

# Bell Potter Capital Limited

## Continuous Disclosure Obligations

### Policy

#### Overview

- Bell Potter Capital Limited (BPC) is a wholly-owned subsidiary of Bell Financial Group Limited (BFG), an ASX listed public company
- BPC, as an issuer of notes, is an unlisted disclosing entity, being a disclosing entity under the Corporations Act 2001 (Cth) (the Act) which is not listed on a prescribed financial market
- Accordingly, BPC is subject to continuous disclosure obligations under s675 of the Act
- In June 2009, ASIC published Regulatory Guide 198 (RG198) “Unlisted disclosing entities: Continuous disclosure obligations” in which ASIC provided guidance on how unlisted disclosing entities should comply with their obligations
- In particular, ASIC provides good practice guidance which, if adopted, enables unlisted disclosing entities to meet their continuous disclosure obligations by publishing material on their websites, rather than by lodging the material with ASIC
- BPC adopts ASIC good practice guidance and this policy sets out the processes by which BPC will meet its continuous disclosure obligations

#### BPC Policy

- BPC will meet its continuous disclosure obligations by publishing material prominently on its website as soon as practicable and will keep the material on its website for as long as it is relevant. BPC will maintain records of its website disclosures.
  - BPC regularly posts important information about its business including its prospectus, current interest rates and forms on its website. Investors (who are clients of Bell Potter Securities Limited) obtain account details and transaction information from the internet
  - The BPC prospectus makes it clear to investors that important information about the BPC Cash Account (eg cutoff times) will be posted on the website from time to time
  - BPC has recently invested in technology that allows clients to receive statements by email rather than by post, as a result of client feedback which suggests that our clients increasingly prefer electronic communications
- Accordingly, BPC is satisfied that the majority of our clients would look for information of this kind on BPC’s website

### **Information which is subject to continuous disclosure**

- Unlisted disclosing entities must disclose information which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the entity's securities: s675 of the Act
- A reasonable person would expect information to have a material effect on the price or value of an unlisted disclosing entity's securities if the information would be likely to influence persons who commonly invest in securities in deciding whether to acquire or dispose of them: s677 of the Act

### **Prominently displayed on our website**

- The BPC notes are the securities that are held when a client invests in the Bell Potter Cash Account
- The Bell Potter Cash Account home page is found on the Bell Potter Website ([www.bellpotter.com.au](http://www.bellpotter.com.au)) under "Cash Solutions"
- The BPC Continuous Disclosure information is given a prominent link on the right hand side of the Cash Solutions home page to enable easy access to the information

### **Bell Financial Group Continuous Disclosure obligations**

- BFG – the BPC parent and provider of the guarantee to the Trustee of the notes – is a public Australian company and is listed on the ASX. It is bound by the continuous disclosure obligations of the ASX and of the Act. BFG's disclosure and communication policy and guidelines are set out at [www.bellfg.com.au](http://www.bellfg.com.au)