Bapcor Limited

ABN 80 153 199 912

Appendix 4E and Financial Report – 30 June 2025

Lodged with the ASX under Listing Rule 4.3A

Bapcor Limited
Appendix 4E
Preliminary final report

1. Company details

Name of entity:	Bapcor Limited
ABN:	80 153 199 912
Reporting period:	For the year ended 30 June 2025 ('FY25')
Previous period:	For the year ended 30 June 2024 ('FY24')

2. Results for announcement to the market

IFRS financial measures		$'000s FY25		%	$'000s FY24 Restated
Revenue	Statutory	1,975,767	Down	3.0	2,036,938
Net profit after tax[1]	Statutory	28,139	Up	117.0	(165,401)
Earnings per share - basic (cents per share)	Statutory	8.29 cps	Up	117.0	(48.73) cps
Non-IFRS financial measures[2]					
Earnings before interest, taxes, depreciation and amortisation	Statutory	186,548	Down	6.5	199,496
	Pro-forma[3]	246,701	Down	4.1	257,356
Net profit after tax[1]	Pro-forma[3]	80,415	Down	8.4	87,747
Earnings per share - basic (cents per share)	Pro-forma[3]	23.69 cps	Down	8.4	25.87 cps

(1) Net profit after tax attributable to the members of Bapcor Limited.

(2) The directors believe the presentation of non-IFRS financial measures are useful for the users of the financial report as they provide additional and relevant information that reflect the underlying financial performance of the business. Non-IFRS financial measures contained within this report are not subject to audit or review. Refer to the directors' report for further details.

(3) Pro-forma results include adjustments from statutory results for costs associated with asset write offs, uncollectable receivables, contractual disputes, changes in accounting estimates, restructuring programs and inventory valuation.

Statutory revenue in FY25 decreased by 3.0% compared to FY24. Pro-forma earnings before interest, taxes, depreciation and amortisation ('EBITDA') in FY25 decreased by 4.1% and pro-forma net profit after tax ('NPAT') in FY25 decreased by 8.4% compared to FY24.

Pro-forma earnings per share for FY25 was 23.69 cents per share, down 8.4% compared to FY24.

During the year, Bapcor successfully refinanced $170.0M of debt facilities due to mature in July 2026, with new tranches split into tenors maturing in July 2029, July 2030 and July 2031. Bapcor has a total debt facility of $820.0M. Pro-forma net debt at 30 June 2025 was $364.8M representing a leverage ratio of 2.13 times (pro-forma net debt / last twelve months pro-forma EBITDA*).

For a further explanation of the results above, refer to the Company's ASX/Media Announcement for the year ended 30 June 2025 and the accompanying Directors' Report released on 29 August 2025.

*Pro-forma net debt is calculated as statutory net debt excluding the impact of lease liabilities and adjusting for the net derivative financial instruments position. Pro-forma EBITDA excludes any impact of AASB16 *Leases*. This approach is consistent with banking covenant requirements. Refer to note 19 of the financial report for a reconciliation between statutory and pro-forma net debt.

3. Dividends

	Amount per security Cents	Franked amount per security Cents
2024 Interim dividend	9.5	9.5
2024 Final dividend	5.5	5.5
2025 Interim dividend	8.0	8.0
2025 Final dividend (declared after balance date but not yet paid)	5.5	5.5

Record date for determining entitlements to the 2025 Final dividend:	5 September 2025
Date 2025 Final dividend payable:	25 September 2025

4. Dividend reinvestment plan

Bapcor operates a Dividend Reinvestment Plan ('DRP'), which provides shareholders with the opportunity to utilise all or part of their dividends to purchase shares in the Company. The Board has decided to, in accordance with the DRP rules, continue to suspend the DRP for the 2025 final dividend.

5. Net tangible assets

A large proportion of the consolidated entity's assets are intangible in nature, consisting of goodwill, customer contracts and trademarks acquired on business combination as well as software. These assets as well as any deferred taxes, right-of-use assets and lease liabilities are excluded from the calculation of net tangible assets per share.

	2025 Cents	2024 Cents
Net tangible assets per ordinary security	61.8	66.6

6. Status of audit

The financial statements have been audited and an unmodified opinion has been issued.

7. Attachments

The Financial Report of Bapcor Limited for the year ended 30 June 2025 is attached.

The Directors present their report, together with the financial statements, on the consolidated entity ('consolidated entity') consisting of Bapcor Limited ('company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2025 ('FY25').

Directors

The following persons were directors of Bapcor Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Angus McKay	Executive Chair and Chief Executive Officer (appointed 22 August 2024)
Mark Powell	Lead Independent Director ('LID'), Non-Executive Director (appointed to LID role effective 22 August 2024)
Jacqueline Korhonen	Independent, Non-Executive Director (appointed 1 February 2025)
Kathryn Spargo	Independent, Non-Executive Director
Mark Bernhard	Independent, Non-Executive Director (Interim Chief Executive Officer and Managing Director effective 5 February 2024 to 22 August 2024, resigned 23 July 2025)
Brad Soller	Independent, Non-Executive Director (resigned 23 July 2025)
James Todd	Independent, Non-Executive Director (resigned 23 July 2025)
Margaret Haseltine	Independent, Non-Executive Director (stepped down as Chair on 22 August 2024 and retired 16 October 2024)

Principal activities

The principal activities of Bapcor were the sale and distribution of vehicle parts, accessories, automotive equipment, service and solutions.

Bapcor is one of the largest suppliers of vehicle parts, accessories, equipment, service and solutions in Asia Pacific with an operational network covering more than 900 locations and employing approximately 5,100 team members across Australia and New Zealand.

Significant changes in the state of affairs

On 22 August 2024, Angus McKay commenced as Executive Chair and Chief Executive Officer ('EC & CEO'). Angus brings over 30 years' executive experience across a range of industries nationally and internationally in Chief Executive Officer and Chief Financial Officer ('CFO') roles.

George Saoud was appointed CFO on 1 July 2024 and announced his resignation on 18 February 2025. On 12 May 2025, Kim Kerr was appointed CFO bringing more than 25 years in globally focused ASX100 listed companies. Kim was previously the CFO of Orica Ltd.

Following Angus' commencement on 22 August 2024, the following Board and management changes occurred:

- Margie Haseltine resigned as Chair and assumed the role of Non-Executive Director until her retirement on 16 October 2024 at the Annual General Meeting;
- Mark Powell was appointed as Lead Independent Director ('LID'). The LID role was established to ensure an appropriate separation between the management of the company and those responsible for overseeing its managers. Mark will fulfil the role of Chair whenever the EC & CEO is conflicted, assist the Board in reviewing the performance of the EC & CEO and provide a separate channel of communication for investors as required; and
- Mark Bernhard stepped down from his role as Interim Chief Executive Officer & Managing Director ('CEO & MD') and returned to his Non-Executive Director role.

Jacqueline Korhonen (Jackie) commenced as an Independent Non-Executive Director on 1 February 2025.

Mark Bernhard, Brad Soller and James Todd resigned from their positions as Non-Executive Directors on the Bapcor Board on 23 July 2025. These resignations present an opportunity to accelerate the refresh of the Bapcor Board that was already underway.

Ernst & Young was engaged as an independent adviser to assist the Audit & Risk Committee in relation to financial reporting considerations for FY25.

Key Management Actions

The management actions announced in August 2024 to reduce complexity and simplify the business have delivered $27.5M of savings during FY25. These actions disrupted trading in some segments but are necessary to create more customer-focused operations and strengthen the company's core business for future growth. The key operational changes were:

- Rationalisation of the supply chain by exiting 23 smaller warehouses across Australia and consolidating operations into the major distribution centres. Additional state-based distribution centres were established in New South Wales, Western Australia and South Australia along with a Micro Fulfilment Centre in Dandenong, Victoria.
- Reduction in non-customer facing head office roles;
- Simplification and consolidation of the Specialist Networks business with the consolidation of the trucking businesses into the Commercial Vehicle Group ('CVG') and the integration of the three auto electrical businesses into JAS (previously referred to as AEG) including consolidating three ERP systems into one;
- Network optimisation involved the consolidation of 16 branches, closure of 18 sites, relocation of 13 sites and opening of 21 new sites;
- Sale of the non-core MTQ diesel fuel injection business was completed on 28 November 2024;
- Completion of the operational review of the Wholesale business with actions implemented to simplify the business;
- Completion of the operational review of the Retail segment with actions underway to stabilise the business and prepare for growth; and
- Significant investment in information technology infrastructure, systems and applications.

Other

On 9 July 2024, Bapcor's Board rejected the Bain Proposal (which was announced to the ASX on 11 June 2024). The Board determined the proposal did not represent fair value for Bapcor and was not in the best interests of its shareholders.

There were no other significant changes in the state of affairs of the consolidated entity during the financial year.

Dividends

Fully franked dividends paid during the financial year were as follows:

	$M	Cents per Share
Final dividend FY24 on 19 September 2024	18.7	5.5
Interim dividend FY25 on 3 April 2025	27.2	8.0

The Board has declared a final dividend in respect of FY25 of 5.5 cents per share, fully franked. The final dividend will be paid on 25 September 2025 to shareholders registered on 5 September 2025.

The final dividend takes the total dividends declared in relation to FY25 to 13.5 cents per share (FY24: 15.0cps, fully franked). Dividends paid and declared in relation to FY25 represent 57% of pro-forma net profit after tax.

Review of operations

The FY24 comparative financial results have been restated to exclude the impact of businesses held for sale, to correct recording of certain intercompany transactions, and to reflect the change in accounting policy for inventory costing following the consolidation of inventory into the distribution centres. Details of these items are outlined in note 3 of the Financial report.

The statutory net profit after tax of $28.1M, recorded in FY25, was after $52.3M of significant items (post tax) and compared to a statutory loss of $165.4M in FY24. The significant items primarily relate to asset write offs, impairments, uncollectable receivables, contractual disputes, changes in accounting estimates, restructuring programs and inventory valuation were recorded following a comprehensive review of the balance sheet.

Details of the significant items in FY25 are set out below.

	$M
Asset write-off's	9.8
Uncollectable receivables	9.1
Contractual disputes	4.3
Changes in accounting estimates	10.5
Inventory valuation	19.9
Other items [1]	6.6
Significant items within EBITDA	**60.2**
Depreciation from businesses held for sale	0.8
Impairment of assets	13.7
Significant items within profit before income tax	**74.7**
Tax effect of significant items	(22.4)
Significant items within profit after tax	**52.3**

Note 1: Other items includes trading losses from businesses sold or held for sale, the loss on disposal of MTQ and costs related to the review of payroll data and process review.

Proforma revenue declined 1.5% to $1.9BN in FY25 with growth in Trade revenue more than offset by declines across the Specialist Wholesale, Retail and New Zealand segments. Total gross margin dollars were down 1.6% with growth in Trade more than offset by declines in the Specialist Wholesale, Retail and New Zealand segments. Cost of doing business decreased by 0.6% to $657.3M reflecting effective cost management while increasing strategic investment in information technology. Finance costs were 7.0% lower due to a reduction in interest on lease liabilities associated with closures of warehouses and sites and the reassessment of lease option periods. Pro-forma net profit after tax declined 8.4% to $80.4M.

Statutory (versus FY24):

- Revenue decreased by 3.0% from $2,036.9M to $1,975.8M
- Statutory earnings before interest, taxes, depreciation and amortisation ('EBITDA') decreased by 6.5% to $186.5M
- Statutory NPAT increased by 117.0% to $28.1M and statutory earnings per share ('EPS') increased by 117.0% to 8.3 cents per share ('cps')

Pro-forma (versus FY24):

- Revenue decreased by 1.5% from $1.972.9M to $1,943.5M
- Pro-forma EBITDA decreased by 4.1% to $246.7M
- Pro-forma NPAT decreased by 8.4% to $80.4M and pro-forma EPS decreased by 8.5% to 23.7 cps

The table below reconciles the FY25 and FY24 pro-forma results to the statutory results.

	FY25			FY24 Restated		
$M	**Statutory**	**Significant Items [1]**	**Pro-forma**	**Statutory**	**Significant items [2]**	**Pro-forma**
Revenue	1,975.8	(32.3)	1,943.5	2,036.9	(64.0)	1,972.9
EBITDA	186.5	60.2	246.7	199.5	57.9	257.4
EBIT	91.7	61.0	152.7	105.0	59.8	164.9
NPBT	40.7	74.7	115.4	(172.1)	296.9	124.8
NPAT	28.1	52.3	80.4	(165.4)	253.1	87.8

Note 1: Details of the FY25 significant items are set out above.
Note 2: FY24 significant items predominately relate to the impairment of assets in the Retail segment, Distribution Centre rationalisation costs, restructuring costs and the impairment of assets held for sale.

The table below, which is subject to rounding, sets out the statutory and pro-forma earnings per share.

		Consolidated			
		FY25		FY24 Restated	
	Note	**Statutory**	**Pro-forma**	**Statutory**	**Pro-forma**
NPAT ($M)		**28.1**	**80.4**	**(165.4)**	**87.8**
Weighted average number of ordinary shares (million)		339.4	339.4	339.4	339.4
Earnings per share (cps)		**8.3**	**23.7**	**(48.7)**	**25.9**

The directors' report includes references to pro-forma results to exclude the impact of significant items. The directors believe the presentation of non-IFRS financial measures is useful for the users of this financial report as they provide additional and relevant information that reflect the underlying financial performance of the business. Non-IFRS financial measures contained within this report are not subject to audit or review.

Segment Overview

Statutory revenue of $1,975.8M declined 3.0% compared to FY24 and EBITDA of $186.5M declined 6.5% compared to FY24. The reconciliation between statutory and pro-forma is contained on slide 33 of the FY25 investor presentation. The table below, with amounts subject to rounding and change percentages based on non-rounded values, presents pro-forma revenue and EBITDA by segment.

