

ASX RELEASE.

BELL FINANCIAL GROUP

9 April 2019

Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Via ASX Online

BELL FINANCIAL GROUP LIMITED – NOTICE OF ANNUAL GENERAL MEETING

In accordance with the Listing Rules, attached is a copy of Bell Financial Group's 2019 Notice of Annual General Meeting and Proxy Form.



Cindy-Jane Lee
General Counsel & Company Secretary

5 April 2019

Dear shareholder

Notice of 2019 Annual General Meeting

I am pleased to invite you to attend the 2019 Annual General Meeting (**AGM**) of Bell Financial Group Limited (ASX: BFG) (**Bell Financial Group**).

The meeting will be held at 11:00am on Thursday 9 May 2019 at our offices at Level 38, Aurora Place, 88 Phillip Street, Sydney.

Enclosed is the Notice of Meeting setting out the business of the AGM. For further details on the resolutions proposed at the AGM please refer to the accompanying Explanatory Statement.

Thank you for your continued support of Bell Financial Group. I hope that you are able to attend the AGM.

If you are unable to attend in person, I encourage you to appoint a proxy to attend and vote on your behalf, either online at www.investorvote.com.au or by completing the enclosed proxy form and returning it by post or fax.

Proxies must be received no later than 11:00am (AEST) on Tuesday 7 May 2019.

If you plan to attend the meeting, please bring the enclosed proxy form to facilitate your registration. I look forward to seeing you then.

Yours faithfully



Alastair Provan
Managing Director & Acting Chairman

Notice of Meeting

The 2019 Annual General Meeting (**AGM**) of Bell Financial Group Limited ACN 083 194 763 (**Bell Financial Group**) will be held at our offices at Level 38, Aurora Place, 88 Phillip Street, Sydney, New South Wales on Thursday 9 May 2019 at 11:00am.

ITEMS OF BUSINESS

1 2018 Annual Report

To receive the financial report, Directors' report and auditor's report for Bell Financial Group and its controlled entities for the year ended 31 December 2018.

2 Election of Director

To elect Graham Cubbin, who retires by rotation and offers himself for re-election as a Director of Bell Financial Group.

3 Adoption of the remuneration report

To adopt the remuneration report for the year ended 31 December 2018.

Note: This resolution is advisory only and does not bind Bell Financial Group or the Directors. The Directors will consider the outcome of the vote and comments made by the shareholders.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it.

Eligibility to vote

A person's entitlement to vote at the AGM will be determined by reference to the number of fully paid ordinary shares in Bell Financial Group registered in the name of that person (reflected in the register of members) as at 7:00pm (AEST) on Tuesday 7 May 2019.

Voting in person

To vote in person, attend the AGM on the date and at the place set out above.

Proxies

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

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

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

A body corporate which is a shareholder or which has been appointed as a proxy may appoint an individual to act as its representative at the meeting, in accordance with section 250D of the Corporations Act. Where a body corporate appoints a representative, written proof of the representative's appointment must be lodged with, or presented to, Bell Financial Group before the meeting.

Delivery of proxy forms

You can lodge your completed proxy form with Bell Financial Group's share registry, Computershare, as follows:

- *Online* – www.investorvote.com.au
- *By post* – Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria, 3001, Australia
- *By fax* – 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
- *In person* – Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067, Australia
- *Intermediary Online* – for subscribers (institutions/custodians) www.intermediaryonline.com

To submit your proxy form online, you can either log in to www.investorvote.com.au using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your proxy form, or you can use your mobile device to scan the QR code on the front of your proxy form.

By order of the Board



Cindy-Jane Lee
General Counsel & Company Secretary
5 April 2019

Explanatory Statement

This Explanatory Statement is provided to shareholders of Bell Financial Group to explain the resolutions set out in the Notice of Meeting.

1 2018 Annual Report

The Corporations Act requires Bell Financial Group's financial report, Directors' report and auditor's report for the last financial year to be tabled at the meeting. These reports are contained in Bell Financial Group's 2018 Annual Report, which is available at www.bellfg.com.au.

No resolution is required in relation to this item, however shareholders will have the opportunity to ask questions and make comments. Bell Financial Group's auditor, KPMG, will be present at the meeting and shareholders will have the opportunity to ask the auditor questions in relation to the audit and the auditor's report.

2 Re-election of Graham Cubbin

Article 10.3 of Bell Financial Group's Constitution requires that there must be an election of Directors at each AGM. A Director must retire from office (but is eligible to stand for re-election) at the AGM if they have held office without re-election: (i) beyond the third AGM following the Director's appointment or last election; or (ii) for at least three years, whichever is the longer period. Graham Cubbin is retiring by rotation and, being eligible, offers himself for re-election.

Candidate for re-election:

Graham Cubbin
BEcon (Hons), FAICD

Mr Cubbin was appointed as a Non-Executive Director in September 2007 and is an independent Director. He is the Chairman of the Group Risk and Audit Committee and the Remuneration Committee. Mr Cubbin has over 20 years' experience as a Director and Audit Committee member of public companies in Australia and the US. He 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, Mr Cubbin held senior finance positions with a number of major companies including Capita Financial Group and Ford Motor Company. Mr Cubbin is the Chairman of McPherson's Ltd and is a Non-Executive Director of WPP AUNZ Ltd, White Energy Company Ltd and Teys Australia Pty Ltd.

Board recommendation

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

3 Remuneration report

The Directors' report for the year ended 31 December 2018 contains a remuneration report which sets out the policy for the remuneration of the key management personnel (**KMP**) of Bell Financial Group and its controlled entities. The Corporations Act requires that a resolution be put to the vote at the AGM that the remuneration report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or Bell Financial Group. Shareholders attending the meeting will be given a reasonable opportunity to ask questions about, or make comments on, the remuneration report.

If 25% or more of votes cast on this resolution are voted against it (the 'first strike'), a resolution on whether to hold a further meeting to spill the Board would be put to shareholders if a 'second strike' occurs at the 2020 AGM. This spill resolution would be included in the 2020 Notice of Meeting.

The Corporations Act restricts KMP and their closely related parties from voting in relation to item 3 in certain circumstances.

Bell Financial Group will disregard any votes cast on the proposed resolution in item 3:

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

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

Board recommendation


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



BELL FINANCIAL GROUP

ABN 59 083 194 763

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

BFG

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



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



 **For your vote to be effective it must be received by 11:00am (AEST) on Tuesday, 7 May 2019**

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

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

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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

the Chairman of the Meeting OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bell Financial Group Limited to be held at Level 38, Aurora Place, 88 Phillip Street, Sydney on Thursday 9 May 2019 at 11:00am (AEST) and at any adjournment or postponement of that Meeting.

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

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

STEP 2 Items of Business

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

		For	Against	Abstain
Item 2	Re-election of Director - Graham Cubbin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

____ / ____ / ____

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Computershare