

Addendum to Notice of 2025 Annual General Meeting

Bell Financial Group Limited (Company) is today releasing an addendum (Addendum) to the Notice of Annual General Meeting (AGM) dated 17 April 2025 (Notice of Meeting) in relation to the Company's AGM to be held at 10:00am (AEST) on Wednesday, 21 May 2025 as a virtual meeting.

There is no change to the date or time of the AGM. The Addendum adds one resolution: *Item 3 – Re-election of Christine Feldmanis*. The Addendum should be read in conjunction with the Notice of Meeting.

Enclosed is the:

- (a) Addendum to the Notice of Meeting and Explanatory Notes for *Item 3 – Re-election of Christine Feldmanis*; and
- (b) Replacement Proxy Form.

Addendum to the Notice of Annual General Meeting and Explanatory Notes dated 17 April 2025 for the Annual General Meeting to be held on 21 May 2025

ADDITION OF NEW RESOLUTION

By this Addendum:

- an additional resolution, *Item 3 – Re-election of Christine Feldmanis*, is added to the Notice of Meeting (Item 3 Resolution); and
- a new section is added to the Explanatory Notes to the Notice of Meeting in respect of the Item 3 Resolution.

IMPORTANT INSTRUCTIONS REGARDING REPLACEMENT PROXY FORMS

Attached to this Addendum is a replacement Proxy Form. Any shareholder who wishes to have their votes counted by proxy in respect of the Item 3 Resolution must complete and return the attached replacement Proxy Form to vote on both resolutions.

The deadline for lodging all proxy forms remains 10:00am (AEST) on Monday, 19 May 2025. Replacement Proxy Forms can be lodged online, by mail or by fax using the details in the form.

Where a shareholder provides a replacement Proxy Form, any previous Proxy Form (in the form dispatched with the original Notice of Meeting) that they completed will be disregarded. Where a shareholder has already voted by completing and submitting a previous Proxy Form and does not wish to vote on the additional Item 3 Resolution or change their proxy vote, they do not need to take any action (as the previous Proxy Form they have already submitted remains valid).

Where a shareholder provides the Company with a previous Proxy Form and does not subsequently provide a replacement Proxy Form, the Company reserves the right to accept the previous Proxy Form received for the shareholder. Further details regarding the appointment of a proxy are provided in the Notice of Meeting dated 17 April 2025.

This Addendum should be read in its entirety. If a shareholder is in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. If you have any questions about this Addendum or the Notice of Meeting, please contact the Company Secretary at cjlee@bellfg.com.au.

By order of the Board.



Cindy-Jane Lee
Company Secretary
2 May 2025

Additional Item of Business

Item 3 – Re-election of director

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

“That Ms Christine Feldmanis, who retires from office, is re-elected as a director of the Company.”

Explanatory Notes

Re-election of Christine Feldmanis

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

Christine Feldmanis is retiring by rotation in accordance with article 10.3 of the Company’s Constitution and, being eligible, offers herself for re-election.

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.

Board recommendation

The Board (excluding Ms Feldmanis) recommends that shareholders vote in favour of this resolution.

Chairman’s voting intention

The Chairman intends to vote undirected proxies in favour of item 3.

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Monday, 19 May 2025.**

Replacement Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184876

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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

Replacement Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Bell Financial Group Limited (Company) 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 the Bell Financial Group Limited to be held as a virtual meeting on Wednesday, 21 May 2025 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

The Chairman of the meeting intends to vote undirected proxies in favour of Item 2.

Chairman authorised to exercise undirected proxies on remuneration related resolutions (Item 2): 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 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 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 2 by marking the appropriate box in step 2.

Step 2 Item 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
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Christine Feldmanis	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically