)

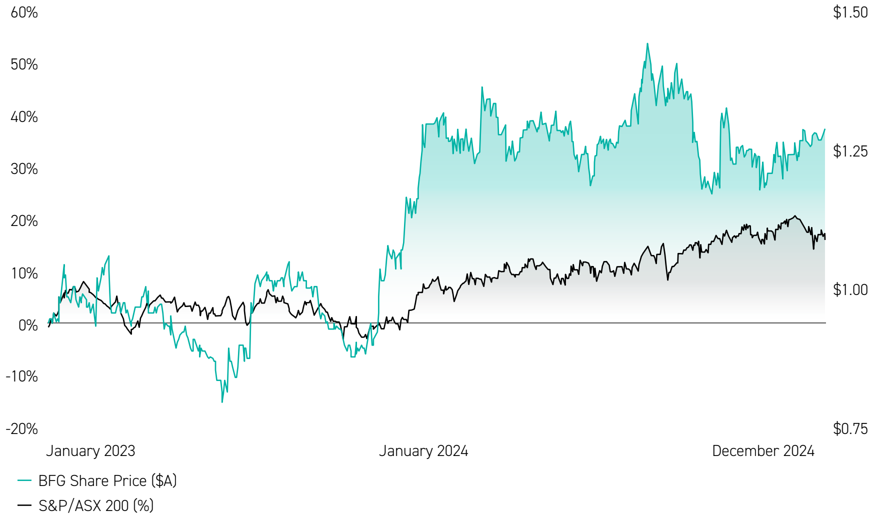


$25.7 million in fully franked dividends were paid in 2024, representing a gross dividend yield of 8.5% (based on the 31 December 2024 BFG share price of $1.34).

1. GROUP CONTINUED

BFG SHARE PRICE MOVEMENT

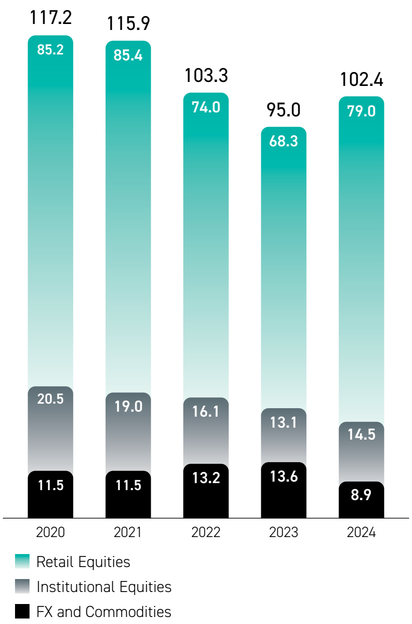
January 2023 – December 2024



2. BROKING – RETAIL AND INSTITUTIONAL

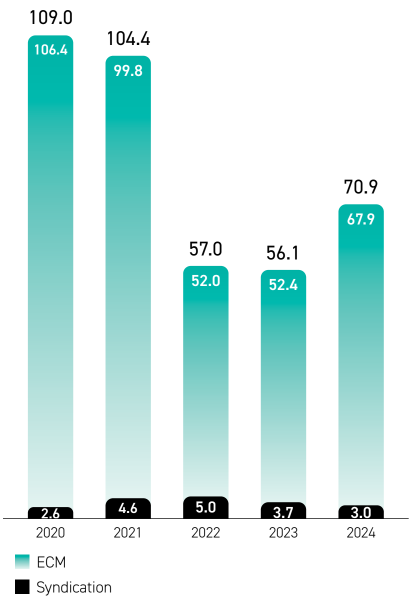
BELL POTTER SECURITIES (BPS)

RETAIL AND INSTITUTIONAL EQUITIES BROKERAGE AND FX AND COMMODITIES REVENUE ($M)



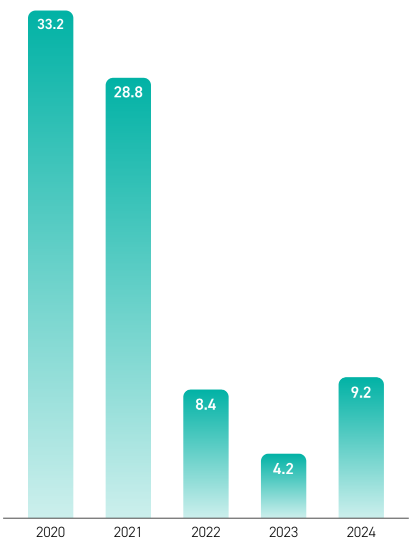
Brokerage revenue from the Retail, Institutional and Foreign Exchange (FX) divisions was $102.4 million (up 7.8% on 2023). The FX division continues to grow with revenue up 41.4% to $8.2 million. The Bell Commodities Futures division was closed in February 2024.

ECM AND SYNDICATION REVENUE ($M)



Equity Capital Markets (ECM) and Syndication had another excellent year with revenues up 26%. 106 transactions were executed raising in excess of $2.3 billion in new equity capital, placing us second by number of deals executed, and seventh by value of deals in the Australian Equity Capital Market league table released by LSEG.

PROFIT AFTER TAX ($M) RETAIL AND INSTITUTIONAL BROKERS

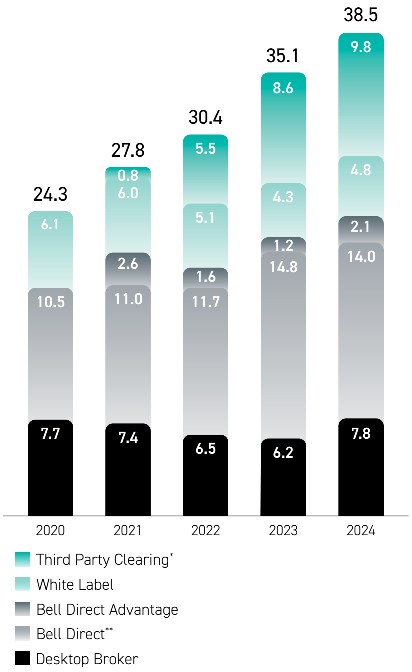


Improving market sentiment resulted in increased broking revenues, and in turn, earnings. Profit after tax of $9.2 million was up 118% on 2023.

3. TECHNOLOGY & PLATFORMS

THIRD PARTY PLATFORM (TPP)

REVENUE ($M)



Revenue from the Technology & Platforms business was $38.5 million, a 5.8% increase on 2023. More than ten consecutive years of growth. Normalised revenue grew 9.7%. (Normalised revenue excludes a $1.3 million rebate received under the CHESS Replacement Partnership Program in 2023).

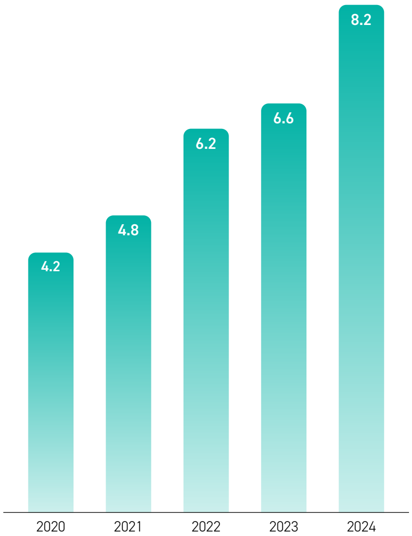
Third Party Platform (TPP) operates five distinct businesses:

- Bell Direct – Proprietary online retail broking business.
- Bell Direct Advantage – High Net Wealth desk.
- Desktop Broker – Execution and clearing services for the financial planning industry.
- White Label Online Broking – Turn-key online broking solution. Clients include Macquarie and HSBC.
- Third Party Clearing – TPP is an ASX General Participant, enabling it to provide third party clearing services to the stockbroking industry.

* Includes product fees paid by Bell Potter Capital.

** Includes Bell Potter Securities third party clearing revenue.

PROFIT AFTER TAX ($M) TECHNOLOGY & PLATFORMS

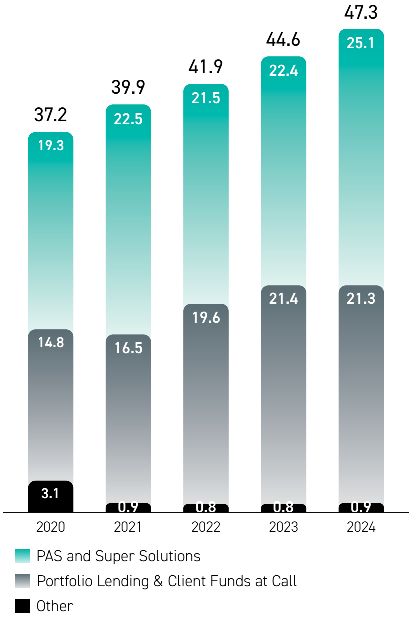


Technology & Platforms normalised earnings grew 25.1% – a 5-year CAGR of 18.2%. (Normalised earnings excludes a $1.3 million rebate received under the CHESS Replacement Partnership Program in 2023, and the reallocation of approximately $1 million in expenses in 2024 related to the back-office consolidation.)

4. PRODUCTS & SERVICES

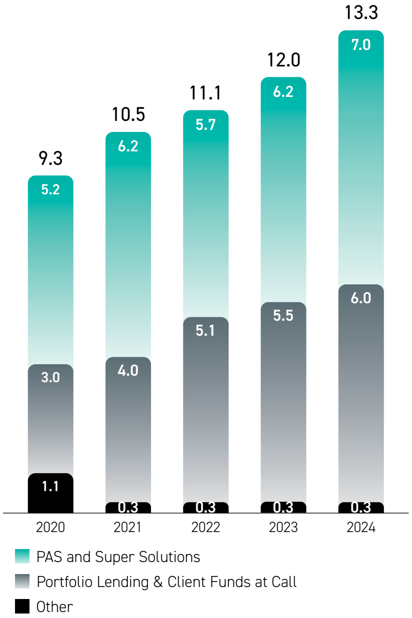
BELL POTTER CAPITAL (BPC)

REVENUE ($M)



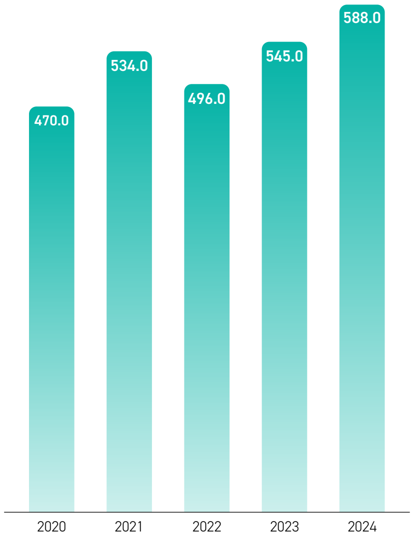
Product & Services revenue increased 6.1% year on year to $47.3 million.

PROFIT AFTER TAX ($M)



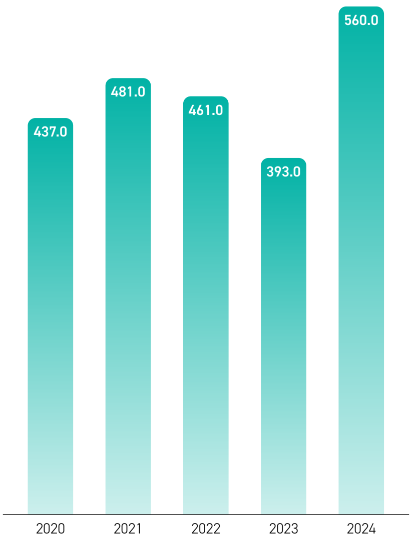
$13.3 million profit after tax, a 10.8% increase on 2023, and a 5-year CAGR of 9.4%.

LOAN BOOK ($M)



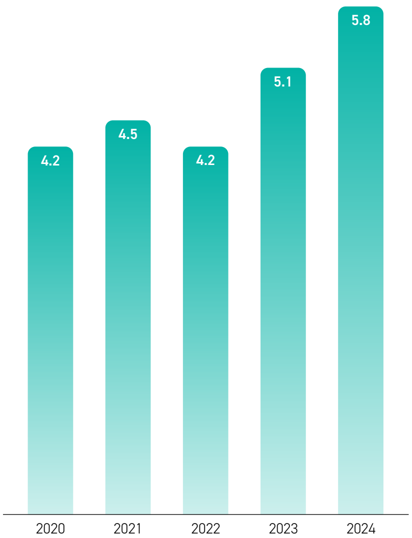
The margin loan book increased 7.9% to a record $588 million at the end of 2024.

BELL FINANCIAL TRUST ($M) CLIENT FUNDS AT CALL



Client Funds at Call closed the year at $560 million, up 42.5% on December 2023. The increase is attributable to strong growth in client funds following improved market sentiment, with investors returning to markets.

PORTFOLIO ADMINISTRATION AND SUPERANNUATION ASSETS ($B)



Funds under administration in our Portfolio Administration Service (PAS) and our Super Solutions closed the year at $5.8 billion, a 13.7% increase on 2024.

The material business risks faced by Bell Financial Group that are most likely to have an effect on the financial prospects of the company and how we manage these material risks, are set out below.

Material business risk	Description	Risk management
Cyber risk	The risk that technology and information systems of the Group or a third party are accessed without authorisation, compromised or suffer outages	• Dedicated Cyber & Information Security (CIS) group consisting of SOC (Security & Operations Centre) and GRC (Governance, Risk and Compliance) • Significant investment in cyber and information security software providing threat detection and protection • Annual penetration testing conducted using an external provider • Due diligence on third party providers to assess their cyber resilience • Member of the Australian Cyber Security Centre providing information on recent threats and guidance • Cyber education program for employees, with regular and consistent training (e.g. phishing, QR code scams, email fraud) • Board and senior management reports provided by the Chief Technology Officer
Regulatory risk	The risk that new or changed regulatory requirements could materially increase compliance costs or result in non-compliance, and the risk of breaching regulations	• Compliance team led by the Group Head of Compliance that monitors compliance across the Group and educates employees • Centralised register of policies to ensure compliance with key regulatory and exchange requirements and use of surveillance software • Operationally independent risk and audit team who assess compliance against key regulatory requirements led by the Head of Internal Risk and Audit • Compliance training conducted at least twice each year in person at each office • Regular engagement with regulators and exchanges, and participation in industry groups • Legal team led by the Group General Counsel and Company Secretary providing legal advice and guidance • Board and senior management reports provided by the Head of Compliance
Financial crime	The risk of failing to prevent parties committing illicit activities such as fraud, money laundering, terrorism financing, bribery and corruption	• Dedicated Financial Crime Manager • AML/CTF Operations Committee • Implementation of payment controls and transaction monitoring tools • Monitoring risks and controls, to ensure financial crime trends are identified and incorporated in the control environment • Regular audit and testing of controls for effectiveness • Employee training and Compliance guidance notes on trends in fraud and financial crime • Board and senior management reports provided by the Chief Technology Officer
Market risk	The risk of a change in market conditions negatively impacting a business division, in particular the level of activity in Retail and Institutional Broking, including Equity Capital Markets	• Diversification of sources of income • Focus on growing recurring revenue streams that are not dependent on market cycles • 70% of group profit after tax is from recurring revenue streams
Credit and underwriting risk	The risk that a counterparty will fail to meet its financial obligations when they fall due	• Dedicated Credit Risk Committee for the review of settlement and credit risk • Underwriting and high risk transactions are separately assessed against policies, standards and procedures, and require written approval from senior management

DIRECTORS' REPORT

For the year ended 31 December 2024

The Directors of Bell Financial Group Limited (Bell Financial Group) present their report with the financial report on the consolidated entity consisting of Bell Financial Group and its controlled entities (the Group) for the financial year ended 31 December 2024.

Board of Directors

As at the date of this report, the Directors of Bell Financial Group and their qualifications, experience and special responsibilities are stated below. Each Director held office for the entire year.

BRIAN WILSON AO

MCom (Hons), Hon DUniv

Mr Wilson is the Chairman and he is an Independent Director. He is also a member of the Group Risk and Audit Committee. Mr Wilson was appointed to the Board in October 2009. Mr Wilson was formerly Chairman of Australia's Foreign Investment Review Board, Chancellor of University of Technology Sydney, a member of the Payments System Board of the Reserve Bank of Australia, a Senior Advisor to The Carlyle Group and Chairman of the UTS Foundation. He was a member of the Commonwealth Government Review of Australia's Superannuation System and a member of 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 prior to that was a Vice-Chairman of Citigroup Australia and its predecessor companies.

ALASTAIR PROVAN

Mr Provan is a Non-Executive Director. He was the Executive Chairman of Bell Financial Group from August 2019 to October 2023. Prior to that he was the Managing Director. Mr Provan joined Bell Commodities in 1983 and held a number of dealing and management roles prior to becoming Managing Director in 1989.

GRAHAM CUBBIN

BEcon (Hons), FAICD

Mr Cubbin is an Independent Director. He is also Chairman of the Group Risk and Audit Committee. Mr Cubbin was appointed to the Board in 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. 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

Non-Executive Director, White Energy Company Limited (February 2010-March 2023)

Non-Executive Director, McPherson's Limited (September 2010-February 2022)

CHRISTINE FELDMANIS

BComm, MAppFin, SFFin, TFASFA, FAICD, CPA, CSA, AGIA, JP

Ms Feldmanis is an Independent Director. She is also a member of the Group Risk and Audit Committee. Ms Feldmanis was appointed to the Board in February 2020. She has more than 30 years of experience in the financial arena, with both government and private sectors. Ms Feldmanis has extensive experience in investment management, finance, accounting and risk management, legal and regulatory compliance, governance and business building in both the listed and unlisted financial products markets. She is currently a Non-Executive Director and Chair of the Audit and Risk Committees of Omni Bridgeway Ltd, Rabobank Australia Ltd, Utilities of Australia Pty Ltd, and is Chair of Bell Asset Management Ltd. Ms Feldmanis formerly held senior executive and C suite positions with firms including Deloitte, Elders Finance, Bankers Trust, NSW TCorp and Treasury Group Limited.

Other listed companies – past three years

Non-Executive Director, Omni Bridgeway Ltd (May 2008-present)

Non-Executive Director, United Malt Group Ltd (January 2023-November 2023)

ANDREW BELL

BCom, MBA

Mr Bell is a Non-Executive Director. He was appointed to the Board in November 2023. Mr Bell joined Bell Commodities alongside his brother Colin Bell in 1978, and he helped to build and develop Bell Financial Group's businesses in derivatives, equities and capital markets. Mr Bell has been a Director of Bell Potter Securities Ltd and Bell Potter Capital Ltd since 2001. Prior to joining Bell Commodities, Mr Bell was an executive at investment banks in Melbourne and London. He is an Adviser to high net worth and corporate clients at Bell Potter Securities.

Co-Chief Executive Officers

ARNIE SELVARAJAH

BComm, MBA (Executive) (AGSM), ACA, MSIAA

Arnie Selvarajah has been the Co-Chief Executive Officer of Bell Financial Group since November 2023. He joined Bell Financial Group in 2008 and held the position of Chief Executive Officer of the Technology & Platforms business, Third Party Platform Pty Ltd, for more than 15 years. Arnie has been a Director of Bell Potter Securities Ltd since 2018, Third Party Platform Pty Ltd since 2010 and Bell Potter Capital Ltd since 2023. Prior to joining Bell Financial Group, Arnie held senior roles with CBA, CommSec and Bankers Trust, as well as within the FMCG sector at National Foods.

DEAN DAVENPORT

BBus

Dean Davenport has been the Co-Chief Executive Officer of Bell Financial Group since November 2023 and is the Acting Chief Financial Officer. Dean was previously the Chief Financial Officer and Chief Operating Officer of Bell Financial Group for over 25 years. He is a qualified Chartered Accountant with over 30 years' financial services experience. Dean has been a Director of Bell Potter Securities Ltd since 2013, Third Party Platform Pty Ltd since 2020 and Bell Potter Capital Ltd since 2007. Prior to joining Bell Financial Group, Dean was employed at KPMG.

Principal activities

The principal activities of the Group during the year were the provision of full service broking, online broking, corporate finance and financial advisory services to private, institutional and corporate clients, and the development of proprietary technology, platforms, products and services. With over 700 employees, the Group operates across 11 offices in Australia and has offices in New York, London, Hong Kong and Kuala Lumpur.

Operating and financial review

Please refer to pages 4 to 10 of this report for the following in respect of the Group:

- a review of operations during the financial year and the results of those operations,
- likely developments in the Group's operations in future financial years and the expected results of those operations,
- comments on the financial position, and
- comments on business strategies and prospects for future financial years, including material business risks.

In respect of likely developments, business strategies and prospects for future financial years, material which if included would be likely to result in unreasonable prejudice to the Group, has been omitted.

Dividends

Subsequent to the year ended 31 December 2024, the Directors have resolved to pay a fully franked final dividend of 4.0 cents per share. This dividend is payable on 19 March 2025.

Dividends paid to shareholders during the financial year ended 31 December 2024 were as follows:

Dividend	Per share	Total $'000	Fully Franked	Date of payment
2024				
Interim 2024 ordinary	4.0 cents	12,830	Yes	10 September 2024
Final 2023 ordinary	4.0 cents	12,830	Yes	14 March 2024
2023				
Interim 2023 ordinary	3.0 cents	9,622	Yes	12 September 2023
Final 2022 ordinary	4.5 cents	14,433	Yes	15 March 2023

State of affairs

There were no other significant changes in the Group's state of affairs during the financial year ended 31 December 2024 that are not otherwise disclosed in this report.

Board and Board Committee meetings and attendance

The number of meetings of the Board of Directors and the Group Risk and Audit Committee (GRAC), and individual attendance by Directors at those meetings at which they were eligible to attend and vote during the financial year, is stated below:

	Board		GRAC	
Director	Held	Attended	Held	Attended
Brian Wilson AO	7	7	4	4
Alastair Provan	7	6	–	–
Graham Cubbin	7	7	4	4
Christine Feldmanis	7	7	4	4
Andrew Bell	7	7	–	–

Directors' shareholdings and other relevant interests

As at the date of this report, the Directors have the following relevant interests in Bell Financial Group ordinary shares:

	Fully paid ordinary shares	Deemed relevant interest	Total
Director			
Brian Wilson AO	1,200,000	–	1,200,000
Alastair Provan[1]	5,939,998	146,355,350	152,295,348
Graham Cubbin	216,000	–	216,000
Christine Feldmanis	175,000	–	175,000
Andrew Bell	2,738,000	–	2,738,000

1. Mr Provan is deemed to have a relevant interest in the BFG ordinary shares held by Bell Group Holdings Pty Ltd (ACN 004 845 710), Bell Securities Pty Ltd (ACN 006 465 498) and Bell Asset Management (Holdings) Pty Ltd (ACN 078 023 248) – 146,355,350 BFG ordinary shares.

The following Directors and/or their related parties hold units in the Bell Financial Trust, a registered scheme that is made available by a related body corporate of Bell Financial Group:

- Mr Provan and his related parties – 3 units,
- Ms Feldmanis's related party – 1 unit, and
- Mr A Bell and his related parties – 4 units.

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 Group, Ms Lee held the position of Regional Legal Counsel, South Asia with Mercer. Ms Lee has over 20 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.

Corporate Governance

Bell Financial Group recognises the importance of good corporate governance. As required under the ASX listing rules, Bell Financial Group 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 the Corporate Governance Statement is located at the Corporate Governance section of our website: www.bellfg.com.au/#corporate-governance. Copies of the Board Charter, Code of Conduct, Group Risk and Audit Committee Charter, Diversity Policy, Disclosure and Communication Policy, Description of Risk Management Policy and Framework, Trading Policy, Whistleblower Policy and Modern Slavery Statement are also located here.

Directors' and officers' indemnity and insurance

Bell Financial Group has entered into a Deed of Access, Insurance and Indemnity with each Director. Under the Deed, Bell Financial Group has agreed to indemnify the Director, to the maximum extent permitted by law, against certain liabilities and legal costs.

Bell Financial Group maintains a directors' and officers' insurance policy that provides cover for the Directors, officers, company secretaries and senior executives in the Group. The insurance policy prohibits disclosure of the premium payable under the policy and the nature of the liabilities insured.

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

Amounts paid or payable to KPMG, the auditor of the Group, for non-audit services provided during the year ended 31 December 2024 totalled $33,815 (2023 : $31,721). Further details are set out in note 38 of the Consolidated Financial Statement.

The Directors are satisfied, in accordance with the advice provided by the GRAC, that the provision of non-audit services during the year by KPMG is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* (Cth) ('Corporations Act'), and did not compromise the auditor independence requirements of the Corporations Act, for the following reasons:

- the non-audit services provided were not considered to be materially in conflict with the role of the auditor, and
- the Directors are unaware of any matter relating to the provision of non-audit services which would impair the impartial and objective judgement of the auditor.

Events after the end of the financial year

On 22 January 2025, Bell Financial Group announced that it had reached an agreement with Macquarie Bank which will see approximately 75,000 accounts transfer from Macquarie Online Trading to the Group's Bell Direct and Desktop Broker brands. The transition of accounts from Macquarie Online Trading is expected to be completed after 22 February 2025.

Other than the above matter, at the date of this report the Directors are not aware of any matter or circumstance that has arisen since the end of the financial year, that has significantly affected or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs, in future financial years.

Remuneration Report (audited)

This Remuneration Report describes Bell Financial Group's 'key management personnel' (KMP) remuneration arrangements as required by the Corporations Act. KMP include senior executives with the authority and responsibility for planning, directing and controlling the activities of the Group as well as Non-Executive Directors (NEDs). The NEDs are required by the Corporations Act to be included as KMP for the purposes of disclosures in the Remuneration Report, however do not consider themselves part of management. In this report, 'Executive KMP' refers to KMP who are not on the Board (the Co-CEOs). Each person named below was a KMP for the entire year.

1. KMP

Name	Position
Non-Executive Directors	
Brian Wilson AO	Independent Chairman
Alastair Provan	Non-Executive Director
Graham Cubbin	Independent Director
Christine Feldmanis	Independent Director
Andrew Bell	Non-Executive Director
Senior Executives	
Arnie Selvarajah	Co-Chief Executive Officer
Dean Davenport	Co-Chief Executive Officer and Acting Chief Financial Officer

2. Overview of remuneration policy and framework

Bell Financial Group remunerates the Co-CEOs, managers, Advisers and other employees 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. Where remuneration is linked to performance, net profit/(loss) after tax and earnings per share are key performance measures, in addition to individual objectives. In considering the Group's performance and benefits for shareholder wealth for the financial year ended 31 December 2024, the Board had regard to the following financial indicators in respect of the current financial year and previous financial years.

	2020	2021	2022	2023	2024
Net profit/(loss) after tax ($'000)	$46,695	$44,118	$25,687	$24,324	**$30,741**
Share price at year end ($)	$1.82	$1.865	$0.98	$1.35	**$1.34**
Earnings per Share (cents)	14.6	13.8	8.0	7.6	**9.6**
Dividends paid ($'000)	$27,263	$35,281	$28,867	$24,055	**$25,660**

Bell Financial Group has established two equity-based plans to assist in the attraction, retention and motivation of management and employees of the Group, the Long-Term Incentive Plan (LTIP) and the Employee Share Acquisition (Tax Exempt) Plan (ESP). 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 which operate to limit the economic risk of the unvested Bell Financial Group securities issued under the plans.

Remuneration Report (audited) (continued)

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 management, Advisers and key employees with the Group's performance. Certain key employees and Advisers are paid a commission based on revenue generated by the individual during the year. This creates a strong incentive for key employees and Advisers to maximise Bell Financial Group's revenue and performance.