		Pro-forma Revenue			Pro-forma EBITDA		
$M	**Note**	**FY25**	**FY24 Restated**	**Change**	**FY25**	**FY24 Restated**	**Change**
Trade	1	784.7	774.8	1.3%	132.4	125.6	5.4%
Specialist Wholesale	1, 2	717.1	740.4	(3.2%)	93.8	89.2	5.2%
Retail	2	387.3	401.3	(3.5%)	40.7	48.4	(16.0%)
New Zealand		170.5	176.1	(3.2%)	27.9	32.1	(13.2%)
Unallocated / Head Office	3	(116.1)	(119.7)	3.1%	(48.1)	(37.9)	(26.7%)
Total		**1,943.5**	**1,972.9**	**(1.5%)**	**246.7**	**257.4**	**(4.1%)**

Note 1: The Brookers and Brakeforce business was transferred from Specialist Wholesale to Trade effective 1 July 2024. FY24 numbers have been restated to include revenue of $7.4M and EBITDA of $0.4M in Trade and removed from Specialist Wholesale.
Note 2: Excludes revenue and EBITDA in FY25 and FY24 related to businesses sold or held for sale.
Note 3: Revenue relates to intersegment sales eliminations. EBITDA relates to Bapcor head office costs, intersegment EBITDA elimination and profit from associates.

Trade

Bapcor's Trade segment is Australia's leading distributor of vehicle parts and equipment solutions to Trade customers. It consists of Burson Auto Parts, Precision Automotive Equipment, Brookers and Brakeforce, and Blacktown Auto Spares in Australia as well as the Thailand operations. This segment is a distributor of:

- Automotive aftermarket parts and consumables to trade workshops for the service and repair of passenger vehicles
- Automotive workshop equipment such as vehicle hoists and scanning equipment, including servicing of the equipment
- Automotive accessories and maintenance products to do-it-yourself vehicle owners

The Trade segment achieved continued revenue growth of 1.3% compared to FY24, driven by growth in both Parts and Tools and Equipment categories. 2HFY25 revenue was above 2HFY24 but May and June were weaker than expected due to increased competition. Bapcor Trade's EBITDA grew 5.4% year on year, with EBITDA margins improving due to effective cost management, price increases and various cost efficiency programs.

Trade continued to expand its store network in FY25 with the number of stores increasing from 234 at 30 June 2024[1] to 241 at 30 June 2025. Twelve new stores were opened in Australia:

- Mermaid Beach, Redland Bay and Mareeba (Queensland);
- Cambridge (Tasmania);
- Erina and Milperra (New South Wales);
- Clyde North, Kangaroo Flat, Whittlesea and Seymour (Victoria);
- Busselton (Western Australia); and
- Munno Para (South Australia).

Six underperforming stores were closed in Australia. One store was opened in Thailand bringing the total Thailand stores to seven. The ACT based independent parts distribution business, Motor Spares was acquired in October 2024 with the business transferred into the Burson Mitchell and Fyshwick stores.

Specialist Wholesale

Bapcor's Specialist Wholesale segment is a leader in the truck, electrical and specialist wholesale markets; and acts as an aggregator and importer for Bapcor. It consists of the:

- Specialist Networks business including the Commercial Vehicle Group ('CVG' comprising Truckline and WANO);
- JAS (previously referred to as Auto Electrical Group (AEG), comprising JAS Oceania, Baxters and Federal Batteries); and
- Wholesale business, which is a specialised leader in automotive aftermarket wholesale operations through brands such as AAD, Bearing Wholesalers, Roadsafe and Premier Auto Trade.

Revenue in the Specialist Wholesale segment declined 3.2%, with declines in both Specialist Networks and Wholesale, due to significant disruption from warehouse and branch consolidation activities necessary to drive simplified operations, create more customer-focused operations and strengthen the company's core business for future growth. EBITDA increased 5.2% compared to FY24 reflecting the benefits from the consolidation and restructuring activities.

The Specialist Wholesale network reduced from 157 locations at 30 June 2024[2] to 118 locations at 30 June 2025 with the reduction due to the consolidation of smaller warehouses into the major distribution centres, the sale of the MTQ business and store consolidations. Five new stores were opened, a Truckline store in Port Macquarie (New South Wales), three stores in the JAS business, in Rockingham (Western Australian), Coffs Harbour (New South Wales) and Bundaberg (Queensland) and a Wholesale store in Springvale (Victoria).

The Specialist Wholesale segment will be renamed as "Networks" from FY26, as announced in the investor strategy update released on 28 April 2025.

---

[1] This *includes* an additional five Brookers and Brakeforce locations which were transferred to Trade from 1 July 2024.
[2] This *excludes* five Brookers and Brakeforce locations which were transferred to Trade from 1 July 2024.

Retail

Bapcor's Retail segment is one of Australia's leading full-offer automotive retailers and service centre providers. It consists of business units that are retail customer focused, including the Autobarn and Autopro brands as well as the Midas and ABS workshop service brands. This segment is comprised of mostly company-owned flagship stores in the Autobarn channel, with predominantly franchised stores and workshops across the other brands.

Revenue in the Retail segment declined 3.5% year on year impacted by continued challenging retail environment, lower sales in discretionary categories, increased competition and changes to the promotional cycle. EBITDA declined 16.0% compared to FY24 driven by lower sales, higher employee and occupancy costs and higher stocktake losses.

The number of company owned stores declined by one to 123 at 30 June 2025 while the number of franchise stores across the segment declined by two to 223 stores.

New Zealand

Bapcor's New Zealand segment is a leading integrated trade and specialist wholesale group providing aftermarket parts and equipment solutions in New Zealand. The group consists of Brake & Transmission (BNT), which is a primarily supplier of automotive parts and accessories to workshops, Autolign, which specializes in undercar steering and suspension, and wholesale businesses including HCB (batteries), JAS Oceana NZ (auto electrical components), and Precision Equipment NZ (automotive workshop equipment). The licensee network features Battery Town, New Zealand's largest network of automotive electricians, along with Battery Town Marine and the Shock Shop, among the largest specialist steering and suspension network in the country.

The New Zealand segment revenue decreased by 3.2% in Australian dollars and 1.8% in New Zealand dollars compared to FY24, impacted by ongoing challenging economic conditions and a more competitive landscape with a higher level of discounting. EBITDA declined 13.2% compared to FY24 driven by lower revenue, gross margin pressure from discounting and higher operating costs. Company owned stores (excluding Battery Town and Shock Shop locations) decreased by two to 76 locations, with two new BNT stores in Penrose and Matamata offset by the closure of four stores.

Unallocated / Head Office

The Unallocated / Head Office segment consists of all intercompany sales and EBITDA eliminations as well as head office costs that are not recharged to the segments.

Financial Position - Capital and Debt

There have been no issues of new shares during the year. As a result, ordinary shares on issue remain at 339,412,500 as at 30 June 2025.

In June 2025, Bapcor successfully refinanced $170 million of debt facilities originally scheduled to mature in July 2026. The refinancing was executed through the establishment of three new tranches totalling $170 million, with staggered maturities in July 2029, July 2030, and July 2031. Following the completion of this refinancing, Bapcor has access to a total debt facility of $820 million, supported by a syndicate of lenders. The temporary increase in facility size by $100M to $820 million will facilitate the repayment of the $100M seven-year tranche maturing in July 2026. Subsequently, the total facility will be reduced to $720 million.

