

# ASX RELEASE.

## BELL FINANCIAL GROUP

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20 February 2019

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

*Via ASX Online*

### 2018 CORPORATE GOVERNANCE STATEMENT AND APPENDIX 4G

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

1. 2018 Corporate Governance Statement; and
2. Appendix 4G.



**Cindy-Jane Lee**  
General Counsel & Company Secretary

Corporate Governance Statement  
2018

This Corporate Governance Statement has been approved by the Board and is current as at 31 December 2018.

Bell Financial Group Limited (ASX:BFGL) (**Bell Financial**) recognises the importance of good corporate governance. The ASX Corporate Governance Council (**Council**) Principles and Recommendations (**Recommendations**) set out recommended corporate government practices for listed entities. While the ASX Recommendations are designed to achieve good corporate governance outcomes, the Council recognises that different entities may legitimately adopt different corporate governance practices based on a range of factors, including their size and complexity. The ASX Recommendations are therefore not mandatory, however where the board of a listed entity does not follow a particular recommendation, it must explain why – the “if not, why not” approach.

Bell Financial adopted the majority of the Recommendations during the reporting period. Where a Recommendation was not followed for any part of the reporting period, we have stated the reasons for this below together with any alternative governance practices adopted.

## Board members

Name	Position	Independent
Colin Bell	Executive Chairman	No
Alastair Provan	Managing Director	No
Craig Coleman <sup>1</sup>	Non-Executive Director	No
Graham Cubbin	Non-Executive Director	Yes
Brian Wilson AO	Non-Executive Director	Yes
Brenda Shanahan <sup>2</sup>	Non-Executive Director	Yes

1. The Board did not consider that Mr Coleman was an independent Director during the period as he provided consultancy services to a Group company in 2017.
2. Ceased on 20 November 2018.

## Composition of the Board

The skills, experience and expertise of each Director is described in the Directors' Report section of the Annual Report. Each Director possesses significant financial acumen and has extensive experience in financial markets and financial services. The following table summarises the key skills and experience of the Directors:

Skills and experience	No. of Directors
Retail and institutional broking	6
Investment banking / equity capital markets	6
Financial acumen	6
Other financial services	6
Held CEO or similar position in financial organisation	6
Experience as a non-executive director of at least 2 other listed entities	3

## Chairman

Colin Bell served as the Executive Chairman during the period. The Chairman of the Board is not an independent Director and this represents a departure from the ASX Recommendations. The Board considers that this is in the best interests of Bell Financial given his experience, expertise and understanding of the business. Alastair Provan, Managing Director, had the primary responsibility for discharging the chief executive function including the day-to-day management of Bell Financial during the period. In this way, the Executive Chairman was not distracted in performing the role of Chairman effectively.

## Directors' independence

A director is considered independent if their interests are not allied with the interests of management, they are not a substantial shareholder, and they are free of any business or other relationship that could materially influence, or reasonably be perceived to materially influence, the independent exercise of their judgement. The Board Charter contains the principles used by the Board in assessing independence and is located at [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance).

The independent status of Directors may change over time and this will be disclosed to the market in a timely manner. During the period the Board did not have a majority of independent Directors however the Board considered that it had the appropriate balance of experience, expertise and independence to enable it to discharge its functions effectively.

## Independent professional advice

Directors are, after consultation with the Chairman, able to seek independent professional advice at Bell Financial's expense. Where appropriate, that advice will be made available to the Board.

## Director education

Bell Financial has a formal process to educate new Directors about the nature of the business, current issues, corporate strategy and the expectations of Bell Financial concerning the performance of Directors. Directors also have the opportunity to meet with management to gain a better understanding of Bell Financial's business and operations. Directors are given access to continuing education opportunities to update and enhance their skills and knowledge.

## BOARD RESPONSIBILITIES

The Board is responsible for the overall corporate governance of Bell Financial, which includes effective oversight of management. The Board has adopted a Board Charter which contains a description of the specific responsibilities reserved to the Board.

The Board Charter also describes the nature of matters delegated to senior executives, and includes a description of the roles of the Executive Chairman and the Managing Director. This description is designed to clearly identify the division of responsibility at the senior executive level of Bell Financial. The Managing Director has authority to delegate to the senior executive team. Whilst the appointment of an Executive Chairman represents a departure from the ASX Recommendations, the Board is satisfied that the division of responsibility is clearly articulated and ensures appropriate accountability.

The Board is responsible for monitoring the senior executive team's performance. As part of the delegation of authority to manage the day-to-day affairs of Bell Financial, the Managing Director carries out a performance evaluation for senior executives regularly against appropriate performance objectives and indicators. A performance evaluation for senior executives was carried out by the Managing Director during the period.

## BOARD COMMITTEES

The Board Charter contemplates that the Board may delegate certain functions to Board committees to assist the Board in the discharge of its oversight role. These committees are required to consider particular issues in detail and then report back to and advise the Board. The Board has established two standing committees, the functions of which are discussed below. A copy of each Board committee charter is located at [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance).

### Group Risk and Audit Committee (GRAC)

The GRAC assists the Board to carry out its oversight role in relation to risk management, compliance, accounting, auditing and financial reporting. The core responsibilities of the GRAC include reviewing and where required providing recommendations to the Board on:

- the effectiveness of Bell Financial's systems of risk management, internal controls and compliance
- financial reporting and financial statements
- monitoring the independence and competence of the external auditors
- overseeing the performance of the internal audit and risk function.

The GRAC Charter states that the Chair of the Committee must be an independent Non-Executive Director, who is not the Chairman of the Board. The Charter also states that the Committee must be comprised of only Non-Executive Directors, a majority of independent Directors and have at least three members. The members of the GRAC during the period were Mr Cubbin (Chairman, independent Non-Executive Director), Mr Coleman (Non-Executive Director), and Ms Shanahan (independent Non-Executive Director, ceased on 20 November 2018).

The composition of the GRAC from 20 November 2018 to 31 December 2018 represented a departure from the ASX Recommendations that it should have at least three members and a majority of independent Directors. However the Board is satisfied that the Committee has an appropriate balance of experience, expertise and independence to enable it to discharge its functions effectively.

Under the GRAC Charter, the Committee is required to review its performance periodically and whenever there are major changes to the management structure of Bell Financial. The performance evaluation has regard to the extent to which the Committee has met its responsibilities under the Charter. A formal performance evaluation was not undertaken during the period. A copy of the GRAC Charter is located at [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance).

## Remuneration Committee

The Remuneration Committee assists and advises the Board on remuneration matters. The role of the Remuneration Committee is to develop, review and make recommendations to the Board on the remuneration framework for Non-Executive Directors, Executive Directors, other key management personnel (**KMPs**) and senior executives. This includes recommendations in relation to incentive schemes and equity based plans where appropriate. An overview of Bell Financial's remuneration policy and framework is contained in the Remuneration Report section of the Annual Report, and the Remuneration Committee Charter, located at [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance).

The Remuneration Committee Charter states that the Chair of the Committee must be an independent Non-Executive Director. The Charter also states that the Committee must comprise a majority of Non-Executive Directors and have at least three members. The ASX Recommendations state that the majority of members should be independent directors.

The members of the Remuneration Committee during the period were Mr Cubbin (Chairman, independent Non-Executive Director), Mr Coleman (Non-Executive Director), Mr Provan (Managing Director), and Ms Shanahan (independent Non-Executive Director, ceased on 20 November 2018).

The composition of the Remuneration Committee from 20 November 2018 to 31 December 2018 represented a departure from the ASX Recommendation that it should have a majority of independent Directors. However the Board is satisfied that, given the majority of Non-Executive Directors, the Remuneration Committee has the appropriate balance of experience, expertise and independence to enable it to discharge its functions effectively.

Under the Remuneration Committee Charter, the Committee is required to review its performance periodically and whenever there are major changes to the management structure of Bell Financial. The performance evaluation has regard to the extent to which the Committee has met its responsibilities under the Charter. A formal performance evaluation was not undertaken during the period.

## BOARD NOMINATIONS AND RENEWAL

The Board does not consider that delegating the Board selection and appointment practices of Bell Financial to a separate committee would enhance efficiency and accordingly Bell Financial does not have a nomination committee. The Board has reserved to itself relevant responsibilities, including appointing and removing the Managing Director, developing and approving succession plans for the Board and key senior executives and overseeing that membership of the Board has the mix of experience, skills and diversity appropriate for Bell Financial's needs. A performance evaluation of the Board as a whole and each individual Director was carried out during the period.

There must be an election of directors at each Annual General Meeting. The constitution of Bell Financial provides, among other things, for a process of retirement of Directors by rotation (which occurs for each Director approximately every three years except for the Managing Director, Alastair Provan). Directors who retire from office are eligible to stand for re-election.

## COMPANY POLICIES

### Disclosure and Communications Policy

With a view to ensuring that investors are informed of all major developments affecting Bell Financial and its businesses, the Board has adopted policies, including a Disclosure and Communications Policy, designed to ensure that Bell Financial meets the continuous disclosure obligations imposed by the ASX Listing Rules and the Corporations Act. Information is communicated to shareholders through ASX announcements, annual reports and half-yearly updates, which are available on Bell Financial's website, [www.bellfg.com.au](http://www.bellfg.com.au). Shareholders may elect to receive all communications from Bell Financial's share registry electronically. Bell Financial also provides a facility for shareholders to ask questions via its website, which are answered directly. A copy of the Disclosure and Communications Policy is located at [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance).

### Trading Policy

Bell Financial has adopted a Trading Policy that applies to the Directors and other KMPs, directors of Bell Financial's subsidiaries, and other persons nominated by the Managing Director from time to time (**Designated Persons**). The Policy explains the restrictions on trading that apply to Designated Persons, including during the following 'black-out periods' (subject to limited exceptions):

- from the end of Bell Financial's financial year (31 December) until the release of the full year results in February; and
- from the end of Bell Financial's half-year (30 June) until the release of the half-year results in August.

Other 'black-out periods' may be declared from time to time. The Policy contains an approval process to be followed by Designated Persons if they propose to deal in Bell Financial's securities. A copy of the Trading Policy is located at [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance).

### Code of Conduct

Bell Financial has developed a Code of Conduct which applies to all Directors, officers, employees, contractors, consultants and associates. Bell Financial is committed to honesty and integrity in all its dealings, as well as ensuring the highest quality of service is provided to clients at all times. The Code sets out the ethical standards, values and policies of Bell Financial. It provides a framework to guide compliance with legal and other obligations to stakeholders, commitment to which the Board believes will maintain the confidence of Bell Financial's stakeholders.

The Code states that all potential or actual conflicts of interest must be avoided or disclosed. Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with that of Bell Financial. Where the Board believes that a significant conflict exists for a Director on a Board matter, the Director concerned will not receive the relevant Board papers and must not be present at the meeting while the item is considered. Details of certain transactions with Bell Financial and related parties of Directors and KMPs must be disclosed in the Annual Report.

During the period Bell Financial disclosed to the market that it would be seeking shareholder approval to increase its ownership of Third Party Platform Pty Ltd from 56.63% to 100%. Because some of the shares in Third Party Platform Pty Ltd were owned by certain Directors and KMPs, a separate committee of Independent Directors was formed to consider whether to recommend the transaction to shareholders for approval.

A copy of the Code of Conduct is located at [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance).

### Diversity

Considerable diversity exists throughout the Group in terms of age, culture and gender. Bell Financial values diversity in the workplace and is committed to employing people on the basis of the 'best fit' for the job, based on relative ability, performance and potential. Bell Financial departs from the ASX Recommendations in that it does not set or disclose measurable objectives around gender diversity, nor does it disclose the proportion of female employees at organisation, senior executive and Board level. Bell Financial has a Diversity Policy, which is located at [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance).

## Risk assessment and management

The Board understands that the management of risk is a continuous process and an integral part of sound business management and corporate governance. The GRAC plays a key role in assisting the Board with its responsibilities relating to the effectiveness of Bell Financial's systems of risk management and internal controls, financial reporting, compliance, monitoring the independence and competence of the external auditors, and overseeing the performance of the internal audit and risk function. The GRAC is also responsible for promoting a widely shared control and risk management culture appropriate to Bell Financial's business.

Bell Financial has implemented a Risk Management Policy and Framework based on *AS/NZS ISO 31000:2009 Risk Management – Principles and guidelines*. A description of the Risk Management Policy Framework is located at [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance). The Group's principal financial instruments comprise listed securities, derivatives, term deposits and cash. The main risks arising from the Group's financial instruments are market risk, credit risk and liquidity risk. These are examined in more detail in the Annual Report.

The GRAC reviews Bell Financial's Risk Management Policy and its Risk Management Plan at least annually and a review was conducted during the period. The GRAC reports to the Board on these matters and the Board was satisfied that Bell Financial's risk management and internal control systems were appropriate during the period.

## Material exposure to economic, environmental and social sustainability risks

There are a number of material business risks that could adversely affect the Group and the achievement of the Group's financial performance objectives, including market risk, liquidity risk and credit risk. Those risks and how they are managed are described in Notes 3 and 30 to the Financial Statements in the Annual Report. Other key risks include:

- Movements in Australian and international financial markets
- Changes in legislation and policy
- Operational risks (including regulatory compliance and technology and information systems)
- Loss of key business relationships
- Competition and pricing pressure
- Loss of reputation.