5. Performance linked compensation

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

6. Short-term incentive bonus

The Group pays certain employees a short-term incentive (STI) annually. The Board is responsible for determining who is eligible to participate in STI arrangements, as well as the structure of those arrangements.

For the financial year ended 31 December 2024, an STI was payable to certain employees who are not remunerated by reference to commission, which was a discretionary annual cash bonus and/or shares determined based on the Group's financial performance during the year, key performance indicators, industry competitive measures and individual performance over the period. The STI aims to ensure that employee remuneration is aligned with the Group's financial performance and growth.

7. Long-term incentive plan (LTIP)

The LTIP is part of the Group's remuneration strategy and is designed to align the interests of the Group's management with the interests of shareholders to assist the Group in the attraction, motivation and retention of executives, managers and Advisers. In particular, the LTIP is designed to provide employees 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 Group 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 Group.

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.

No share options were granted during the year to 31 December 2024 (2023: Nil).

577,470 performance rights were granted during the year to 31 December 2024 (2023: Nil). See Section 9 of this Remuneration Report for more information.

8. Service agreements

8.1 Co-CEOs

The Co-CEOs have employment contracts with no fixed end date. Each Co-CEO may resign by providing 6 months' notice. The Board may terminate the employment of either Co-CEO at any time on 6 months' notice. Each Co-CEO's employment may also be terminated without notice in certain circumstances such as serious misconduct. There were no changes to the fixed annual remuneration for the Co-CEOs during the year. Each Co-CEO was paid fixed remuneration of $600,000 (including superannuation) for the year ended 31 December 2024.

8.2 Senior Executives

All key executives are permanent employees of Bell Financial Group. 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 Group may terminate an employment contract by providing written notice or making payment in lieu of notice in accordance with the Group's termination policies. The Group may terminate an employment contract at any time for serious misconduct.

8.3 Non-Executive Directors

On appointment to the Board, each Non-Executive Director was provided with a letter of appointment setting out the terms of their appointment, including responsibilities, duties, rights and remuneration, relevant to the office of director. Non-Executive Directors do not receive bonuses, incentive payments or equity-based pay. They receive a fixed annual fee inclusive of compulsory superannuation contributions. Each Non-Executive Director was paid an annual fee of $100,000 (including superannuation) for the year ended 31 December 2024.

9. Employee Share Acquisition (Tax Exempt) Plan (ESP)

No interests under the ESP were provided to employees during the year to 31 December 2024 (2023: Nil).

10. Co-CEOs' incentive awards

Each Co-CEO is eligible to receive an annual incentive award subject to the financial and non-financial performance of the Group and performance against targets set by the Board. The performance criteria include earnings per share performance, growth in profit from recurring revenues, strong compliance culture and performance, promotion of the Company and its brands, employee performance, and technology development.

The incentive opportunity is capped at 175% of fixed annual remuneration and is as follows:

- 50% of any award will be paid in cash (STI)
- 50% of any award will be in performance rights (LTI).

Vesting of performance rights granted in respect of a financial year occurs:

- 1/3 on 1 January of the year 3 years after the year of the grant (for a FY24 grant this would be 1 January 2027)
- 1/3 on 1 January of the year 4 years after the year of the grant
- 1/3 on 1 January of the year 5 years after the year of the grant,

subject to certain good leaver provisions.

Effective 12 December 2024, each Co-CEO was awarded the following incentive award in respect of the financial year ended 31 December 2024:

	Target opportunity	% target STI awarded	Outcome	STI (cash)	LTI (performance rights)
Dean Davenport	$1,050,000	70%	$735,000	$367,500	288,735
Arnie Selvarajah	$1,050,000	70%	$735,000	$367,500	288,735

Short-term incentive (STI) award

The STI was paid in cash on 20 December 2024.

Long-term incentive (LTI) award

The LTI was a grant of performance rights on 12 December 2024 under the Long Term Incentive Plan.

Each performance right granted provides the right to acquire one BFG fully paid ordinary share for zero consideration. It does not provide any legal or beneficial interest in any shares and the Co-CEOs do not receive any distributions, dividends or other shareholder benefits. Shares are allocated and held by the trustee of the Bell Financial Group Employee Share Trust on trust for the Co-CEOs until they are withdrawn.

The number of performance rights granted to each Co-CEO was determined by dividing 50% of their annual incentive award by the fair value of BFG shares. The fair value was calculated as the 30-day volume weighted average price (VWAP) of BFG shares up to and including the date of the Board's decision (9 December 2024) to award performance rights.

The performance rights will vest as follows:

	1 January 2027	1 January 2028	1 January 2029
Dean Davenport	96,245 shares	96,245 shares	96,245 shares
Arnie Selvarajah	96,245 shares	96,245 shares	96,245 shares

On the relevant vesting date, the Co-CEO must be either employed or characterised as a good leaver by the Board. The performance rights may be exercised at any time on or after their vesting date and before their expiry date, which is seven years after their grant date (11 December 2031).

Remuneration Report (audited) (continued)

10.1 KMP remuneration

Details of the remuneration of each KMP are tabled below.

		Short-term			
		Salary & fees $	STI cash bonus $	Other short term benefits $	Total
Non-Executive Directors					
Brian Wilson AO, Chairman	**2024**	**89,888**	**–**	**–**	**89,888**
	2023	90,294	–	–	90,294
Alastair Provan	**2024**	**89,888**	**–**	**–**	**89,888**
	2023	446,799	500,000	34,983	981,782
Graham Cubbin	**2024**	**89,888**	**–**	**–**	**89,888**
	2023	90,294	–	–	90,294
Christine Feldmanis	**2024**	**100,000**	**–**	**–**	**100,000**
	2023	100,000	–	–	100,000
Andrew Bell	**2024**	**100,000**	**–**	**–**	**100,000**
	2023	15,015	–	–	15,015
Total compensation: Directors (consolidated)	**2024**	**469,644**	**–**	**–**	**469,644**
	2023	742,402	500,000	34,983	1,277,385

		Short-term			
		Salary & fees $	STI cash bonus $	Other short term benefits $	Total
Senior Executives					
Arnie Selvarajah, Co-CEO[1]	**2024**	**548,258**	**367,500**	**23,076**	**938,834**
	2023	95,434	275,000	–	370,434
Dean Davenport, Co-CEO and Acting Chief Financial Officer[2]	**2024**	**545,950**	**367,500**	**25,384**	**938,834**
	2023	381,218	275,000	24,615	680,833
Lewis Bell, Former Head of Compliance[3]	**2024**	**–**	**–**	**–**	**–**
	2023	302,806	–	–	302,806
Rowan Fell, CEO of Bell Potter Capital[3]	**2024**	**–**	**–**	**–**	**–**
	2023	210,200	500,000	41,884	752,084
Andrew Bell, Executive Director of Bell Potter Securities[3]	**2024**	**–**	**–**	**–**	**–**
	2023	188,562	–	–	188,562
Total compensation: Executives (consolidated)	**2024**	**1,094,208**	**735,000**	**48,460**	**1,877,668**
	2023	1,178,220	1,050,000	66,499	2,294,719

1. Mr Selvarajah became an Executive KMP on 1 November 2023 when he was appointed as a Co-Chief Executive Officer.
2. Mr Davenport was an Executive KMP for the entire financial year ending 31 December 2023. He was appointed as a Co-Chief Executive Officer on 1 November 2023. Prior to that he was the Chief Financial Officer.
3. Mr L Bell, Mr A Bell and Mr Fell ceased to be Executive KMP on 31 October 2023.
4. Mr Davenport's and Mr Selverajah's 2023 other long-term benefits did not reflect the entitlements earned in 2023. The 2023 amounts have therefore been restated to include the entitlements earned in that year.

10.2 Options and equity instruments

No options over the Group's shares or other equity instruments are held by KMP.

Post-employment Superannuation benefits $	Other long term[4] $	Termination benefits $	Share-based payments $	Total $	Proportion of remuneration performance related %	Value of performance rights as proportion of remuneration %
10,122	**–**	**–**	**–**	**100,000**	**0%**	**0%**
9,706	–	–	–	100,000	0%	0%
10,122	**–**	**–**	**–**	**100,000**	**0%**	**0%**
23,431	8,077	–	–	1,013,290	50%	0%
10,122	**–**	**–**	**–**	**100,000**	**0%**	**0%**
9,706	–	–	–	100,000	0%	0%
–	**–**	**–**	**–**	**100,000**	**0%**	**0%**
–	–	–	–	100,000	0%	0%
–	**–**	**–**	**–**	**100,000**	**0%**	**0%**
1,652	–	–	–	16,667	0%	0%
30,366	**–**	**–**	**–**	**500,000**	**0%**	**0%**
44,495	8,077	–	–	1,329,957	38%	0%

Post-employment Superannuation benefits $	Other long term $	Termination benefits $	Share-based payments $	Total $	Proportion of remuneration performance related %	Value of performance rights as proportion of remuneration %
28,665	**10,600**	**–**	**6,161**	**984,260**	**38%**	**1%**
4,566	10,600	–	–	385,600	71%	0%
28,665	**10,706**	**–**	**6,161**	**984,366**	**38%**	**1%**
27,500	10,600	–	–	718,933	38%	0%
–	**–**	**–**	**–**	**–**	**0%**	**0%**
21,779	6,881	–	–	331,466	0%	0%
–	**–**	**–**	**–**	**–**	**0%**	**0%**
22,917	2,688	–	–	777,689	64%	0%
–	**–**	**–**	**–**	**–**	**0%**	**0%**
19,722	–	–	–	208,284	100%	0%
57,330	**21,306**	**–**	**12,322**	**1,968,626**	**38%**	**1%**
96,484	30,769	–	–	2,421,972	52%	0%

Remuneration Report (audited) (continued)

11. Loans to KMP and their related parties

All loans to KMP and their related parties are margin loans provided in the ordinary course of business on standard terms and conditions that are no more favourable than those provided to other employees or clients, including the interest rate and security required. Details on the aggregate loans provided to KMP and their related parties are as follows.

	31 Dec 2024 $
Opening balance	1,003,863
Closing balance[1]	582,674
Interest charged	53,414

1. The aggregate loan amount at the end of the reporting period includes loans to 3 KMP.

Details of KMP (including their related parties) with an aggregate of loans above $100,000 during the reporting period are as follows:

	Balance 1 Jan 24 $	Balance 31 Dec 24 $	Interest paid and payable in period $	Highest balance in period[1] $
Andrew Bell	199,606	400,000	40,414	547,917
Dean Davenport	88,923	101,918	7,072	111,366

1. Represents the highest loan balance during the reporting period for the individual KMP. All other items in the table relate to KMP and their related parties.

Rounding of amounts

In accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instruments 2016/191*, amounts in this report have been rounded off to the nearest thousand dollars, unless otherwise indicated.

Lead auditor's independence declaration

The lead auditor's independence declaration is set out on page 23 and forms part of the Directors' Report for the financial year ended 31 December 2024.

This report is made in accordance with a resolution of the Directors.

Brian Wilson AO
Independent Chairman

18 February 2025

LEAD AUDITOR'S INDEPENDENCE DECLARATION

For the year ended 31 December 2024

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 of Bell Financial Group Ltd for the financial year ended 31 December 2024 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

Luke Sullivan

Luke Sullivan
Partner

Melbourne
18 February 2025

STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2024

	Note	Consolidated $'000 2024	2023
Rendering of services	6, 7.	**224,462**	196,510
Finance income	10.	**53,818**	49,934
Investment gains/(losses)	8.	**(2,439)**	(1,407)
Other income	9.	**543**	1,965
Total revenue		**276,384**	247,002
Employee expenses	11.	**(152,753)**	(140,275)
Depreciation and amortisation expenses	16,17,31.	**(10,776)**	(10,958)
Occupancy expenses		**(3,306)**	(3,065)
System and communication expenses		**(12,232)**	(10,895)
Market information expenses		**(7,684)**	(7,897)
ASX & Other clearing expenses		**(5,205)**	(5,174)
Professional expenses		**(3,268)**	(3,358)
Finance expenses	10.	**(23,910)**	(18,203)
Other expenses		**(13,250)**	(11,827)
Total expenses		**(232,384)**	(211,652)
Profit before income tax		**44,000**	35,350
Income tax expense	12.	**(13,259)**	(11,026)
Profit for the year		**30,741**	24,324
Attributable to:			
Equity holders of the Company		**30,741**	24,324
Profit for the year		**30,741**	24,324

Earnings per share:		**Cents**	**Cents**
Basic earnings per share	28.	**9.6**	7.6
Diluted earnings per share	28.	**9.6**	7.6

The notes on pages 29 to 67 are an integral part of these Consolidated Financial Statements.

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

	Note	Consolidated $'000 2024	2023
Profit for the year		**30,741**	24,324
Other comprehensive income/(loss)			
Items that may be classified to profit or loss			
Change in fair value of cash flow hedge, net of tax		**(165)**	(386)
Foreign operations – foreign currency translation differences, net of tax		**486**	156
Other comprehensive income/(loss) for the year, net of tax		**321**	(230)
Total comprehensive income for the year		**31,062**	24,094
Attributable to:			
Equity holders of the Company		**31,062**	24,094
Total comprehensive income for the year		**31,062**	24,094

The notes on pages 29 to 67 are an integral part of these Consolidated Financial Statements.