Net debt at 30 June 2025 was $586.6M and includes lease liabilities recorded under AASB 16 *Leases* and net derivative financial instruments. Given both are excluded from Bapcor's banking covenants, net bank debt at 30 June 2025 of $364.8M has also been disclosed, representing a leverage[3] ratio of 2.13 times pro-forma EBITDA, which is well within debt covenants.

[3] Leverage is calculated by dividing net bank debt by the last twelve months' pro-forma EBITDA. Net bank debt is excluding the impact of lease liabilities and adjusting for the net derivative financial instruments relating to forward exchange contracts position. Pro-forma EBITDA excludes any impact of AASB16. Refer to note 19 of the financial report for a reconciliation between statutory and pro-forma net debt.

Business Strategy

Bapcor's 5-year strategy, released in April 2025, builds on Bapcor's existing strengths, incorporating the ongoing work to simplify the company and deliver sustainable growth. The six strategic imperatives enable each business to cater for its specific customers' needs, while leveraging consistency across the group. These imperatives are:

- Optimised network to provide a platform for driving growth;
- One supply chain to ensure the right parts, right place and right cost;
- Customer focus to ensure the customer is at the centre of everything we do;
- Digitalise the business to deliver improved operating efficiencies;
- Store fitness to drive a performance-based culture; and
- Simplify the business to remove complexity and provide clarity.

Competitive advantages

Team Members – Our team members are the key to our success. Bapcor has a strong and experienced management team and a proven record of attracting and growing key talent across the group. Training and development of team members is a priority for the group.

Diversification – Extensive breadth and depth of product range and capability across the group provides multiple revenue streams and continues to drive sales and margin improvement opportunities. Increasing the proportion of own brand products is a core target, as these products generally achieve greater margins than the alternatives.

Industry trends

The automotive aftermarket parts market in Australia, NZ and Asia continues to experience growth based on:

- Population growth;
- Increasing number of vehicles;
- Increasing age of vehicles; and
- Vehicle innovation and technology.

Demand for automotive parts, accessories and services continues to be resilient as maintenance is critical to operating a vehicle. Vehicle servicing is predominately driven by the number of kilometres travelled, with the number of kilometres travelled by passenger and light commercial vehicles not normally significantly impacted by economic conditions. Volatility in new vehicle sales does not directly impact demand as parts distributed by Bapcor are predominantly used to service vehicles after they exit the OEM network. All of these factors lead to ongoing demand for vehicle servicing, replacement parts and maintenance.

Online channels to market are now a common medium for retail businesses albeit only a small percentage of automotive retail sales are online. Through our retail businesses, Bapcor has online sales channels, including 'click and collect' and 'click and deliver'. In the trade and wholesale channels the group offers electronic 'B2B' trading including an extensive parts catalogue. Bapcor is investing in expanding its online capabilities, including in Bapcor's eCommerce platforms.

In the trade business Bapcor's fast delivery capabilities, wide product range and knowledgeable people are the key to Bapcor's customer offering which purely on-line businesses cannot match at this point in time.

The car parc is always evolving driven by changes in the makes and models in Australia and New Zealand due to technical innovation and changing customer preferences, including the introduction of electric and hybrid vehicles. Bapcor has always embraced changes in the car parc as both an opportunity and risk. Electric and hybrid vehicles are adding to the size and complexity of the car parc, with the introduction of new and more makes and models to stock replacement parts for, all of which provides upside to Tier 1 automotive aftermarket providers such as Bapcor.

Key business risks

Bapcor is committed to maintaining and continually improving systems and processes to identify, assess, and manage risk. The following key risks could have a material impact on Bapcor's financial prospects, reputation, or ability to achieve its strategic objectives.

Safety
Bapcor is committed to providing a safe working environment for team members, contractors, and customers. Risks include injuries from warehouse operations, vehicle use, customer-facing activities, and travel for business purposes. Safety incidents can also lead to operational disruption, legal liability, and reputational damage. Bapcor seeks to manage these risks through a comprehensive safety management system, regular training and awareness programs, proactive hazard identification, incident reporting, and continuous monitoring of workplace conditions.

Market and Economic Conditions
Bapcor operates in competitive markets influenced by macroeconomic trends, evolving consumer preferences. Economic downturns, changes in vehicle technology and shifts in purchasing behaviour including the move to online channels can impact demand, margins, and revenue mix. Bapcor seeks to mitigate these risks through diversified product offerings, investment in emerging segments, online platform development, and flexible pricing and category management strategies.

Competition
Bapcor operates in highly competitive markets and faces ongoing pressure from established competitors, new market entrants, vehicle manufacturers and the impact of technological advancements in vehicles and their components. These technological advancements include electric and hybrid vehicles. Heightened competition has the potential to adversely affect the Group's financial performance, market position and long-term growth prospects if not managed effectively. To mitigate this risk Bapcor is investing in initiatives to strengthen our customer retention and market presence including customer loyalty programs, expanding and optimising its store network and continuing to enhance its product range to align with the evolving customer needs. These initiatives are complemented by a strong focus on delivering industry leading customer service to reinforce competitive differentiation.

Strategic Execution
Bapcor's strategy is underpinned by six strategic imperatives being, optimising the network, establishing a single supply chain, strengthening our customer focus, digitalising our business, enhancing our store fitness and simplifying the business. Successful execution of these imperatives is critical to delivering the groups growth, efficiency and customer experience objectives. To mitigate execution risks Bapcor is implementing disciplined program governance with executive oversight and dedicated steering groups where required. Resources are also being aligned with priority projects and delivery milestones are being tracked and reported to the executive and board.

Supply Chain and Procurement
Bapcor's ability to deliver quality automotive parts relies on a resilient supply network and effective procurement processes. Risks include supplier disruptions, increased pricing, product quality issues, incidents of modern slavery and competitive pressures from new supply chain entrants. Bapcor seeks to mitigate these risks through multiple sourcing strategies, active supplier relationship management including one on one engagement with high-risk suppliers (modern slavery) and ongoing investment in procurement efficiency and process improvement.

Technology, Cybersecurity and Data Privacy
Bapcor's operations depend on integrated, fit-for-purpose technology systems and responsible management of data. Risks include system limitations, unplanned outages, cybersecurity threats such as data breaches, and failures in data governance or privacy compliance. Bapcor also has the challenge of operating across numerous aged Enterprise Resource Planning (ERP) systems, which adds complexity to the visibility of information. These risks could affect operational efficiency, decision-making, stakeholder trust, and regulatory obligations. Bapcor seeks to mitigate these risks through planned system replacements and upgrades, robust IT governance, disaster recovery capability, improving data management and privacy frameworks, and continual investment in cybersecurity infrastructure and monitoring.

Sustainability and ESG
Stakeholder expectations regarding sustainability, climate change, and ESG compliance are increasing. Failure to address these could impact Bapcor's reputation, operations, and financial performance. Bapcor seeks to mitigate these risks through its integrated sustainability strategy, including reducing emissions, sourcing sustainable products and packaging, managing supply chain risks, and transparent reporting on environmental and social performance.

Business Growth and Capability
Bapcor's growth strategy includes acquisitions, greenfield developments, and network expansion. Risks include the unavailability of suitable opportunities, ineffective integration, or insufficient organisational capacity to execute growth initiatives. Bapcor seeks to mitigate these risks through disciplined due diligence, enhancing integration programs, and developing resourcing strategies to build capability and scale effectively.

Operational Resilience
Natural disasters, pandemics, or other unforeseen events can disrupt operations, supply chains, and customer service. Inadequate sales and operational planning can exacerbate these impacts through inventory or liquidity challenges. Bapcor continues to build its overall resilience capability through the development/enhancement of crisis management and business continuity planning processes, alongside the introduction of more structured inventory and liquidity planning. Work is underway to identify critical activities and recovery priorities, and to establish contingency arrangements for key suppliers and operational functions. Insights from past disruptions and emerging risk trends are being incorporated into evolving plans to strengthen preparedness and adaptability over time.

People and Culture
Bapcor strives to be a highly customer-focused service business, and its team members are key to maintaining the level of operational service to its customers, as well as executing Bapcor's strategy. Performance depends on attracting, retaining, and developing skilled, engaged team members while fostering a culture that aligns with its values. Risks include tight labour markets, skills shortages, cultural misalignment, and conduct issues that could undermine trust, compliance, or reputation. Bapcor seeks to mitigate these risks through investing in capability, training, developing succession planning programs, reviewing alignment of incentive programs and identifying initiatives to embed Bapcor's values and expected standards of conduct across the organisation.

Financial and Funding
Bapcor's profitability and funding position may be affected by financial factors outside of its control, such as inflation, interest rate movements, and foreign exchange fluctuations, particularly given the proportion of parts sourced internationally. Access to debt financing is also critical to support operations and growth. Bapcor seeks to mitigate these risks through pricing strategies, cost management, forward exchange contracts, and diversified banking facilities with differing maturities.

Legal and Regulatory Compliance
Bapcor must comply with a range of laws and regulations, including consumer protection, product quality, transport safety, Modern Slavery, franchise obligations, and workplace laws such as wage compliance. Failure to comply could result in financial penalties, operational disruption, and reputational damage. Compliance is managed through policies, training, monitoring, and continuous improvement of governance frameworks.

Director information

Angus McKay (B Ec (Acc) and GAICD)
Executive Chair and Chief Executive Officer
Angus commenced as Executive Chair and Chief Executive Officer on 22 August 2024.

Angus is an experienced executive with more than 30 years' experience in Australia and globally. He has worked in CEO and CFO roles for several ASX listed companies.

Prior to joining Bapcor, Angus was CEO at 7-Eleven Australia for eight years where he led the company through a significant period of change. Before that he was CEO of The Skilled Group, Managing Director of Pacific National Rail and Chief Financial Officer of Asciano Limited and Foster's Group Limited.

Mark Powell (BSc (Hons), MSc, MBA, BApp. Theol, MA, GAICD, CMInstD (NZ))
Independent Non-executive Director
Mark was appointed to the Board on 1 September 2020.

Mark brings over 30 years of leadership and executive experience in retail, wholesale, logistics and distribution. Mark has held executive roles at Iceland plc, Booker Wholesale and Tesco in the UK, Logistics services provider Tibbett & Britten in Spain and Canada (including running of Walmart Canada's logistics operations), and The Warehouse Group in Australia and New Zealand. Between 2009 and 2016, Mark was CEO of Warehouse Stationary and then Group CEO for NZX-listed retailer The Warehouse Group.

Mark currently serves as a non-executive director of JB Hi-Fi Limited (ASX:JBH), My Food Bag Limited (NZX:MFB), STIHL Pty. Ltd (Australia) and STIHL Limited (New Zealand). Mark was previously a non-executive director of Kiwi Property Group Limited (NZX:KPG) and 7-Eleven Australia Pty Ltd.

Mark Bernhard (BBus (Acc), GAICD, MBA)
Independent Non-executive Director
Mark was appointed to the Board on 1 March 2022 and was the Interim CEO & MD from 5 February to 22 August 2024. Mark returned to his non-executive director role on 22 August 2024. Mark resigned from the Board on 23 July 2025.

During his career, Mark has gained significant board and executive management experience in the automotive industry across a range of geographies including Australia, Europe, the United States, South-East Asia and China. Mark has more than 30 years' experience in the automotive industry in finance and various senior executive roles. From 2011 to 2015, Mark was the Chief Financial Officer and Vice-President of Shanghai General Motors, returning to Australia in 2015 as the Chairman and Managing Director of General Motors Holden Australia until 2018.

Mark has been a non-executive director of a not-for-profit, Healthy Male, since 2020 and is chair of their Audit and Risk Committee. Mark was previously a non-executive director of Carbon Revolution Limited (ASX:CBR).

Jacqueline Korhonen (B.Sc, B.Eng (Hon), GAICD)
Independent Non-executive Director
Jacqueline (Jackie) was appointed to the Board on 1 February 2025.

Jackie has over 35 years' experience in the information technology, telecommunications and financial services sectors. Prior to commencing her non-executive career, Jackie spent 23 years with IBM in Australia, New Zealand, Southeast Asia, India and China. After leaving IBM, Jackie was appointed CEO of Infosys Australia and New Zealand. In the later years of her executive career Jackie was the CEO of SMS Management & Technology, and subsequently returned to IBM as the Vice President of Cognitive Transformation Services across the Asia Pacific Region.

Jackie is currently a Non-Executive Director of MLC Life Insurance, MyState Limited (ASX:MYS) and Nuix (ASX:NXL). Jackie is also a Non-Executive Director of the Australian Civil Aviation Safety Authority.

Brad Soller (B.Com, B.Acc, M.Com, CA (SA))
Independent Non-executive Director
Brad was appointed to the Board on 1 November 2022 and resigned from the Board on 23 July 2025.

Brad is a highly experienced executive, having held various CFO positions with public companies in both Australia and the United Kingdom. Brad was Group CFO of Metcash, a position he held for six years, and prior to that served as the CFO of David Jones and as Group CFO of Lendlease. Before moving to Australia, Brad held several senior financial positions in the United Kingdom including Chief Financial Officer at BAA McArthur Glen Limited and Director of Finance at UK listed electrical retailer, Thorn plc.

Brad is a non-executive director of Reliance Worldwide Corporation Limited (ASX: RWC) and Big River Industries Limited (ASX: BRI).

Kathryn Spargo (LLB (Hons), BA, FAICD)
Independent Non-executive Director
Kathryn (Kate) was appointed to the Board on 1 March 2023.

Kate has gained broad business experience both as a legal advisor (working in private practice and government), and over two decades of experience as a non-executive director in the public and private sectors across various industries including infrastructure, energy, renewables, healthcare, engineering services, construction, retail, financial services and intellectual property.

Kate is currently a non-executive director at Sonic Healthcare Ltd (ASX: SHL), CIMIC Group Limited, Geelong Football Club Limited, and Future Fuels CRC Ltd. Kate was previously a non-executive director of Sigma Healthcare Ltd (ASX:SIG.) and Adairs Ltd (ASX:ADH).

James Todd (BCom, LLB, MAICD, F FIN)
Independent Non-executive Director
James was appointed to the Board on 1 September 2020 and resigned from the Board on 23 July 2025.

James is an experienced company director, corporate adviser, and investor. James has over 30 years' experience in finance across various entities, including Hambros Banking Group and Wolseley Private Equity. James' last executive role was as Managing Director of Wolseley Private Equity, an independent private equity firm which he co-founded in 1999 and served in until 2018.

James is currently Chair of IVE Group Limited (ASX:IGL) and previous a non-executive director at Coventry Group Limited (ASX:CYG) and HRL Holdings Limited (ASX:HRL).

Margaret Haseltine (BA, GradDipTchg(Sec), FAICD)
Independent Non-executive Chair
Margaret (Margie) was appointed to the Board on 30 May 2016, was Chair from 17 February 2021 to 22 August 2024 and retired on 16 October 2024.

Margie has spent more than 30 years in various senior executive roles in FMCG, including senior roles at Mars Food Australia, a subsidiary of Mars Inc., where she was responsible for strategy, risk management, product innovation & brand launching, and implementation of new systems. From 2002 to 2007, Margie served as the CEO of Mars Food Australia, with responsibility for the APAC market and was also responsible for ensuring sustainability of the business and its supply chain.

Margie currently serves as a non-executive director of Metcash Limited (ASX:MTS) and Inghams Group Limited (ASX:ING). Margie was previously a non-executive director of Newcastle Permanent Building Society Limited and Fairhaven Services Ltd.

Note: former directorships mandatorily disclosed above are those held in the last 3 years for *listed entities only*. Directors' interests in shares are detailed in section 7.5 of the remuneration report.

Company Secretary and Officers

George Saoud (BComm (co-op), CA, MAppFin, GAICD, AMP (INSEAD)
Chief Financial Officer (1 July 2024 – 12 May 2025)
George assumed the role of interim Chief Financial Officer on 14 March 2024 and was permanently appointed to the role on 1 July 2024. George resigned as Chief Financial Officer on 18 February 2025 and ceased in the role on 12 May 2025. George's last day with Bapcor was 1 July 2025.

Kim Kerr (BBus(Acc), CA, GAICD)
Kim commenced as Chief Financial Officer on 12 May 2025 after more than 25 years in globally focused ASX100 listed companies in mining, manufacturing, chemicals and digital solutions sectors. Most recently Kim was the CFO of Orica Ltd and prior to that had senior finance roles at Newcrest Mining Ltd.

George Sakoufakis (BCom, LLB, admitted to legal practice in Victoria)
General Counsel (13 May 2019 – present); Company Secretary (1 February 2021 – present)
George commenced with Bapcor on 13 May 2019 as General Counsel and was appointed as Company Secretary on 1 February 2021. George is an Australian legal practitioner and prior to joining Bapcor held various legal and governance roles at the Foster's Group including as Acting General Counsel at Carlton and United Breweries and Legal Director for the Asia Pacific South Zone at AB InBev.

Meetings of directors

The Board has three sub-committees, being the Audit and Risk Committee, the Nomination Committee and Remuneration and ESG Committee.

The current members of the Committees are as follows:
- Audit and Risk Committee are Mark Powell (Chair), Jacqueline Korhonen, and Kathryn Spargo.
- Nomination Committee are Mark Powell (Chair), Jacqueline Korhonen and Kathryn Spargo.
- Remuneration and ESG Committee are Kathryn Spargo (Chair), Jacqueline Korhonen and Mark Powell.

The Chair of a Committee may invite other Directors who are not members of the committee to attend the committee meetings. The below table shows the number of meetings of the company's Board and of each Board committee during the year ended 30 June 2025. 'Held' represents the number of meetings held during the time the director held office or was a member of the relevant committee.

The number of meetings attended by each director was:

		Board		Audit and Risk Committee		Nomination Committee		Remuneration and ESG Committee	
	Note	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Angus McKay	1	10	10	-	-	-	-	-	-
Mark Powell	2	12	12	4	4	2	2	6	6
Jacqueline Korhonen	3	6	6	-	-	-	-	2	2
Kathryn Spargo		12	12	2	2	3	3	6	6
Mark Bernhard	4	12	12	4	4	-	-	-	-
Brad Soller		12	11	6	6	-	-	-	-
James Todd		12	12	6	6	3	3	6	6
Margaret Haseltine	5	4	3	-	-	1	1	-	-

Note 1: Angus McKay commenced as Executive Chair and Chief Executive Officer on 22 August 2024.
Note 2: Mark Powell was appointed as Lead Independent Director effective 22 August 2024. Mark was appointed to the Audit and Risk Committee and Chair of the Nomination Committee on 1 September 2024.
Note 3: Jacqueline Korhonen was appointed to the Board on 1 February 2025 and the Remuneration and ESG Committee on 24 February 2025.
Note 4: Mark Bernhard was the Interim CEO & MD effective 5 February 2024 to 22 August 2024 and returned to his Non-Executive Director role on 22 August 2024. Mark was reappointed to the Audit and Risk Committee on 1 September 2024.
Note 5: Margaret Haseltine stepped down as Chair on 22 August 2024 and retired from the Board and Nomination Committee on 16 October 2024.

Matters subsequent to the end of the financial year

After market closed on 23 July 2025, Mark Bernhard, Brad Soller and James Todd tendered their resignation as directors of the Company. These resignations present an opportunity to accelerate the refresh of the Bapcor Board that was already underway, and a recruitment process is well progressed.

Apart from the declaration of a final dividend, there has been no further matters or circumstances to note that have significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Indemnity and insurance of officers

Bapcor has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, Bapcor paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of Bapcor, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Auditor

PricewaterhouseCoopers continues in office in accordance with section 327 of the Corporations Act 2001.

Non-audit services

Non-audit services totalling $40,000 were provided during the financial year by the auditor.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 39 of the directors' report.

Indemnity of auditor

The company has agreed to indemnify their auditors, PricewaterhouseCoopers, to the extent permitted by law, against any claim by a third party arising from the company's breach of their agreement with PricewaterhouseCoopers. The indemnity stipulates that the company will meet the full amount of any such liabilities including a reasonable amount of legal costs. No liability has arisen under this indemnity.

Remuneration Report

Dear Shareholder

On behalf of Bapcor's Remuneration and Environment, Social and Governance Committee (R&ESGC), I am pleased to present the Remuneration Report for the year ended 30 June 2025 (FY25).

In FY25, the company focused on simplification, with work undertaken to address operational complexity, stabilise the business foundations, and reset the cost base. Progress was made in this regard, with a new business strategy in place, a refreshed leadership team established and the management actions put in place in 2024 delivered.

This work has had a disruptive impact on trading in parts of the business and in part, has affected Bapcor's FY25 results. That said, these changes are necessary to reset the company's direction, its cost base and drive simplified customer focused operations.

Bapcor will continue to balance investing in its foundations and strengthening performance.

Change in Executive Key Management Personnel (KMP)

Executive Chair and CEO

As noted in the FY24 report, Angus McKay joined as Bapcor's Executive Chair and Chief Executive Officer (EC & CEO) on 22 August 2024. Mr McKay's appointment saw Mark Bernhard step down from his role as Bapcor's Interim MD & CEO and return to his position of Non-Executive Director in August 2024.

