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# BELL FINANCIAL GROUP

7 April 2026

Dear shareholder

## **Bell Financial Group 2026 Annual General Meeting**

On behalf of the Board I am pleased to invite you to Bell Financial Group's 2026 Annual General Meeting (AGM) at 10:00am AEST on Thursday, 7 May 2026.

Bell Financial Group will be holding our AGM as a virtual meeting. Shareholders will not be able to attend the meeting at any physical location.

Enclosed is the Notice of Meeting setting out the business of the meeting with Explanatory Notes.

Bell Financial Group has transferred our share registry services from Computershare to Automic. Shareholders will need to create an account with Automic to participate at the AGM, if they have not already done so. We encourage shareholders to do this ahead of the Meeting to ensure there is no delay in attending the AGM online on the day.

### **How to participate at the AGM online**

- Go to [investor.automic.com.au](https://investor.automic.com.au) and log in with your username and password.
- You will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time. Online registration will open 30 minutes before the meeting.
- We encourage all shareholders to submit a proxy vote online ahead of the Meeting at [investor.automic.com.au/#/loginsah](https://investor.automic.com.au/#/loginsah) even if attending the Meeting online.

Thank you for your continued support of Bell Financial Group.

Yours faithfully



**Brian Wilson AO**  
Chair

## Notice of Meeting

The 2026 Annual General Meeting (AGM) of Bell Financial Group Ltd (ACN 083 194 763) (Bell Financial Group) will be held as a virtual meeting on Thursday, 7 May 2026 at 10:00am AEST at [investor.automic.com.au](http://investor.automic.com.au).

### Items of business

These items of business should be read in conjunction with the Explanatory Notes which form part of this Notice of Meeting.

#### 1. Consideration of Reports

To receive and consider the Financial Report, Sustainability Report, Directors' Report and Auditor's Reports of Bell Financial Group for the financial year ended 31 December 2025.

#### 2. Re-election of Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Ms Christine Feldmanis be re-elected as a Director of Bell Financial Group.*

#### 3. Adoption of the Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*To adopt the Remuneration Report of Bell Financial Group for the financial year ended 31 December 2025.*

### Chair's voting intention

The Chair of the Meeting intends to vote undirected proxies **in favour of Items 2 and 3**. There will be no resolution regarding Item 1.

### Voting exclusion statement

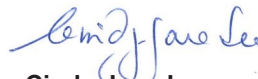
A vote on Item 3 must not be cast (in any capacity) by or on behalf of:

- a member or former member of the key management personnel (KMP) details of whose remuneration details are included in Bell Financial Group's 2025 Remuneration Report; or
- a closely related party of such a KMP.

However, a person (the voter) described above may cast a vote on Item 3 as a proxy, if the vote is not cast on behalf of a person described above, and either:

- the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Item 3; or
- the voter is the Chair of the meeting and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on Item 3; and
  - expressly authorises the Chair to exercise undirected proxies.

By order of the Board



**Cindy-Jane Lee**  
Company Secretary

Melbourne  
7 April 2026

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## Explanatory Notes

### Item 1 – Consideration of Reports

The Financial Report, Sustainability Report, Directors' Report and Auditor's Reports of Bell Financial Group for the financial year ended 31 December 2025 will be laid before the Meeting. There will be no formal resolution put to the Meeting.

These reports are contained within Bell Financial Group's 2025 Annual Report which is available at [bellfg.com.au](http://bellfg.com.au).

### Item 2 – Re-election of Director

Ms Christine Feldmanis retires by rotation and offers herself for re-election in accordance with Article 10.3 of Bell Financial Group's Constitution.

Ms Feldmanis is an Independent Director. She is also the Chair 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.

#### Recommendation

The Board (with Ms Feldmanis abstaining) unanimously recommends that shareholders vote in favour of Ms Feldmanis' re-election as a Director.

### Item 3 – Adoption of the Remuneration Report

The 2025 Remuneration Report is contained in the 2025 Annual Report on pages 17 to 22. It sets out the policy for the remuneration of the key management personnel (KMP) of Bell Financial Group.

The Corporations Act requires that a resolution be put to the vote at the AGM that the Remuneration Report be adopted. The vote is advisory only and does not bind the Directors or the Company. 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 2027 AGM. This spill resolution would be included in the 2027 Notice of Meeting.

#### Recommendation

Noting that each Director has a personal interest in their own remuneration from Bell Financial Group, as described in the Remuneration Report, the Board recommends that shareholders vote in favour of this item.

## Important information

The 2026 Bell Financial Group AGM will be held virtually. There will be no physical venue for shareholders to attend. Shareholders can participate at the AGM online at [investor.automic.com.au](https://investor.automic.com.au). We recommend that all shareholders lodge a proxy vote online ahead of the Meeting, even if attending the Meeting online.

### Eligibility to vote

A person's entitlement to vote at the AGM will be determined by reference to the number of shares in Bell Financial Group registered in the name of that person (reflected in the register of shareholders) as at 7:00pm AEST on Tuesday, 5 May 2026.

### Voting will be conducted by poll

Voting on resolutions will be conducted by poll. Each shareholder will have one vote for every share held.

### Participating at the AGM online

Online registration will open from 9:30am AEST on Thursday, 7 May 2026. We recommend that shareholders and proxyholders log in at least 15 minutes prior to the meeting.