Highlights

Chairman's Letter

Operating and Financial Review

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Financial Statements and Notes

STATEMENT OF FINANCIAL POSITION

For the year ended 31 December 2024

	Note	Consolidated $'000 2024	2023
Assets			
Cash and cash equivalents	13.	**177,342**	216,780
Trade and other receivables	14.	**87,543**	176,602
Prepayments		**1,442**	1,337
Financial assets at fair value	15.	**11,558**	15,593
Derivative assets	30.	**2,041**	81
Loans and advances	19.	**587,082**	546,149
Right of use assets	31.	**33,708**	40,047
Deferred tax assets	18.	**6,046**	4,765
Property, plant and equipment	16.	**1,429**	1,512
Goodwill	17.	**130,413**	130,413
Intangible assets	17.	**15,361**	15,525
Total assets		**1,053,965**	1,148,804
Liabilities			
Trade and other payables	20.	**123,963**	257,626
Deposits and borrowings	21.	**602,019**	566,518
Current tax liabilities	22.	**886**	1,672
Lease liabilities	31.	**42,132**	48,497
Derivative liabilities	30.	**177**	158
Employee benefits	24.	**43,431**	38,390
Provisions	23.	**500**	500
Total liabilities		**813,108**	913,361
Net assets		**240,857**	235,443
Equity			
Contributed equity	26.	**204,237**	204,237
Other equity	26.	**(28,858)**	(28,858)
Reserves	26.	**(914)**	(1,247)
Retained earnings	26.	**66,392**	61,311
Total equity attributable to equity holders of the Company		**240,857**	235,443

The notes on pages 29 to 67 are an integral part of these Consolidated Financial Statements.

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

	Share Capital $'000	Other Equity $'000	Treasury Shares Reserve $'000	Share Based Payments Reserve $'000	Cash Flow Hedge Reserve $'000	Foreign Currency Reserve $'000	Retained Earnings $'000	Total Equity $'000
Balance at 1 January 2023	204,237	(28,858)	(2,620)	–	398	1,205	61,042	235,404
Total comprehensive income								
Profit/(loss) for the year	–	–	–	–	–	–	24,324	24,324
Other comprehensive income								
Change in fair value of cash flow hedges	–	–	–	–	(386)	–	–	(386)
Translation of foreign currency reserve	–	–	–	–	–	156	–	156
Total other comprehensive income	–	–	–	–	(386)	156	–	(230)
Total comprehensive income for the year	–	–	–	–	(386)	156	24,324	24,094
Transactions with owners, recorded directly in equity								
Transfer of retained earnings	–	–	–	–	–	–	–	–
Purchase of treasury shares	–	–	–	–	–	–	–	–
Share based payments	–	–	–	–	–	–	–	–
Issuance of share based payment	–	–	–	–	–	–	–	–
Dividends	–	–	–	–	–	–	(24,055)	(24,055)
Balance at 31 December 2023	204,237	(28,858)	(2,620)	–	12	1,361	61,311	235,443

The notes on pages 29 to 67 are an integral part of these Consolidated Financial Statements.

	Share Capital $'000	Other Equity $'000	Treasury Shares Reserve $'000	Share Based Payments Reserve $'000	Cash Flow Hedge Reserve $'000	Foreign Currency Reserve $'000	Retained Earnings $'000	Total Equity $'000
Balance at 1 January 2024	204,237	(28,858)	(2,620)	–	12	1,361	61,311	235,443
Total comprehensive income								
Profit/(loss) for the year	–	–	–	–	–	–	30,741	30,741
Other comprehensive income								
Change in fair value of cash flow hedges	–	–	–	–	(165)	–	–	(165)
Translation of foreign currency reserve	–	–	–	–	–	486	–	486
Total other comprehensive income	–	–	–	–	(165)	486	–	321
Total comprehensive income for the year	–	–	–	–	(165)	486	30,741	31,062
Transactions with owners, recorded directly in equity								
Transfer of retained earnings	–	–	–	–	–	–	–	–
Purchase of treasury shares	–	–	–	–	–	–	–	–
Share based payments	–	–	–	12	–	–	–	12
Issuance of share based payment	–	–	–	–	–	–	–	–
Dividends	–	–	–	–	–	–	(25,660)	(25,660)
Balance at 31 December 2024	204,237	(28,858)	(2,620)	12	(153)	1,847	66,392	240,857

The notes on pages 29 to 67 are an integral part of these Consolidated Financial Statements.

STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	Note	Consolidated $'000 2024	2023
Cash flows from/(used in) operating activities			
Cash receipts from customers and clients		**238,804**	213,831
Cash paid to suppliers and employees		**(211,720)**	(196,186)
Net cash used in client related receivables and payables		**(44,038)**	(90,023)
Cash generated from operations[1]		**(16,954)**	(72,378)
Dividends received		**163**	153
Interest received		**53,966**	49,927
Interest paid		**(23,910)**	(18,203)
Income taxes paid		**(15,326)**	(10,608)
Net cash from/(used in) operating activities	25.	**(2,061)**	(51,109)
Cash flows from/(used in) investing activities			
Proceeds from sale of investments		**8,013**	1,354
Acquisition of property, plant and equipment		**(439)**	(828)
Acquisition of other investments		**(5,377)**	(4,385)
Net cash from/(used in) investing activities		**2,197**	(3,859)
Cash flows from/(used in) financing activities			
Dividends paid		**(25,660)**	(24,055)
On market share purchases		**–**	–
Payment of lease liabilities		**(7,209)**	(5,243)
Bell Potter Capital (Margin Lending)			
Deposits/(Withdrawals) from client cash balances		**167,023**	(68,916)
(Issuance)/Drawdown of margin loans		**(42,206)**	(49,245)
(Repayment)/Drawdown of borrowings		**(131,522)**	130,000
Net cash used in financing activities		**(39,574)**	(17,459)
Net (decrease)/increase in cash and cash equivalents		**(39,438)**	(72,427)
Cash and cash equivalents at 1 January		**216,780**	289,207
Cash and cash equivalents at 31 December	13, 25.	**177,342**	216,780

1. 'Cash generated from operations' includes Group cash reserves and client balances. Refer to note 13 for further information on cash and cash equivalents.

The notes on pages 29 to 67 are an integral part of these Consolidated Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

Bell Financial Group Ltd ('Bell Financial Group' 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. Bell Financial Group is an Australian-based provider of stockbroking, investment and financial advisory services.

1. Material accounting policies

Set out below is a summary of material 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 18 February 2025.

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.

The Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise.

Basis of measurement

These Consolidated Financial Statements have been prepared under the historical cost convention, except for financial assets and liabilities (including derivative instruments and loans) 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) Instrument 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 Section 295(2)(b) of 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 applies AASB 3 *Business Combinations (2008)* and amended AASB 127 *Consolidated and Separate Financial Statements* (2008) for business combinations.

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.

c) Revenue recognition

AASB 15 Revenue from Contracts with Customers

AASB 15 requires identification of discrete performance obligations within a transaction and an associated transaction price allocation to these obligations. Revenue is recognised upon satisfaction of these performance obligations, which occur when control of the goods or services are transferred to the customer.

Under AASB 15, revenue is recognised when a customer obtains control of the goods or services have been rendered. Determining the timing of the transfer of control – at a point in time or over time – requires judgement. AASB 15 specifically excludes financial instruments recognised under AASB 9 *Financial Instruments*. Revenue streams for Bell Financial Group are limited to fee-based revenue items such as brokerage, fee income, commissions and portfolio administration fees.

Revenue under AASB 15 is recognised when the Group satisfies the performance obligations relating to its service to a customer. The Group measures revenue based on the consideration specified in a contract with a customer. The following specific criteria must also be met before revenue can be recognised.

Rendering of services

Revenue arising from brokerage, fee income and corporate finance transactions are recognised by the Group when performance obligations under the contract with a customer are satisfied.

Brokerage is recognised at a point in time when a trade is executed and payment is received upon settlement, which is normally 2 days after the trade.

Portfolio administration fees are recognised over time as the service is provided and are collected on a quarterly basis.

1. Material accounting policies (continued)

c) Revenue recognition (continued)

Corporate fees are recognised at a point in time when the Group satisfies its performance obligation, which is usually upon the successful completion of the transaction. Payment is normally received within 7 days of the completion of the transaction.

Other revenue streams

Other revenue is recognised to the extent that it is probable that performance obligations are satisfied and the revenue can be reliably measured.

Interest income

Interest income is recognised as it accrues using the effective interest rate method, in accordance with AASB 9.

Dividend income

Dividend income is recognised when the right to receive the payment is established, in accordance with AASB 9.

d) Leases

AASB 16 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

AASB 16 Leases applies 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.

As a Lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses.

The lease liability is initially measured at the present value of the lease payments that are not paid at initial application date, discounted using the incremental borrowing rate determined by the Group. The lease liability is subsequently increased by the interest cost on the lease liability and decreased by the lease payment made.

When measuring lease liabilities for leases that were classified as operating leases, the Group discounted lease payments using its incremental borrowing rate at inception of lease. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources. The weighted average rate applied is 4.1%.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

e) 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 3 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.

f) 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.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. 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; such reductions are reversed when the probability of future taxable profits improves.

Tax consolidation

Effective 1st 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.

g) 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.

h) 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 13) is included as cash and cash equivalents and is included within trade and other payables.

i) 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 such as FX swaps. 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 at fair value and attributable transaction costs are recognised in profit or loss when incurred.

Derivative financial instruments are also used for hedging purposes to mitigate the Group's exposure to interest rate risk. The Group applied the hedge accounting model in AASB 9 Financial Instruments. Refer to Note 1q(iii) for further information. 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 assessed against the hedge effectiveness criteria in AASB 9.

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.

j) 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.

k) Trade and other receivables

Trade receivables issued are initially recognised when they are originated. A trade receivable is initially measured at the transaction price. Trade debtors to be settled within 2 trading days are carried at amortised cost. Term debtors are also carried at amortised cost. Recoverability of Trade and other receivables is assessed using the lifetime expected credit loss approach.

1. Material accounting policies (continued)

l) 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.

m) Borrowing costs

Borrowing costs are recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to: the gross carrying amount of the financial asset; or the amortised cost of the financial liability.

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 the fair value net of issue costs associated with the borrowings at origination and subsequently measured using effective interest method.

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.

The CGUs currently in place consist of Broking (Retail & Institutional), Technology & Platforms and Product & Services.

The Group provides traditional stockbroking, investment and financial advisory services to private, institutional and corporate clients. It also develops proprietary technology, platforms, products and services for the Australian stockbroking market. With the significant investment over a number of years in technology, platforms, products and services, revenues and profits emanating from these areas is now significant, and the subject of Management focus in terms of future business decisions.

Other intangible assets

Software

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, the asset is controlled by the Group, 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:

	2024	2023
Software	**10 years**	10 years
Customer list	**10 years**	10 years

q) Financial instruments

All investments are initially recognised at fair value plus directly attributable transaction costs. Subsequent to initial recognition, investments, which are classified as financial assets and liabilities, are measured as described below.

Fair value measurement

AASB 13 *Fair Value Measurement* 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.

AASB *9 Financial Instruments*

AASB 9 sets out requirements for recognising and measuring financial assets and financial liabilities.

i. Classification and measurement of financial assets and financial liabilities

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVTOCI) – debt investment; FVTOCI – equity investment; or fair value through profit or loss (FVTPL). The classification of financial assets under AASB 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVTOCI are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

The following accounting policies apply to the subsequent measurement of financial assets held by the Group.

Financial assets at amortised cost – These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses (see (ii) below). Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial assets at FVTPL – These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Business model assessment

The Group will determine the business model at the level that reflects how groups of financial assets are managed using all relevant evidence that is available at the date of the assessment, including:

- The stated policies and objectives for the portfolio and the operation of those policies in practice;
- How the performance of the portfolio is evaluated and reported to the Group's management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed; and
- How managers of the business are compensated.

Assessment whether contractual cash flows are solely payments of principal and interest (SPPI)

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are SPPI, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

Measurement categories of financial assets

Cash and cash equivalents, Trade and other receivables, and Loans and advances that meets SPPI are classified and measured at amortised cost. Certain Loans and advances and other financial assets that do not meet SPPI are classified and measured at FVTPL. There were no changes in classification and measurements of the Group's financial assets for the years ended 31 December 2023 and 2024.

Modifications of financial assets and financial liabilities

Financial assets

If the terms of a financial asset are modified, the Group evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, the contractual rights to cash flows from the original financial asset are deemed to have expired. The original financial asset is derecognised and a new financial asset is recognised at fair value. The difference between the carrying amount of the financial asset derecognised and the fair value of the new financial asset is recognised in profit or loss.

If the cash flows of the modified asset are not substantially different, the Group recalculates the gross carrying amount of the financial asset and recognises the derecognition as a modification gain or loss in profit or loss. If such a modification is carried out because of financial difficulties of the borrower, the gain or loss is presented together with impairment losses.

Financial liabilities

The Group derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. A new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

ii. Impairment of financial assets

Under AASB 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

For all financial assets at amortised cost, the Group measures loss allowances at an amount equal to lifetime ECLs, except for loans and advances, which are measured at 12-month ECLs where credit risk has not increased significantly since initial recognition and lifetime ECLs where credit risk has increased significantly since initial recognition.

When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes quantitative and qualitative information and analysis based on the Group's historical experience and forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due or the expected probability of default has increased significantly.

1. Material accounting policies (continued)

q) Financial instruments (continued)

The Group considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- The financial asset is more than 90 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of impairment

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Impairment losses are presented separately in the Consolidated Statement of Profit or Loss and OCI. There were no impairment losses for the year ended 31 December 2024 (2023: Nil).

Trade and other receivables

ECLs are calculated based on actual historical credit loss experience. Exposures are segmented based on past events, current conditions and reasonable and supportable information about future events and economic conditions. There were no significant changes during the period to the Group's exposure to credit risk and there was no significant impact to credit provisioning over trade and other receivables as at 31 December 2024 (2023: Nil).

Loans and advances

ECLs are calculated based on actual historical credit loss experience. Exposures are segmented based on past events, current conditions and reasonable and supportable information about future events and economic conditions. There were no significant changes during the period to the Group's exposure to credit risk and there was no significant impact to credit provisioning over loans and advances as at 31 December 2024 (2023: Nil).

iii. Hedge accounting

The Group ensures that hedge accounting relationships are aligned with its risk management objectives and strategy and to apply a more qualitative and forward-looking approach to assessing hedge effectiveness, in accordance with the requirements of AASB 9.

The Group only uses interest rate swaps to hedge exposure to fluctuations in interest rates.

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:

	2024	**2023**
Leasehold improvements	**20 – 25%**	20 – 25%
Office equipment	**20 – 50%**	20 – 50%
Furniture and fittings	**20 – 50%**	20 – 50%

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 which 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, which are not expected to be settled within twelve months, are discounted using the rates attaching to national government securities at balance date, which 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 Group recognises a liability and an expense for bonuses. The Group 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 FVOCI instruments that are recognised directly in OCI.

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 2024, and have not been applied in preparing these Consolidated Financial Statements. Those which may be relevant to the Group are set out below. The Group does not plan to adopt these standards early.

The following new and amended standards and interpretations are not expected to have a significant impact on the Group's consolidated financial statements.

- *Non-current Liabilities with Covenants – Amendments to IAS 1*
- *Classification of Liabilities as Current or Non-current – Amendments to IAS 1*
- *Lease Liability in a Sale and Leaseback – Amendments to IFRS 16*
- *Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7*
- *Lack of Exchangeability – Amendments to IAS 21*
- *Classification and measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7*
- *Annual Improvements to IFRS Accounting Standards – Volume 11*
- *IFRS 18 Presentation and Disclosure in Financial Statements*
- *IFRS 19 Subsidiaries without Public Accountability Disclosures*
- *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments to IFRS 10 and IAS 28*

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:

Impairment of loans and advances

The Company assesses impairment of all loans at each reporting date by evaluating the expected credit loss on those loans. In the Directors' opinion, no such impairment exists beyond that provided at 31 December 2024 (2023: Nil). (Refer to note 19 and note 1q(ii)).

Legal provisions and contingent liabilities

From time to time, claims are raised against the Group by clients and third parties. The recognition of any provision requires judgement to determine management's best estimate of the provision. As at 31 December 2024, a $500,000 provision has been recorded against known potential claims. (Refer to note 23).

Financial assets

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

Determination of fair value for loans is based on the option value used to mitigate the risk on the limited recourse margin loans and the interest rate implicit in the loan.

Intangible assets

Software development costs incurred are initially measured at cost and are amortised over the useful life. These valuations are outlined below:

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 Broking (Retail & Institutional), Technology and Platforms, and Products and Services which represents the 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 2024, goodwill has been allocated to the Group's CGUs (Operating divisions) as follows:

	2024 $'m	Restated[1] 2023 $'m
Broking (Retail & Institutional)	**54.0**	54.0
Technology & Platforms	**39.2**	39.2
Product & Services	**37.2**	37.2
	130.4	130.4

1. Reported results restated for changes to reporting segments. Refer to note 5.

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 long-term growth rate under Gordon Growth methodology.

The following assumptions have been used in determining the recoverable amount of each cash-generating unit:

Discount rates:	A post-tax discount rate of 12% (2023: 12%) was used for each cash-generating unit, based on the risk free rate, adjusted for a risk premium to reflect both the increased risk of investing in equities and specific risks associated with the business.
Terminal Growth Rate:	A growth rate of 1% (2023: 1%) was used for each cash-generating unit. The terminal value growth rate was determined on management's estimate of long term growth rate, consistent with the assumptions that a market participant would make.
Broking	An increase in brokerage revenue of 5.0% p.a (2023: 5.0% p.a) average growth over the five year forecast period. Corporate fee income maintained at current levels for the five year forecast period.
Technology & Platforms	An increase in revenue of 7.1% p.a (2023: 7.2% p.a) average growth over the five year forecast period for Technology & Platforms.
Product & Services	An increase in Net Interest income of 8.1% p.a (2023: 8.1% p.a) average growth over the five year forecast period, and an increase in Portfolio Administration fees of 5.0% p.a (2023: 7.0% p.a) average growth over the five year forecast period.

3. Financial risk management

Overview

The Group's principal financial instruments comprise loans and advances, 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 Group Risk and Audit Committee 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 Group Risk and Audit Committee 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 Group Risk and Audit Committee.

The risk management framework incorporates active management and monitoring of a range of risks. These include operational, information technology, cyber, market, credit, liquidity, legal, regulatory, reputation, fraud and systemic risks.

The Board of Directors recognises that cyber risk is an increasing area of concern across the financial services industry, and is committed to the ongoing development of cyber security measures through awareness training, implementation of network security measures, and preventive controls to protect our assets and networks. Cyber resilience is an integral component of effective risk management.

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.

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 currency swaps is determined using quoted forward exchange rates at the reporting date and present value calculations based on high quality yield curves in the respective currencies.

Financial assets and loans at fair value through profit or loss

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

Determination of fair value for loans is based on the option value used to mitigate the risk on the limited recourse margin loans and the interest rate implicit in the loan.

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:

- Technology & Platforms: Proprietary technology and platforms including online broking;
- Products & Services: Margin lending, Cash, Portfolio Administration and Superannuation Solutions products and services;
- Broking: Traditional retail client broking (Retail client focus) and traditional wholesale client broking (Institutional and Wholesale client focus).

During the current period, the business structure was reorganised to reflect the integration of operations across the Group's Wholesale and Broking division and Retail Broking division CGUs. Historically as separate operating divisions, advancements in technology and significant investments in an integrated control environment have led to these CGUs being aggregated to align with the Group's new operation model. To facilitate comparability across the reporting periods, prior period comparatives have been restated to incorporate these changes.

31 December 2024	Technology & Platforms $'000	Products & Services $'000	Broking $'000	Consolidated $'000
Revenue from operations	**25,877**	**25,930**	**172,655**	**224,462**
Profit after tax	**8,244**	**13,328**	**9,169**	**30,741**
Segment assets	**206,717**	**672,913**	**174,335**	**1,053,965**
Total assets	**206,717**	**672,913**	**174,335**	**1,053,965**
Segment liabilities	**104,707**	**619,477**	**88,924**	**813,108**
Total liabilities	**104,707**	**619,477**	**88,924**	**813,108**
Other segment details				
Finance revenue	**4,127**	**46,822**	**2,869**	**53,818**
Finance expense	**(117)**	**(21,740)**	**(2,053)**	**(23,910)**
Depreciation/amortisation	**(2,298)**	**(160)**	**(8,318)**	**(10,776)**

Restated 31 December 2023	Technology & Platforms $'000	Products & Services $'000	Broking $'000	Consolidated $'000
Revenue from operations	22,627	23,131	150,752	196,510
Profit after tax	8,236	11,966	4,122	24,324
Segment assets	250,942	636,219	261,643	1,148,804
Total assets	250,942	636,219	261,643	1,148,804
Segment liabilities	157,176	584,013	172,172	913,361
Total liabilities	157,176	584,013	172,172	913,361
Other segment details				
Finance revenue	3,708	40,895	5,331	49,934
Finance expense	(133)	(15,924)	(2,146)	(18,203)
Depreciation/amortisation	(2,470)	(160)	(8,328)	(10,958)

Geographical segments

The Group operates predominantly within Australia and has offices in Hong Kong, London, New York and Kuala Lumpur.

6. Rendering of services

	Consolidated 2024 $'000	2023 $'000
Brokerage	**118,662**	109,967
Fee income	**72,077**	57,004
Portfolio administration revenue	**25,146**	22,351
Other	**8,577**	7,188
	224,462	196,510

7. Revenue

The below Group's revenue is derived from contracts with customers.

In the following table, revenue is disaggregated by major products and service lines. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments in note 5.

	Technology & Platforms		Products & Services		Broking		Consolidated	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Brokerage	**17,847**	16,133	**75**	121	**100,740**	93,713	**118,662**	109,967
Fee income	**564**	292	**–**	–	**71,513**	56,712	**72,077**	57,004
Portfolio administration revenue	**–**	–	**25,146**	22,351	**–**	–	**25,146**	22,351
Other	**7,466**	6,202	**709**	659	**402**	327	**8,577**	7,188
	25,877	22,627	**25,930**	23,131	**172,655**	150,752	**224,462**	196,510

8. Investment gains/(losses)

	Consolidated 2024 $'000	2023 $'000
Dividends received	**162**	153
Profit/(loss) on financial assets held at fair value through profit or loss – Shares in listed corporations and unlisted options held in listed corporations	**733**	1,816
Profit/(loss) on financial assets held at fair value through profit or loss – Geared equity investments[1]	**(3,334)**	(3,376)
	(2,439)	(1,407)

1. The fair value is based on the option value used to mitigate the risk on the limited recourse margin loans and the interest rate implicit in the loan.

9. Other income

	Consolidated 2024 $'000	2023 $'000
Sundry income	**543**	1,965
	543	1,965

10. Finance income and (expenses)

	Consolidated 2024 $'000	2023 $'000
Interest income on bank deposits	**8,665**	10,392
Interest income on loans and advances	**45,153**	39,542
Total finance income	**53,818**	49,934
Bank interest and fee expense	**(7,323)**	(6,735)
Interest expense on deposits	**(14,523)**	(9,282)
Interest expense on leases	**(2,064)**	(2,186)
Total finance (expense)	**(23,910)**	(18,203)
Net finance income/(expense)	**29,908**	31,731

11. Employee expenses

	Consolidated 2024 $'000	2023 $'000
Wages and salaries	**(133,172)**	(121,875)
Superannuation	**(8,945)**	(8,631)
Payroll tax	**(8,111)**	(7,479)
Other employee expenses	**(2,513)**	(2,290)
Equity-settled share-based payments	**(12)**	–
	(152,753)	(140,275)

12. Income tax expense

	Consolidated 2024 $'000	2023 $'000
Current tax expense		
Current period	**14,510**	10,648
Taxable loss not recognised	**104**	173
Adjustment for prior periods	**(107)**	38
	14,507	10,859
Deferred tax expense		
Relating to origination and reversal of temporary differences	**(1,248)**	167
Total income tax expense	**13,259**	11,026

Numerical reconciliation between tax expense and pre-tax profit

	Consolidated 2024 %	Consolidated 2024 $'000	Consolidated 2023 %	Consolidated 2023 $'000
Accounting profit before income tax		**44,000**		35,350
Income tax using the Company's domestic tax rate	**30.00%**	**13,200**	30.00%	10,605
Non-deductible expenses	**0.10%**	**62**	0.59%	210
Adjustments in respect of current income tax of previous year	**-0.20%**	**(107)**	0.11%	38
Income tax credit not recognised	**0.24%**	**104**	0.49%	173
	30.13%	**13,259**	31.19%	11,026

Tax consolidation

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

13. Cash and cash equivalents

	Consolidated 2024 $'000	2023 $'000
Group cash reserves[1]		
Cash on hand	**13**	12
Cash at bank	**130,067**	114,292
	130,080	114,304
Margin lending cash		
Cash at bank	**14,976**	21,948
	14,976	21,948
Client cash		
Cash at bank (Trust account)	**32,286**	48,498
Cash at bank (Segregated account)	**–**	32,030
	32,286	80,528
Cash and cash equivalents in the Statement of Cash Flows	**177,342**	216,780

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.

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]

[1]Group Cash – summary of key movements	2024 $'000	2023 $'000
Group cash – 1 January	**114,304**	110,311
Cash profit		
Cash Revenue	**279,260**	249,452
Less Cash Expenses		
Employee expenses	**(150,661)**	(142,139)
Occupancy expenses	**(12,589)**	(10,490)
Systems and communications	**(12,232)**	(10,895)
Market information expenses	**(7,684)**	(7,897)
ASX & Other clearing expenses	**(5,205)**	(5,174)
Professional expenses	**(3,268)**	(3,358)
Finance expenses	**(21,846)**	(16,017)
Other expenses	**(13,250)**	(11,827)
Total expenses	**(226,735)**	(207,797)
Net Cash operating profit	**52,525**	41,655
Balance Sheet		
Tax instalments paid	**(15,326)**	(10,608)
Dividends paid	**(25,660)**	(24,055)
Clearing house deposits received/(paid)	**1,742**	1,142
Financial asset sales (net)	**2,636**	(3,031)
Acquisition of property, plant and equipment	**(439)**	(828)
General working capital movement	**298**	(282)
Group cash – 31 December	**130,080**	114,304

14. Trade and other receivables

	Consolidated 2024 $'000	2023 $'000
Trade debtors	**66,650**	118,918
Less: provision for impairment	**–**	–
	66,650	118,918
Clearing house deposits	**10,377**	9,719
Segregated deposits with clearing brokers	**–**	38,310
Less : provision for impairment	**–**	–
	10,377	48,029
Sundry debtors	**10,516**	9,655
	87,543	176,602

No impairment allowance in respect of loans and receivables noted during the year (2023: Nil). Information about the Group's exposure to credit and market risks is included in Note 30.