Appointment of new CFO

On 12 May 2025, Kim Kerr commenced as Bapcor's Chief Financial Officer (CFO). Ms Kerr replaced George Saoud, who resigned as CFO on 18 February 2025. Mr Saoud ceased as KMP on Ms Kerr's commencement date.

Changes in directors

Noted in the FY24 Remuneration Report was Margie Haseltine's decision to retire from the Bapcor Board on 16 October 2024.

With Mr McKay's appointment to EC & CEO, Mark Powell was appointed Lead Independent Director (LID) on 22 August 2024. Mr Powell's role ensures Bapcor continues to have clear separation of Board and Management and open communication in relation to governance requirements.

Jacqueline Korhonen was appointed to the Bapcor Board as Non-Executive Director (NED) on 1 February 2025.

Company performance and remuneration outcomes

In FY25, Bapcor delivered statutory revenue of $2.0B, down 3.0% on FY24. Importantly, revenue in Bapcor's Trade segment continued to grow but disruption to the Specialist Wholesale segment, along with continued challenging economic conditions in the Australian retail environment and the New Zealand economy impacted these segments.

The statutory profit of $28.1M recorded in FY25 was an increase of $193.5M on the statutory loss of $165.4M in FY24. In FY25, significant items of $52.3M (post-tax) were primarily related to inventory valuation amendments, changes in accounting estimates, impairment charges, and asset write offs. Additionally, opening retained earnings for the 30 June 2025 financial year was reduced by $25.5M (post-tax), to correct recording of intercompany transactions and to reflect a change in accounting policy for inventory costing following the consolidation of inventory into our distribution centres.

Below is a summary of Fixed Remuneration, STI and LTI outcomes.

FY25 Fixed Remuneration

Angus McKay commenced with an annual Fixed Remuneration of $1.9M. A detailed outline of Mr McKay's arrangements was provided in the FY24 report and approved at Bapcor's 2024 AGM.

Kim Kerr commenced as Chief Financial Officer with a Fixed Remuneration of $800,000.

FY25 Short-Term Incentive (STI)

Executive KMP were ineligible to participate in the FY25 STI program. In consideration of overall company performance, the Board exercised its discretion to determine that no STI payments would be made to executives.

FY23-25 Long Term Incentive Plan (LTI)

As the company did not meet threshold rTSR and ROIC performance targets over the plan period, no performance rights were vested under the LTI Plan.

Looking ahead

Resignation of directors and governance arrangements

On 23 July 2025, Mark Bernhard, Brad Soller and James Todd resigned from their positions as Non-Executive Directors on the Bapcor Board. As a consequence, the following appointments have been made to Bapcor's Board Committees:

- Mark Powell was appointed as Chair of the Audit and Risk Committee.
- Kate Spargo and Jacqueline Korhonen were also appointed as members of the Audit and Risk Committee.
- Jacqueline Korhonen was appointed as a member of the Nomination Committee.

These resignations present an opportunity to accelerate the refresh of the Bapcor Board that was already underway, and a recruitment process is well progressed.

Changes to the FY26 executive remuneration framework

In our commitment to enhance the effectiveness of the executive remuneration framework, we will be making refinements to the STI plan to better align performance incentives with our strategic goals. These refinements include the introduction of financial and values-based gateways, slightly revised weightings on earning potential and performance scales, and the revision of non-financial measures to include customer and strategic projects.

Bapcor remains committed to stabilising its fundamentals, simplifying the way we operate and focusing the company on sustainable growth.

The Board continues to ensure there is a robust and thorough process for determining remuneration outcomes and welcomes shareholder feedback on this report.

Thank you for your ongoing support.

Sincerely

Kate Spargo

Chair of the Remuneration and Environmental, Social & Governance Committee

29 August 2025
Melbourne

Questions and answers

The following is intended to assist readers to better understand key aspects of Bapcor's FY25 remuneration approach and changes for FY26.

QUESTION	ANSWER
FY25	
Why does the EC & CEO not participate in the STI plan?	The Board determined that the EC & CEO would not participate in the STI plan to ensure a clear focus on long-term value creation. This approach reflects several considerations: • Long-term alignment: Reinforces Bapcor's strategic agenda and supports sustainable shareholder outcomes. • Dual role structure: The role combines Board leadership and executive responsibility, warranting increased emphasis on long term value creation.
What were the termination arrangements for Mr Saoud?	The former CFO resigned from the company on 18 February 2025. A new CFO was appointed during the transition, and Mr Saoud ceased employment on 1 July 2025. Mr Saoud received contractual entitlements along with a payment of $260,000 in settlement of his reduced notice period (4 months paid vs. contractual liability of 12 months) upon the cessation of employment.
Why did the three Bapcor Non-Executive Directors step down in July 2025?	On 24 July 2025, Bapcor communicated the resignation of Brad Soller, Mark Bernhard and James Todd as part of a broader market update. The reasons for their resignations remain private to them. These resignations present an opportunity to accelerate the refresh of the Bapcor Board, and a recruitment process is well progressed.
What changes were made to the Executive remuneration framework in FY25?	Changes to the remuneration framework for FY25 are as follows: > STI: • Replacement of ROIC with a Group Revenue measure to emphasise top-line growth and provide clearer, more immediate performance indicators in current market conditions. This change enhances executive motivation and engagement by focusing on short-term targets they can directly influence, while also meeting investor expectations. ROIC remains as a measure in the LTI plan, being a more suitable measure for long-term value creation. • Deferred STI is only delivered in the form of equity, with cash payment no longer an option, even if minimum shareholding requirements have been met. This strengthens alignment with shareholder value, increases executive equity ownership, and promotes long-term commitment to Bapcor's performance and strategic goals. > LTI 2025-2027: As disclosed in the 2024 Notice of Meeting: • rTSR peer group will consist of ASX200 less Financials and Mining. The removal of Financials and Mining was to establish a more relevant measure and meaningful benchmark. • ROIC hurdle set to ensure a realistic stretch target for executives. • Simplification and standardisation of language used in LTI plans. • Straight-line vesting applied to both rTSR and ROIC to simplify the vesting schedule and align to market.

An outline of the LTI Plan, including targets, is summarised in the table below:

MEASURE	MEASURED BY	PERFORMANCE	RATIONALE
ROIC (50% of total rights)	FY27 pro-forma earnings before interest (after tax) divided by FY27 Average Invested Capital. Average Invested Capital is calculated as the average of: (i) Bapcor's FY27 opening net equity plus net debt; and (ii) Bapcor's FY27 closing net equity plus net debt.	Threshold 10.2% Maximum ≥ 12.2% Straight line pro rata vesting between.	ROIC level set to ensure stretch performance, while also being realistically attainable.
rTSR (50% of total rights)	ASX200 less Financials and Mining	Threshold 50th percentile Maximum ≥ 87.5th percentile 50% vests at threshold, straight line pro rata vesting between.	Attaining the 87.5th percentile presents a substantial stretch for executives.

What are the remuneration arrangements for Kim Kerr?