To access the meeting:

1. Go to [investor.automic.com.au](https://investor.automic.com.au) and log in with your username and password or click 'Register' if you have not already created an account. Shareholders are encouraged to create an account prior to the day of the meeting to ensure there is no delay in attending.
2. A banner will display at the bottom of your screen indicating that the Meeting is open for registration. Click on 'Register' when this appears.
3. Click on 'Join Meeting' and follow the prompts on screen to register and/or to vote.

Shareholders and proxyholders can participate online, which will allow them to view a live webcast, ask written or audible questions and vote during the meeting.

The meeting will also be webcast live at [us02web.zoom.us/j/87807965253?pwd=1znLXtSXbXvXpZy51xCBmVM4QmqhcE.1](https://us02web.zoom.us/j/87807965253?pwd=1znLXtSXbXvXpZy51xCBmVM4QmqhcE.1). Non-shareholders may view the webcast by registering online as a guest. Shareholders can also view the meeting live here, however the webcast does not provide for asking questions or voting.

### Voting by proxy

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 Form for the AGM accompanies this Notice of Meeting, with proxy voting instructions. A proxy appointment must be received by Automic no later than 10:00am AEST on Tuesday, 5 May 2026.

A proxy does not have to be a shareholder of Bell Financial Group. If a proxy does not attend the meeting, then the Chair of the meeting will be taken to have been appointed as the proxy of the relevant shareholder. In addition, if a proxy attends the meeting and the proxy's appointment specifies the way to vote on a resolution, but the proxy does not vote on that resolution, then the Chair of the meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of that resolution. The Chair of the meeting intends to vote undirected proxies in favour of Items 2 and 3.

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

### Voting by corporate representative

A body corporate which is a shareholder or a proxy must appoint an individual to act as its corporate representative at the meeting. Automic will require a certificate appointing the corporate representative. A form of certificate is available from Automic or online at [automic.com.au/form/corporate\\_representative.pdf](https://automic.com.au/form/corporate_representative.pdf). The certificate must be lodged with Automic before the AGM.

## Voting by attorney

A shareholder may appoint an attorney to attend and vote instead of the shareholder at the meeting. The power of attorney appointing the attorney must be signed and specify the name of the shareholder and the meetings at which the appointment may be used. An original certified copy of the power of attorney must be provided to Automic by 10:00am AEST on Tuesday, 5 May 2026.

## Lodging a Proxy Form

A Proxy Form for the AGM accompanies this Notice of Meeting, with proxy voting instructions. You can lodge your completed Proxy Form with Automic as follows:

|           |   |
|-----------|---|
| Online    | Log in to <a href="https://investor.automic.com.au">investor.automic.com.au</a> . Click on 'Meetings' then 'Proxy Voting' and follow the prompts. You will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). |
| By post   | Automic, GPO Box 5193, Sydney, NSW 2001 Australia   |
| In person | Automic, Level 5, 126 Phillip Street, Sydney, 2000 NSW Australia  |
| By email  | <a href="mailto:meetings@automic.com.au">meetings@automic.com.au</a>  |

Proxy forms must be received by 10:00am AEST on Tuesday, 5 May 2026. Proxy forms received after that time will be invalid.

## Submitting questions prior to the AGM

Shareholders who are unable to attend the virtual AGM may submit written questions in advance by emailing [enquiries@bellfg.com.au](mailto:enquiries@bellfg.com.au). Questions must be received by Tuesday, 5 May 2026. Please note that individual responses may not be provided to all questions.

## Asking questions at the meeting

To ask a question during the meeting, shareholders must use [investor.automic.com.au](https://investor.automic.com.au) to participate at the meeting. A reasonable opportunity will be given to shareholders attending the meeting online to ask questions or make comments. Please note that individual responses may not be provided to all questions.

## Technical difficulties

Technical difficulties may arise during the course of the meeting. The Chair of the meeting has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair will have regard to the number of shareholders affected and the extent to which participation in the business of the meeting is affected. Where they consider it appropriate, the Chair of the meeting may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10:00am AEST on Tuesday, 5 May 2026 even if they plan to attend online.

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Your proxy voting instruction must be received by **10.00am AEST on Tuesday, 05 May 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any proxy voting instructions received after that time will be invalid.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an issuer sponsored holding, you can update it at the investor portal: [investor.automic.com.au/#/home](https://investor.automic.com.au/#/home). Shareholders with CHESS sponsored holding should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please insert the name of that individual or body corporate. A proxy need not be a shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Form, including where the resolutions are connected directly or indirectly with the remuneration of key management personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you will need to complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, please contact Automic.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all shareholders must 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:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications regarding the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

A body corporate which is a shareholder or a proxy must appoint an individual to act as its corporate representative at the meeting. Automic will require a certificate appointing the corporate representative. A form of certificate is available from Automic or online at [automic.com.au/form/corporate\\_representative.pdf](https://automic.com.au/form/corporate_representative.pdf). The certificate must be lodged with Automic before the AGM.

### Lodging your Proxy Voting Form:

#### Online:

Go to [investor.automic.com.au/#/loginsah](https://investor.automic.com.au/#/loginsah) or scan the QR code

**Log in and click on 'Meetings'. Use the Holder Number as shown at the top of this Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

**All enquiries to Automic:**

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