15. Financial assets at fair value

	Consolidated 2024 $'000	2023 $'000
Held at fair value through profit or loss		
Shares in listed corporations	**6,517**	8,453
Unlisted options held in listed corporations	**1,971**	3,592
Options held in listed corporations[1]	**3,070**	3,548
	11,558	15,593

1. Options held as a hedge against limited recourse loans to clients under the Bell Geared Equities Investments product.

16. Property, plant and equipment

Consolidated	Fixtures and fittings $'000	Office equipment $'000	Leasehold improvements $'000	Total $'000
Cost				
Balance at 1 January 2023	2,388	6,638	7,870	16,896
Additions	622	202	3	827
Disposals	–	(18)	–	(18)
Effect of movements in exchange rates	3	(19)	(18)	(34)
Balance at 31 December 2023	3,013	6,803	7,855	17,671
Balance at 1 January 2024	**3,013**	**6,803**	**7,855**	**17,671**
Additions	**120**	**220**	**91**	**431**
Disposals	**(1,230)**	**(2,546)**	**–**	**(3,776)**
Effect of movements in exchange rates	**14**	**76**	**114**	**204**
Balance at 31 December 2024	**1,917**	**4,553**	**8,060**	**14,530**
Accumulated depreciation				
Balance at 1 January 2023	(1,973)	(6,238)	(7,225)	(15,436)
Depreciation charge for the year	(190)	(278)	(307)	(775)
Disposals	–	18	–	18
Effect of movements in exchange rates	(3)	17	20	34
Balance at 31 December 2023	(2,166)	(6,481)	(7,512)	(16,159)
Balance at 1 January 2024	**(2,166)**	**(6,481)**	**(7,512)**	**(16,159)**
Depreciation charge for the year	**(175)**	**(185)**	**(120)**	**(480)**
Disposals	**1,197**	**2,537**	**–**	**3,734**
Effect of movements in exchange rates	**(15)**	**(68)**	**(113)**	**(196)**
Balance at 31 December 2024	**(1,159)**	**(4,197)**	**(7,745)**	**(13,101)**
Carrying amount				
At 1 January 2023	415	400	645	1,460
At 31 December 2023	847	322	343	1,512
At 31 December 2024	758	356	315	1,429

17. Goodwill and intangible assets

	Goodwill $'000	Software $'000	Total $'000
Cost			
Balance at 1 January 2023	130,413	30,816	161,229
Acquisitions – internally developed	–	3,020	3,020
Balance at 31 December 2023	130,413	33,836	164,249
Balance at 1 January 2024	**130,413**	**33,836**	**164,249**
Acquisitions – internally developed	**–**	**2,949**	**2,949**
Balance at 31 December 2024	**130,413**	**36,785**	**167,198**
Accumulated amortisation and impairment losses			
Balance at 1 January 2023	–	(15,350)	(15,350)
Amortisation	–	(2,961)	(2,961)
Balance at 31 December 2023	–	(18,311)	(18,311)
Balance at 1 January 2024	**–**	**(18,311)**	**(18,311)**
Amortisation	**–**	**(3,113)**	**(3,113)**
Balance at 31 December 2024	**–**	**(21,424)**	**(21,424)**
Carrying amount			
At 1 January 2023	130,413	15,466	145,879
At 31 December 2023	130,413	15,525	145,938
At 31 December 2024	130,413	15,361	145,774

18. Deferred tax assets and liabilities

The movement in deferred tax balances are as follows:

Consolidated 2024	Balance as at 1 January $'000	Recognised in profit or loss $'000	Balance at 31 December $'000
Property, plant and equipment	42	2	**44**
Employee benefits	5,194	(64)	**5,130**
Carry forward tax loss	36	(1)	**35**
Other items	(507)	1,344	**837**
	4,765	1,281	**6,046**

Consolidated 2023	Balance as at 1 January $'000	Recognised in profit or loss $'000	Balance at 31 December $'000
Property, plant and equipment	29	13	42
Employee benefits	5,295	(101)	5,194
Carry forward tax loss	39	(3)	36
Other items	(455)	(52)	(507)
	4,908	(143)	4,765

Unrecognised deferred tax assets relating to tax losses at 31 December 2024: $454,000 (2023: $332,000).

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.

19. Loans and advances

	Consolidated 2024 $'000	2023 $'000
Margin Loans measured at amortised cost	**503,670**	467,379
Margin Loans measured at fair value through profit and loss	**83,412**	78,770
	587,082	546,149

There were no impaired, past due or renegotiated loans at 31 December 2024 (2023: nil).

Refer to note 30 for further detail on the margin lending loans.

20. Trade and other payables

	Consolidated 2024 $'000	2023 $'000
Settlement obligations	**92,587**	152,686
Sundry creditors and accruals	**26,954**	26,001
Segregated client liabilities	**4,422**	78,939
	123,963	257,626

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 2024 $'000	2023 $'000
Deposits[1]	**330**	622
Bell Financial Trust[2]	**559,211**	391,896
Cash advance facility[3]	**42,478**	174,000
	602,019	566,518

1. Deposits relate to Margin Lending business (Bell Potter Capital) which are largely at call.
2. Represents funds held on behalf of Bell Potter Capital in the Bell Financial Trust which are held at call.
3. Represents drawn funds from the Bell Potter Capital cash advance facility of $150m (2023: $250m).

Interest rate risk exposures

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

21. Deposits and borrowings (continued)

Terms and debt repayment schedule

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

Consolidated	2024 Average effective interest rate	2023 Average effective interest rate	2024 Face value $'000	2024 Carrying amount $'000	2023 Face value $'000	2023 Carrying amount $'000
Cash advance facility	**5.03%**	4.69%	**42,478**	**42,478**	174,000	174,000
Deposits (Cash Account)	**2.87%**	2.19%	**330**	**330**	622	622
Bell Financial Trust	**2.87%**	2.19%	**559,211**	**559,211**	391,896	391,896
			602,019	**602,019**	566,518	566,518

2024	Liabilities			Derivatives (assets)/liabilities held to hedge long-term borrowings		
				Interest rate swap contracts used for hedging		
	Cash advance facility $'000	Deposits $'000	Bell Financial Trust $'000	Assets $'000	Liabilities $'000	Total $'000
Balance at 1 January	174,000	622	391,896	12	–	566,530
Changes from financing cash flows						
Deposits/(withdrawals) from client cash balances	–	(292)	–	–	–	(292)
Drawdown/(repayment) of borrowings	(131,522)	–	167,315	–	–	35,793
Total changes from financing cash flows	(131,522)	(292)	167,315	–	–	35,501
Changes in fair value	–	–	–	(12)	153	141
Other charges						
Liability-related						
Interest expense	5,688	(33)	14,522	–	–	20,177
Interest paid/(payable)	(5,688)	33	(14,522)	–	–	(20,177)
Total liability-related other changes	–	–	–	–	–	–
Balance at 31 December	42,478	330	559,211	–	153	602,172

	2023					
	Liabilities			Derivatives (assets)/ liabilities held to hedge long-term borrowings		
				Interest rate swap contracts used for hedging		
	Cash advance facility $'000	Deposits $'000	Bell Financial Trust $'000	Assets $'000	Liabilities $'000	Total $'000
	44,000	844	460,590	398	–	505,832
	–	(222)	–	–	–	(222)
	130,000	–	(68,694)	–	–	61,306
	130,000	(222)	(68,694)	–	–	61,084
	–	–	–	(386)	–	(386)
	5,527	(107)	9,281	–	–	14,701
	(5,527)	107	(9,281)	–	–	(14,701)
	–	–	–	–	–	–
	174,000	622	391,896	12	–	566,530

22. Current tax liabilities

The current tax liability of the Group is $886,159 (2023: $1,672,050). This amount represents the amount of income taxes payable in respect of current and prior financial periods.

23. Provisions

	Consolidated	
	2024 $'000	**2023 $'000**
Legal provision	**500**	500
	500	500
Balance at 1 January	**500**	500
Arising during the year:		
Legal/other	**–**	225
Utilised:		
Legal/other	**–**	(225)
Balance at 31 December	**500**	500

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 known liabilities at 31 December 2024.

24. Employee benefits

	Consolidated	
	2024 $'000	**2023 $'000**
Salaries and wages accrued	**31,376**	25,609
Liability for annual leave	**6,581**	7,211
Total employee benefits	**37,957**	32,820
Liability for long-service leave	**5,474**	5,570
Total employee benefits	**43,431**	38,390

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

	Consolidated	
	2024 $'000	**2023 $'000**
Assumed rate of increase on wage/salaries	**3.0%**	3.0%
Discount rate	**4.32%**	4.31%
Settlement term (years)	**7**	7
Number of employees at year end	**719**	745

25. Reconciliation of cash flows from operating activities

	Consolidated 2024 $'000	2023 $'000
Cash flows from operating activities		
Profit after tax:	**30,741**	24,324
Adjustments for:		
Depreciation & amortisation	**10,776**	10,958
Loss on disposal of PPE	**42**	–
Net (gain)/loss on investments	**2,672**	1,863
Equity settled share-based payments	**12**	–
	44,243	37,145
Decrease client receivables	**89,920**	74,137
(Increase)/decrease other receivables	**(861)**	3,107
(Increase)/decrease derivative asset	**(1,960)**	354
(Increase)/decrease other assets	**(105)**	127
(Increase) deferred tax assets	**(242)**	(376)
(Increase) intangibles	**(2,948)**	(3,019)
(Decrease) client payables	**(134,131)**	(163,564)
Increase/(decrease) other payables	**953**	(742)
(Decrease) derivative liability	**(146)**	(228)
(Decrease)/increase current tax liabilities	**(786)**	275
Increase provisions	**5,041**	1,156
(Decrease)/increase deferred tax liability	**(1,039)**	519
Net cash from operating activities	**(2,061)**	(51,109)

Reconciliation of cash

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

	2024	2023
Group cash reserves		
Cash on hand	**13**	12
Cash at bank	**130,067**	114,292
	130,080	114,304
Margin lending cash		
Cash at bank	**14,976**	21,948
	14,976	21,948
Client cash		
Cash at bank (Trust account)	**32,286**	48,498
Segregated cash at bank (client)	**–**	32,030
	32,286	80,528
	177,342	216,780

26. Capital and reserves

	Consolidated 2024 $'000	2023 $'000
Ordinary shares		
On issue at 1 January	**204,237**	204,237
Share issue	**–**	–
On issue at 31 December	**204,237**	204,237

Movements in ordinary share capital

Date	Detail	Number of shares
1 January 2023	Opening balance	320,743,948
Share issue		–
31 December 2023	**Balance**	**320,743,948**
1 January 2024	Opening balance	320,743,948
Share issue		–
31 December 2024	**Balance**	**320,743,948**

Ordinary Shares

The authorised capital of the Group is $204,236,590 representing 320,743,948 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.

Retained earnings

As at 31 December 2024, there were retained profits of $66.4m (2023: $61.3m).

Foreign currency reserve

The foreign currency reserve comprises of any movements in the translation of foreign currency balances. Balance at 31 December 2024: $1,847,000 (2023: $1,361,000).

Other equity

Other equity comprises movements in equity as a result of transactions with subsidiaries in Bell Financial Group's capacity as a shareholder. Balance at 31 December 2024: $28,858,000 debit (2023: $28,858,000 debit).

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 2024: $153,000 (2023: $12,000 debit).

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 2024: $12,000 (2023: Nil).

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 2024: $2,620,000 debit (2023: $2,620,000 debit).

27. Dividends

Dividends recognised in the current year by the Group are:

	Cents per share	Total amount $ '000	Franked/ unfranked	Date of payment
2024				
Interim 2024 ordinary dividend	**4.00**	**12,830**	**Franked**	**10 September 2024**
Final 2024 ordinary dividend	**–**	**–**	**–**	**–**
2023				
Interim 2023 ordinary dividend	3.00	9,622	Franked	12 September 2023
Final 2023 ordinary dividend	4.00	12,830	Franked	14 March 2024

	Company	
	2024 $ '000	2023 $ '000
Dividend franking account		
30 percent franking credits available to shareholders of Bell Financial Group Ltd for subsequent financial years	**43,127**	38,993

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 $5.5m (2023: $5.5m).

28. Earnings per share

Earnings per share at 31 December 2024 based on profit after tax and a weighted average number of shares outlined below was 9.6 cents (2023: 7.6 cents). Diluted earnings per share at 31 December 2024 was 9.6 cents (2023: 7.6 cents).

Reconciliation of earnings used in calculating EPS

	Consolidated	
	2024 $'000	2023 $'000
Basic earnings per share		
Profit after tax	**30,741**	24,324
Profit attributable to ordinary equity holders used for basic EPS	**30,741**	24,324
Adjustments for calculation of diluted earnings per share		
Profit attributable to ordinary equity holders used to calculate basic EPS	**30,741**	24,324
Effect of stock options issued	**–**	–
Profit attributable to ordinary equity holders used for diluted EPS	**30,741**	24,324

Weighted average number of ordinary shares used as the denominator

	Consolidated	
	2024	2023
Weighted average number of ordinary shares used to calculate basic EPS (net of treasury shares)	**318,743,948**	318,743,948
Weighted average number of ordinary shares at year-end	**318,743,948**	318,743,948
Weighted average number of ordinary shares used to calculate diluted EPS	**318,775,590**	318,743,948

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.

Fair value of options granted

There were no share options granted during the year to 31 December 2024 (2023: Nil).

Employee Share Acquisition (Tax Exempt) Plan (ESP)

No interests under the ESP were provided to employees during the year to 31 December 2024 (2023: Nil).

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 performance rights is based on the closing price of the shares traded on the ASX on the grant date and performance hurdles are time related.

Reconciliation of outstanding performance rights:

	Consolidated	
	2024 000	2023 000
Outstanding 1 January	–	–
Granted during the year	577	–
Forfeited during the year	–	–
Exercised during the year	–	–
Outstanding balance 31 December	577	–

Expenses arising from share-based payment transactions

	Consolidated	
	2024 $'000	2023 $'000
Employee share options	–	–
Performance rights	12	–
Employee share issue	–	–
Total expense recognised as employee costs	12	–

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 Group'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. There are no individual loans greater than 10% of the total loans and advance balance.

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	2024 $'000	2023 $'000
Cash and cash equivalents	13.	**177,342**	216,780
Trade debtors	14.	**66,650**	118,918
Clearing house deposits	14.	**10,377**	9,719
Segregated deposits with clearing brokers	14.	**–**	38,310
Loans and advances	19.	**587,082**	546,149
Sundry debtors	14.	**10,516**	9,655

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

Consolidated	Gross	Impairment	Gross	Impairment
Ageing of receivables	2024 $'000	2024 $'000	2023 $'000	2023 $'000
Not past due	**66,614**	**–**	118,805	–
Past due 0 – 30 days	**36**	**–**	113	–
Past due 31 – 365 days	**–**	**–**	–	–
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 based on lifetime expected credit losses. This assessment is based on past events, current conditions and reasonable and supportable information about future events and economic conditions.

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.