The Group does not have any material exposure to environmental or social sustainability risks.

## External auditor

Bell Financial's policy is to appoint an external auditor who demonstrates quality and independence. The performance of the auditor is reviewed annually. KPMG is Bell Financial's external auditor. The external auditor attends each Annual General Meeting where they are available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

## Internal audit

The internal auditors assist the GRAC in ensuring Bell Financial's compliance with internal controls and risk management programs by regularly reviewing the effectiveness of the Group's internal controls and systems. The GRAC is responsible for approving the program of internal audit visits to be conducted each financial year and for the scope of the work to be performed. The GRAC is also responsible for recommending to the Board the appointment and dismissal of the Internal Audit and Risk Manager.

## Other information

This Corporate Governance Statement and the ASX Appendix 4G (a checklist cross-referencing the ASX Recommendations to the relevant disclosures in this document, the Annual Report and Bell Financial's website) have been lodged with the ASX and can also be found at: [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance).

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

**Name of entity**

Bell Financial Group Limited

**ABN / ARBN**

59 083 194 763

**Financial year ended:**

31 December 2018

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- These pages of our annual report:
- This URL on our website: [www.bellfg.com.au/corporategovernance](http://www.bellfg.com.au/corporategovernance)

The Corporate Governance Statement is accurate and up to date as at 31 December 2018 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 20 February 2019

Name of Director or Secretary authorising lodgement: Cindy-Jane Lee

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<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.



## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Board Charter on pages 2-4 at <a href="http://www.bellfg.com.au/corporategovernance">www.bellfg.com.au/corporategovernance</a> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in our Board Charter on pages 2-4	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Board Charter on page 5	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our 2018 Annual Report on pages 11-12	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Board Charter on page 3	

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a): Not followed.</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> Diversity Policy at <a href="http://www.bellfg.com.au/corporategovernance">www.bellfg.com.au/corporategovernance</a></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: Not followed.</p> <p>... and the information referred to in paragraphs (c)(1) or (2): Not followed.</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement on page 5</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Board Charter on page 5</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 3-4</p>	
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 4 and in our Board Charter on page 5</p>	
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 2</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our 2018 Annual Report on pages 6-7 and in our Corporate Governance Statement on page 2  ... and, where applicable, the information referred to in paragraph (b): Not applicable  ... and the length of service of each director: <input checked="" type="checkbox"/> in our 2018 Annual Report on pages 6-7	
2.4	A majority of the board of a listed entity should be independent directors.		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement on page 3
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement on page 2
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 3	
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> Code of Conduct at <a href="http://www.bellfg.com.au/corporategovernance">www.bellfg.com.au/corporategovernance</a>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>... the fact that we have an audit committee that complies with paragraphs (1) and (2): Not followed.</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> Group Audit and Risk Committee Charter at <a href="http://www.bellfg.com.au/corporategovernance">www.bellfg.com.au/corporategovernance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our 2018 Annual Report on pages 6-8</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement on page 4</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our 2018 Annual Report on page 59</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 6	
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> Disclosure and Communication Policy at <a href="http://www.bellfg.com.au/corporategovernance">www.bellfg.com.au/corporategovernance</a>	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at <a href="http://www.bellfg.com.au/corporategovernance">www.bellfg.com.au/corporategovernance</a>	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Disclosure and Communication Policy	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Disclosure and Communication Policy	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Disclosure and Communication Policy	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): Not followed.</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> Group Audit and Risk Committee Charter at <a href="http://www.bellfg.com.au/corporategovernance">www.bellfg.com.au/corporategovernance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 4 and in our 2018 Annual Report on page 8</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement on page 4</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 5</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 5</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: <input checked="" type="checkbox"/> in our Group Audit and Risk Committee Charter on page 6	
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: <input checked="" type="checkbox"/> in our Corporate Governance Statement on page 6 and in our 2018 Annual Report at Notes 3 and 30 to the Financial Statements	



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2): Not followed.</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> Remuneration Committee Charter at <a href="http://www.bellfg.com.au/corporategovernance">www.bellfg.com.au/corporategovernance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 4 and in our 2018 Annual Report on page 8</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement on page 4</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our 2018 Annual Report on pages 10-12</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> Trading Policy at <a href="http://www.bellfg.com.au/corporategovernance">www.bellfg.com.au/corporategovernance</a></p>	