Consolidated 2024	Carrying Amount $'000	Contracted Cashflow $'000	6-months or less $'000	6-12 months $'000	1-2 years $'000	2-5 years $'000	5+ years $'000
Non-derivative liabilities							
Trade & other payables	123,963	(123,963)	(123,963)	–	–	–	–
Cash deposits	330	(330)	(330)	–	–	–	–
Cash advance facilities	42,478	(42,478)	(42,478)	–	–	–	–
Bell Financial Trust	559,211	(559,211)	(559,211)	–	–	–	–
Lease Liabilities	42,132	(49,268)	(4,986)	(4,162)	(6,815)	(18,479)	(14,556)
Derivative liabilities							
Hedging derivative	(153)	153	153	–	–	–	–
Foreign currency swap	(23)	23	23	–	–	–	–

Consolidated 2023	Carrying Amount $'000	Contracted Cashflow $'000	6-months or less $'000	6-12 months $'000	1-2 years $'000	2-5 years $'000	5+ years $'000
Non-derivative liabilities							
Trade & other payables	257,626	(257,626)	(257,626)	–	–	–	–
Cash deposits	622	(622)	(622)	–	–	–	–
Cash advance facilities	174,000	(174,000)	(174,000)	–	–	–	–
Bell Financial Trust	391,896	(391,896)	(391,896)	–	–	–	–
Lease Liabilities	48,497	(57,670)	(4,420)	(4,696)	(8,857)	(19,454)	(20,242)
Derivative liabilities							
Hedging derivative	–	–	–	–	–	–	–
Foreign currency swap	(89)	89	89	–	–	–	–

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 2024, 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 $1,622,000 (2023: $1,948,000 decrease to profit) and would decrease equity by approximately $1,135,000 (2023: $1,364,000 decrease to equity). 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.

Equity price risk

At 31 December 2024, it is estimated that a 10% decrease in equity prices would decrease the Group's profit before income tax by approximately $1,156,000 (2023: $1,559,000 decrease to profit) and would decrease equity by approximately $809,000 (2023: $1,091,000 decrease to equity). A 10% increase in equity prices would have an equal but opposite effect. The impact of an equity price decrease excludes the impact on options that are used to mitigate the risk on limited recourse margin loans issued to clients.

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 expected periods in which they mature.

		2024						
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	More than 5 years $'000
Fixed rate instruments								
Loans and advances	19.	8.02%	139,123	138,170	953	–	–	–
Cash advance facility	21.	5.03%	(42,478)	(42,478)	–	–	–	–
			96,645	95,692	953	–	–	–
Variable rate instruments								
Cash and cash equivalents	13.	4.35%	177,342	177,342	–	–	–	–
Loans and advances	19.	7.52%	447,959	447,959	–	–	–	–
Deposits and borrowings	21.	2.87%	(330)	(330)	–	–	–	–
Bell Financial Trust	21.	2.87%	(559,211)	(559,211)	–	–	–	–
			65,760	65,760	–	–	–	–

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 2024	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	15.	11,558	–	–	–	11,558
Interest rate swaps used for hedging		–	–	–	–	–
Foreign currency swap		2,041	–	–	–	2,041
Loans and advances	19.	–	–	83,412	–	83,412
		13,599	–	83,412	–	97,011
Financial assets not measured at fair value						
Trade and other receivables	14.	–	–	87,543	–	87,543
Cash and cash equivalents	13.	–	–	177,342	–	177,342
Loans and advances	19.	–	–	503,670	–	503,670
		–	–	768,555	–	768,555
Financial liabilities measured at fair value						
Interest rate swaps used for hedging		–	154	–	–	154
Foreign currency swap		23	–	–	–	23
		23	154	–	–	177
Financial liabilities not measured at fair value						
Trade and other payables	20.	–	–	–	123,963	123,963
Deposits and borrowings	21.	–	–	–	602,019	602,019
		–	–	–	725,982	725,982

2. Loans and advances measured at fair value decreased from $78,770,000 at 31 December 2023 to $83,412,000 at 31 December 2024 due to net new/repaid loans of $5,916,000 with the remaining movement due to net fair value changes.

	2023						
	Average effective interest rate %	Total $'000	6 months or less $'000	6 – 12 months $'000	1 – 2 years $'000	2 – 5 years $'000	More than 5 years $'000
	7.89%	111,116	111,116	–	–	–	–
	4.69%	(174,000)	(174,000)	–	–	–	–
		(62,884)	(62,884)	–	–	–	–
	3.89%	216,780	216,780	–	–	–	–
	8.12%	435,033	435,033	–	–	–	–
	2.19%	(622)	(622)	–	–	–	–
	2.19%	(391,896)	(391,896)	–	–	–	–
		259,295	259,295	–	–	–	–

	Fair Value			
	Level 1 $'000	Level 2 $'000	Level 3[2] $'000	Total $'000
	6,517	**5,041**	**–**	**11,558**
	–	**–**	**–**	**–**
	–	**2,041**	**–**	**2,041**
	–	**–**	**83,412**	**83,412**
	6,517	**7,082**	**83,412**	**97,011**
	–	**–**	**–**	**–**
	–	**–**	**–**	**–**
	–	**–**	**–**	**–**
	–	**–**	**–**	**–**
	–	**154**	**–**	**154**
	–	**23**	**–**	**23**
	–	**177**	**–**	**177**
	–	**–**	**–**	**–**
	–	**–**	**–**	**–**
	–	**–**	**–**	**–**

30. Financial instruments (continued)

Fair value measurements (continued)

(a) Accounting classifications and fair values (continued)

		Carrying Amount				
31 DECEMBER 2023	**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	15.	15,593	–	–	–	15,593
Interest rate swaps used for hedging		–	71	–	–	71
Foreign currency swap		10	–	–	–	10
Loans and advances	19.	–	–	78,770	–	78,770
		15,603	71	78,770	–	94,444
Financial assets not measured at fair value						
Trade and other receivables	14.	–	–	176,602	–	176,602
Cash and cash equivalents	13.	–	–	216,780	–	216,780
Loans and advances	19.	–	–	467,379	–	467,379
		–	–	860,761	–	860,761
Financial liabilities measured at fair value						
Interest rate swaps used for hedging		–	59	–	–	59
Foreign currency swap		99	–	–	–	99
		99	59	–	–	158
Financial liabilities not measured at fair value						
Trade and other payables	20.	–	–	–	257,626	257,626
Deposits and borrowings	21.	–	–	–	566,518	566,518
		–	–	–	824,144	824,144

1. Loans and advances measured at fair value increased from $81,801,000 at 31 December 2022 to $78,770,000 at 31 December 2023 due to net new/repaid loans of $4,179,000 with the remaining movement due to net fair value changes.

(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 observable inputs include strike price, expiry date and market price. The valuation is based on 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.

Level 2 – Currency swaps – the fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high quality yield curves in the respective currencies.

Level 3 – Loans and advances – the fair value is based on the option value used to mitigate the risk on the limited recourse margin loans and the interest rate implicit in the loan.

There were no reclassifications on the fair value levels during the years ended 31 December 2024 and 2023.

	Fair Value			
	Level 1 $'000	Level 2 $'000	Level 3[1] $'000	Total $'000
	8,453	7,140	–	15,593
	–	71	–	71
	–	10	–	10
	–	–	78,770	78,770
	8,453	7,221	78,770	94,444
	–	–	–	–
	–	–	–	–
	–	–	–	–
	–	–	–	–
	–	59	–	59
	–	99	–	99
	–	158	–	158
	–	–	–	–
	–	–	–	–
	–	–	–	–

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31. Leases

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.

Right-of-use assets

	Consolidated	
	2024 $'000	**2023 $'000**
Balance at 1 January	**40,047**	45,474
Depreciation charge for the year	**(7,183)**	(7,222)
Additions to right-of-use assets	**665**	1,912
Effect of movements in exchange rates	**179**	(117)
Balance at 31 December	**33,708**	40,047

Lease Liabilities

	Consolidated	
	2024 $'000	**2023 $'000**
Balance at 1 January	**48,497**	52,035
Interest on lease liabilities for the year	**2,064**	2,186
Addition to lease liabilities	**665**	1,912
Disposal of lease	**–**	(89)
Rent payments	**(9,282)**	(7,425)
Effect of movements in exchange rates	**188**	(122)
Balance at 31 December	**42,132**	48,497

Amounts recognised in profit or loss

	Consolidated	
	2024 $'000	**2023 $'000**
Depreciation on right-of-use assets	**7,183**	7,222
Interest on lease liabilities	**2,064**	2,186
Expenses relating to short-term leases	**2,179**	2,043
	11,426	11,451

Amounts recognised in statements of cash flows

	Consolidated	
	2024 $'000	**2023 $'000**
Total cash outflows for lease	**(9,282)**	(7,425)

32. Parent entity disclosures

As at, and throughout the financial year ending 31 December 2024, the parent company of the Group was Bell Financial Group.

	Consolidated 2024 $'000	2023 $'000
Results of the parent entity		
Profit for the year	**26,467**	24,355
Total comprehensive income for the year	**26,467**	24,355
Financial position of parent entity at year end		
Current assets	**34,203**	40,757
Non-current assets	**224,848**	224,356
Total assets	**259,051**	265,113
Current liabilities	**71,535**	78,416
Total liabilities	**71,535**	78,416
Total equity of the parent entity comprising of:		
Contributed equity	**204,237**	204,237
Reserves	**(2,608)**	(2,620)
Retained earnings/(losses)	**(14,113)**	(14,920)
Total equity	**187,516**	186,697

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

Parent entity contingent liabilities

The Directors are of the opinion that apart from that already provided for in the financial statements, no further provisions are required in respect of any matters, as it is not probable that a future sacrifice of economic benefits will be required or the amount is not capable of reliable measurement.

33. Related parties

The following were key management personnel of the Group at any time during the reporting period:

Non-Executive Directors
G Cubbin
B Wilson AO
C Feldmanis
A Provan
A Bell

Senior Executives
D Davenport
A Selvarajah

Key management personnel compensation

The key management personnel compensation comprised:

	Consolidated 2024	2023
Short-term employee benefits	**2,347,332**	3,572,104
Other long-term benefits	**21,306**	38,846
Post-employment benefits	**87,666**	140,979
Termination benefits	**–**	–
Share-based payments	**12,322**	–
	2,468,626	3,751,929

33. Related parties (continued)

Loans to key management personnel and their related parties

Details regarding loans outstanding at the reporting date to key management personnel 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 of loans in Group at 31 December[1]
		$	$	
Total for key management personnel 2024	**1,003,863**	**582,674**	**53,414**	**3**
Total for key management personnel 2023	1,541,295	1,003,863	88,940	7
Total for other related parties 2024	**–**	**–**	**–**	**–**
Total for other related parties 2023	–	–	–	–
Total for key management personnel and their related parties 2024	**1,003,863**	**582,674**	**53,414**	**3**
Total for key management personnel and their related parties 2023	1,541,295	1,003,863	88,940	7

1. 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 $53,414 (2023: $88,940). No amounts have been written-down or recorded as allowances for impairment, as the balances are considered fully collectable.

Other key management personnel 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. There are no outstanding amounts owed by or to the ultimate parent entity at 31 December 2024 (2023: nil). There is no interest receivable or payable at 31 December 2024 (2023: nil).

Subsidiaries

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

	2024 $	2023 $
Subsidiary		
Bell Potter Platforms Pty Ltd[1]	**1,180**	436
Third Party Platform Pty Limited[1]	**38,507**	213,475
Bell Potter Capital Limited[2]	**8,398,550**	8,335,779
Bell Potter (US) Holdings Inc[1]	**1,958,864**	1,954,371
	10,397,101	10,504,061

1. Loan is interest free, unsecured and has no fixed term.
2. The loan from the parent entity to Bell Potter Capital Limited represents a subordinated loan that attracts interest at 5.85% per annum (2023: 5.39% per annum).

Loans made by wholly owned subsidiaries to the Company: $30,178,204 (2023: $29,803,551). Loan is interest free, unsecured and has no fixed term.

34. Group entities

		Consolidated Interest	
	Incorporation	2024	2023
Bell Financial Group Ltd			
Significant subsidiaries			
Bell Potter Securities Limited	Australia	**100%**	100%
Bell Potter Capital Limited	Australia	**100%**	100%
Third Party Platform Pty Ltd	Australia	**100%**	100%
Bell Potter Securities Limited (UK)	United Kingdom	**100%**	100%
Bell Potter Securities (HK) Limited	Hong Kong	**100%**	100%
Bell Potter (US) Holdings Inc	United States	**100%**	100%

35. Guarantees

From time to time Bell Financial Group has provided financial guarantees in the ordinary course of business which amount to $7.6m (2023: $7.6m) and are not recorded in the Statement of Financial Position as at 31 December 2024.

36. Contingent liabilities and contingent assets

The Company has agreed to indemnify its wholly owned subsidiaries, Bell Potter Securities Limited, Bell Potter Capital Limited and Third Party Platform Pty Ltd in the event that any contingent liabilities of the wholly owned subsidiaries results in a loss.

Contingent liabilities of the Company exist in relation to claims and/or possible claims including regulatory matters which, at the date of signing these accounts, have not been resolved. An assessment of the likely loss to the Company has been made in respect of the identified claims, on a claim by claim basis, and specific provision has been made where appropriate. The Company does not consider that the outcome of any other current proceedings, either individually or in aggregate, is likely to materially affect its operations or financial position.

37. Subsequent events

Except as noted below, there were no significant events from 31 December 2024 to the date of this report.

On 22 January 2025, Bell Financial Group announced that it had reached an agreement with Macquarie Bank which will see approximately 75,000 accounts transfer from Macquarie Online Trading to the Group's Bell Direct and Desktop Broker brands. The transition of accounts from Macquarie Online Trading is expected to be completed after 22 February 2025.

Final Dividend

On 18 February 2025, the Directors resolved to pay a fully franked final dividend of 4.0 cents per share.

38. Auditor's remuneration

	Consolidated	
	2024 $	**2023 $**
Audit services		
Auditor of the Company		
KPMG:		
Audit and review of financial reports	**469,270**	431,613
Total remuneration for audit services	**469,270**	431,613
Audit related services		
Auditor of the Company		
KPMG Australia:		
Other regulatory audit services	**152,299**	139,474
Total remuneration for audit related services	**152,299**	139,474
Non-audit related services		
KPMG Australia:		
Tax services	**33,815**	31,721
	655,384	602,808

Consolidated entity disclosure statement as at 31 December 2024

The consolidated entity disclosure statement has been prepared in accordance with the Corporations Act and applicable accounting standards. It includes all subsidiaries within the Group, including dormant entities, to provide a comprehensive view of the Group's structure. The tax jurisdictions of each entity have been determined and disclosed, ensuring transparency in the Group's financial reporting and compliance with relevant regulatory requirements.

	Name of entity[1]	% of share capital held	Country of incorporation	Tax residency
1	Bell Financial Group Limited (the Company)		Australia	Australia
2	Accbell Nominees Pty Ltd^	100%	Australia	Australia
3	Bell Financial Trust	N/A	N/A	Australia
4	Bell First Pacific Pty Ltd	100%	Australia	Australia
5	Bell Potter (US) Holdings Inc	100%	US	Foreign – United States
6	Bell Potter Capital Ltd	100%	Australia	Australia
7	Bell Potter Management Services Pty Ltd	100%	Australia	Australia
8	Bell Potter Nominees Ltd	100%	Australia	Australia
9	Bell Potter Platforms Pty Ltd	100%	Australia	Australia
10	Bell Potter Securities (HK) Ltd	100%	Hong Kong	Foreign – Hong Kong
11	Bell Potter Securities (UK) Ltd	100%	UK	Foreign – United Kingdom
12	Bell Potter Securities (US) LLC	100%	US	Foreign – United States
13	Bell Potter Securities Ltd	100%	Australia	Australia
14	Bell Potter Securities Ltd	100%	UK	Foreign – United Kingdom
15	Bellset Nominees Pty Ltd^	100%	Australia	Australia
16	BPC Custody Pty Ltd	100%	Australia	Australia
17	BPC Residual Pty Ltd	100%	Australia	Australia
18	BPC Securities Pty Ltd	100%	Australia	Australia
19	Global U & I Management Pty Ltd	100%	Australia	Australia
20	Lost Ark Nominees Pty Ltd	100%	Australia	Australia
21	P.P.P. Nominees Pty Ltd*	100%	Australia	Australia
22	S.C.S.H. Investments Pty Ltd*	100%	Australia	Australia
23	Southern Cross Equities Pty Ltd*	100%	Australia	Australia
24	Southern Cross Securities Holdings Pty Ltd*	100%	Australia	Australia
25	The Bell Potter Margin Loan Trust	100%	Australia	N/A
26	Third Party Nominees Pty Ltd	100%	Australia	Australia
27	Third Party Platform Pty Ltd	100%	Australia	Australia
28	Third Party Platform Sdn Bhd	100%	Malaysia	Foreign – Malaysia
29	TPP Nominees Pty Ltd	100%	Australia	Australia

1. All entities in the above table are bodies corporate, except Bell Financial Trust, which is a trust.
2. The Group's consolidated entities include entities that are dormant (indicated by *) and entities that were deregistered during the financial year ended 31 December 2024 (indicated by ^).

Key Assumptions and judgements

Determination of tax residency

Section 295(3A) of the Corporations Act 2001 required that the tax residency of each entity which is included in the Consolidated Entity Disclosure Statement (CEDS) be disclosed. In the context of an entity which was an Australian resident, 'Australian resident' has the meaning provided in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as the determination of tax residency is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

Australian tax residency

'Australian resident' has the meaning provided in the Income Tax Assessment Act 1997 (ITAA). In applying that definition, the consolidated entity has applied current legislation and where available judicial precedent in the determination of tax residency to ensure applicable foreign tax legislation has been complied with.

Foreign tax residency

Where an entity is shown as being resident in a foreign jurisdiction, this is taken to mean a resident for the purposes of the law of the foreign jurisdiction relating to foreign income tax, within the meaning of the ITAA.

DIRECTORS' DECLARATION

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 24 to 69 and the Remuneration Report on pages 17 to 22 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 2024 and of its performance, for the financial year ended on that date; and
      (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001;
   (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; and
   (c) the Consolidated Entity Disclosure Statement on pages 68 to 69, has been prepared in accordance with the Corporations Act is true and correct.
2. The Directors have been given the declarations required by section 295A of the Corporations Act 2001 from the Co-Chief Executive Officer and the Co-Chief Executive Officer and Acting Chief Financial Officer, for the financial year ended 31 December 2024.

Note 1(a) of the Consolidated Financial Statements includes a statement of compliance with International Financial Reporting Standards.

This declaration is made on 18 February 2025 in accordance with a resolution of the Directors:

Brian Wilson AO
Independent Chairman

18 February 2025

KPMG

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 gives a true and fair view, including of the ***Group***'s financial position as at 31 December 2024 and of its financial performance for the year then ended, in accordance with the *Corporations Act 2001*, in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The ***Financial Report*** comprises:

- Consolidated Statement of financial position as at 31 December 2024
- Consolidated Statement of profit or loss, Consolidated Statement of comprehensive income, Consolidated Statement of changes in equity, and Consolidated Statement of cash flows for the year then ended
- Consolidated entity disclosure statement and accompanying basis of preparation as at 31 December 2024
- Notes, including material 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 (including Independence Standards)* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

KPMG

Key Audit Matters

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

This matter was 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 this matter.

Valuation of Goodwill ($130,413,000)

Refer to Notes 2 and 17 to the Financial Report

The key audit matter	How the matter was addressed in our audit
A key audit matter for us was the Group's annual testing of goodwill for impairment. Certain conditions impacting the Group increased the judgement applied by us when evaluating the evidence available. We focused on the significant forward-looking assumptions the Group applied in their value in use models, including: • Forecast cash flows – the Group has continued to experience competitive market conditions and volatility in the global investment market along with an inflationary economic environment resulting in uncertainty around future interest rate movements. This increases the risk of inaccurate forecasts for us to consider and goodwill being impaired. • Forecast growth rates and terminal growth rates – in addition to the uncertainties described above, the Group's models are sensitive to small unfavourable changes in these assumptions, reducing available headroom. This drives additional audit effort specific to their feasibility and consistency of application to the Group's strategy. • The reorganisation of the Group's cash-generating units (CGU's) to which goodwill is allocated, which necessitated our consideration of the Group's allocation of goodwill to the CGUs. The Retail CGU and Wholesale CGU, which was previously allocated goodwill was grouped to become the Broking CGU. • Discount rates – these are complicated in nature and vary according to the conditions and environment the specific CGU is subject to from time to time.	Working with our valuation specialists, our procedures included the following: • We considered the appropriateness of the value in use models applied by the Group to perform the annual test of goodwill for impairment against the requirements of the accounting standards. • We assessed the integrity of the value in use models used, including the accuracy of the underlying formulas. • We assessed the accuracy of previous Group forecasts to inform our evaluation forecasts incorporated in the models. We noted previous trends where forecasts for certain CGUs were not achieved and how they impacted the business, for use in our testing. • We considered the sensitivity of the models by varying key assumptions, such as forecast growth rates, terminal growth rates and discount rates, within a reasonably possible range. We considered the interdependencies of key assumptions when performing the sensitivity analysis and what the Group considers to be reasonably possible. We did this to identify those CGUs at higher risk of impairment and to focus our further procedures. • We considered the Group's determination of CGUs against the requirements of the accounting standards, including the re-allocation of goodwill to CGUs during the year, based on our understanding of the business and changes to the Group's management and monitoring activities. • We challenged the Group's significant forecast cashflows and growth assumptions considering competitive market conditions and the continuing volatility in the global investment market. We applied increased scepticism to forecasts in the CGU's where previous forecasts were not achieved.

KPMG

The Group uses a complex model to perform their annual testing of goodwill for impairment. The model uses historical performance adjusted for a range of internal and external sources as inputs to the assumptions. Complex modelling, using forward-looking assumptions tends to be prone to greater risk for potential bias, error and inconsistent application. These conditions necessitate additional scrutiny by us, in particular to address the objectivity of sources used for assumptions, and their consistent application. We involved valuation specialists to supplement our senior audit team members in assessing this key audit matter.	We used our knowledge of the Group, the Group's past and recent performance, business and customers, and our industry experience. We further assessed the Group's forecast cashflows and terminal growth rate by comparing the Group's current and forecast net profit after tax valuation to publicly available data of comparable companies. • We checked the consistency of the growth rate assumptions to the past performance of the Group, and our experience regarding the feasibility of these in the industry in which they operate and compared the forecast cash flows contained in the value in use model to those contained within the Board reviewed goodwill impairment assessment memorandum. • We independently developed a discount rate range considered comparable using publicly available market data for comparable entities to the Group and the industry it operates in. • We assessed the disclosures in the Financial Report using our understanding obtained from our testing and against the requirements of the accounting standards.

Other Information

Other Information is financial and non-financial information in Bell Financial Group Ltd's annual report which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do 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 in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*
- implementing necessary internal control to enable the preparation of a Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and that is free from material misstatement, whether due to fraud or error

- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. 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 and Company 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 the 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: https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of Bell Financial Group Ltd for the year ended 31 December 2024, complies with *Section 300A* of the *Corporations Act 2001*.

Directors' 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 included in pages 17 to 22 of the Directors' report for the year ended 31 December 2024.

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

KPMG

KPMG

Luke Sullivan

Luke Sullivan
Partner

Melbourne
18 February 2025

SHAREHOLDER INFORMATION

The following information is current as at 31 January 2025.

Twenty largest shareholders

	Shareholder name	Number of shares held	% of shares
1	BELL GROUP HOLDINGS PTY LIMITED	143,998,350	44.90
2	DCM BLUELAKE PARTNERS PTY LTD	10,000,000	3.12
3	CITICORP NOMINEES PTY LIMITED	4,790,259	1.49
4	MR ANAND SELVARAJAH	3,892,334	1.21
5	MR ALASTAIR PROVAN	3,595,018	1.12
6	UBS NOMINEES PTY LTD	3,369,902	1.05
7	MORSON HOLDINGS PTY LTD	3,250,000	1.01
8	MR DEAN JAMES SURKITT	3,100,000	0.97
9	BELL POTTER NOMINEES LTD <BB NOMINEES A/C>	2,602,150	0.81
10	MR A PROVAN + MRS J PROVAN <A & J PROVAN SUPER FUND A/C>	2,344,980	0.73
11	MR LEE WILLIAM MUCO	2,300,000	0.72
12	BELL SECURITIES PTY LIMITED	2,232,000	0.70
13	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,113,228	0.66
14	MILDRIDGE INVESTMENTS PTY LTD <BELL SUPERANNUATION FUND A/C>	2,038,000	0.64
15	COLIN BELL PTY LTD	2,014,627	0.63
16	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	1,873,784	0.58
17	WARANA GRANGE PTY LTD <SYMINGTON SUPER FUND A/C>	1,684,610	0.53
18	MR CRAIG JOHN MOFFATT	1,566,959	0.49
19	MR LIONEL ALEXANDER MCFADYEN + MRS JENNIFER JUNE MCFADYEN <THE MCFADYEN FAMILY A/C>	1,552,480	0.48
20	MR CON ZEMPILAS	1,500,000	0.47
	Total	**199,818,681**	**62.30**

Distribution of shares

Range	Number of shareholders	Number of shares	% of shares
1 – 1,000	511	267,562	0.08
1,001 – 5,000	921	2,699,288	0.84
5,001 – 10,000	606	4,792,389	1.49
10,001 – 100,000	1,507	48,034,493	14.98
100,001 shares and over	242	264,950,216	82.60
Total	**3,787**	**320,743,948**	**100.00**

Shareholders with less than a marketable parcel ($500.00 of shares)
There were 143 shareholders (representing 10,079 shares) who held less than a marketable parcel.

SHAREHOLDER INFORMATION (CONTINUED)

Substantial shareholders

The following shareholders are registered by Bell Financial Group Limited 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	146,355,350	45.63[1]
ALASTAIR PROVAN	152,295,348	47.48[1,2]
LEWIS BELL	151,285,495	47.17[1,3]
ESTATE LATE COLIN BELL	149,328,171	46.56[1,4]

1. Bell Group Holdings Pty Limited (BGH) and its subsidiaries Bell Securities Pty Limited and Bell Asset Management (Holdings) Pty Ltd hold 146,230,350 BFG shares. Alastair Provan, Lewis Bell and Estate Late Colin Bell each individually hold more than 20% of BGH and therefore under the Corporations Act they are each deemed to have a relevant interest in the 146,230,350 BFG shares held by BGH and its subsidiaries.
2. Alastair Provan has a relevant interest in 5,939,998 BFG shares.
3. Lewis Bell has a relevant interest in 4,930,145 BFG shares
4. Estate Late Colin Bell has a relevant interest in 2,972,821 BFG shares.

In addition, we note that Andrew Bell and his family individually and through different entities own more than 20% of BGH.

Voting rights

At a meeting of shareholders, voting on resolutions will be conducted by poll and each share will have one vote. Shareholders may vote directly or by proxy, attorney or corporate representative.

On market buy-back

There is no current on-market buy-back.

2025 Annual General Meeting

Bell Financial Group Limited's AGM will be held at 10:00am on Thursday, 8 May 2025. Details of the meeting will be sent to shareholders separately.

DIRECTORY

Bell Financial Group Ltd

ASX: BFG

ABN

59 083 194 763

Directors

Brian Wilson AO, Chairman and Independent Director
Alastair Provan, Non-Executive Director
Graham Cubbin, Independent Director
Christine Feldmanis, Independent Director
Andrew Bell, 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

Auditor

KPMG

Website Address

www.bellfg.com.au

Go Electronic

We encourage all shareholders to receive communications electronically. To register for electronic shareholder communications, please go to www-au.computershare.com/Investor/#Home. Bell Financial Group reports and ASX announcements are available at www.bellfg.com.au/#news.