Ms Kerr's remuneration comprises:

- Total Fixed Remuneration (including superannuation) of $800,000.
- Short-term incentive opportunity up to a maximum of 75% of Fixed Remuneration, subject to agreed financial and non-financial performance conditions. Half of any STI award will be deferred in equity for one year.
- Long-term incentive opportunity up to 75% of Fixed Remuneration subject to agreed performance and service conditions.

FY26

Are further changes to the remuneration approach being made?

In FY26, further enhancements to Bapcor's remuneration approach will include:

> STI:

- **Introduction of two gateways:**
  - A *financial gateway* requiring achievement of at least 90% of the Group pro-forma NPAT target to unlock the STI funding pool
  - A *values-based gateway* requiring individuals to demonstrate behaviours aligned with Bapcor's values.
- **Revised weighting and earning potential:**
  - Financial measures: 65% weighting, with payout potential of up to 150% of target
  - Non-financial measures: 35% weighting, also allowing for up to 150% of target (noting commentary re customer measure below)
- **Updated performance scales:**
  - Financial measures: 90% of target, triggering a 50% payout, scaling up to 150% payout at 120% performance outcome to target.
  - Non-financial measures: Assessed on a four-point scale; Not achieved (0%), Partially achieved (50%), Achieved (100%), Exceeded (150%).
- **Changes to Non-financial measures:**
  - Non-financial measures in FY26 will comprise; customer (10%), culture (10%) and strategic projects (15%).

> LTI:

1) No change to structure or metrics
2) Adopt the 10-day VWAP of Bapcor shares traded on the ASX in the ten trading days immediately following the release of Bapcor's Annual Results to calculate the number of Performance Rights to be issued under the Offer.

Remuneration report 2025

In this section

The information provided in this Remuneration Report, which forms part of the Directors' Report, has been audited as required by section 308(3C) of the *Corporations Act 2001*.

1. Key Management Personnel (KMP)

This Report outlines Bapcor's remuneration approach and outcomes for KMP, who had the authority and responsibility for planning, directing and controlling the activities of the Company during FY25.

Name	Position
Non-Executive Directors	
Mark Powell	Non-Executive Director
James Todd	Non-Executive Director (resigned 23 July 2025)
Mark Bernhard	Non-Executive Director (resigned 23 July 2025)
Brad Soller	Non-Executive Director (resigned 23 July 2025)
Kathryn Spargo	Non-Executive Director
Jacqueline Korhonen	Non-Executive Director (from 1 February 2025)
Former Non-Executive Director	
Margaret Haseltine	Non-Executive Chair (until 21 August 2024), Board member (until 16 October 2024)
Executive Director	
Angus McKay	Executive Chair and Chief Executive Officer (from 22 August 2024)
Former Executive Director	
Mark Bernhard	Interim Chief Executive Officer and Managing Director (until 22 August 2024)
Executive KMP	
Kim Kerr	Chief Financial Officer (from 12 May 2025)
Former Executive KMP	
George Saoud	Chief Financial Officer (until 11 May 2025)

2. Remuneration and Environment, Social & Governance Committee (RESGC)

The RESGC operates under delegated authority from the Board of Directors. Its charter is available on the Bapcor website (www.bapcor.com.au). While this report focuses on remuneration, the Committee also oversees the Company's ESG responsibilities.

The RESGC comprised the following Non-Executive Directors:

Kathryn Spargo	Committee Chair
Mark Powell	Committee Member
James Todd	Committee Member (resigned 23 July 2025)
Jacqueline Korhonen	Committee Member (from 24 February 2025)

The Committee is authorised by the Board to obtain external professional advice, and to secure the attendance of advisers with relevant experience and expertise if it considers this necessary.

3. Remuneration governance

The following diagram outlines Bapcor's approach to remuneration governance.

BAPCOR BOARD

› Overall accountability for Bapcor's remuneration approach.

› Determines remuneration quantum and structure for executive and non-executive KMP after considering recommendations made by the RESGC.

› Discretion in determining the outcomes of incentive arrangements.

› Has discretion to exercise clawback provisions should any material financial misstatements arise.

REMUNERATION, ENVIRONMENT, SOCIAL & GOVERNANCE COMMITTEE

Meets regularly to:

› Review the effectiveness of the remuneration arrangements.

› Assess whether the remuneration framework remains fit for purpose and recommend any changes to the Board.

› Determine recommendations to the Board on fixed remuneration, STI outcomes and LTI outcomes.

› Consider exercising any discretion, both positive and negative, in determining the outcomes of incentive arrangements.

› Assess executive KMP performance.

EXTERNAL ADVISORS

› RESGC seeks external advice and assistance from independent remuneration consultants as it considers appropriate with protocols in place to ensure independence from Management.

› In FY25, there were no consultants engaged to provide market benchmarking reports.

Each year, the Board actively engages with major shareholders and proxy advisors to enhance understanding of Bapcor's remuneration approach and decisions.

4. Executive remuneration framework

4.1 Executive remuneration strategy and link to company performance

Bapcor's FY25 executive remuneration framework applies to both KMP and non-KMP members of the Group Leadership Team.

Purpose: Be there for what matters most

Strategic priorities:

Simplify the business	Enhance customer focus	Store fitness	Optimise the supply chain	Digitise the business	Group alignment

Supported by our remuneration principles:

Market competitive
Attract, motivate and retain high calibre talent within a competitive industry

Alignment
Remuneration outcomes align with company performance and shareholder value creation

Fairness
Appropriate and reasonable outcomes balanced in the best interests of shareholders and Management

Consistency
Maintaining clarity and consistency of application of outcomes

Alignment of our strategy with our remuneration framework:

Fixed Remuneration (FR)

Comprises base salary, superannuation, and car allowance.

Set relative to external benchmarks with consideration given to expertise, scope of role, complexity, internal relativities and market changes.

Acknowledges demonstrated individual performance and daily operational contributions.

Structured to attract, motivate and retain high calibre talent to shape and execute company strategy.

Short-Term Incentive (STI)

Annual incentive opportunity:

- KMP: 50% cash and 50% deferred rights, restricted for 12 months. Group performance measured against an STI scorecard consisting of:
- Financial Measures (70%)
- Non-financial measures (30%)

Aligned with annual company priorities and long-term strategy execution.

Equity-based deferral provides alignment between executives and shareholders.

Long-Term Incentive (LTI)

Delivered in Performance rights subject to a three-year vesting period.

Group performance assessed against measures which drive sustainable performance outcomes. Current plans:

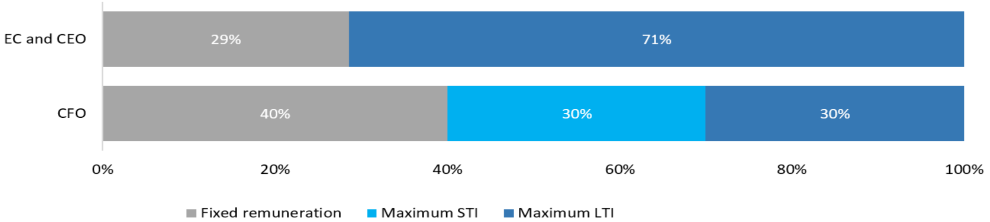
- FY23: 1 Jul 2022 to 30 Jun 2025 - rTSR (50%), ROIC (50%)
- FY24: 1 Jul 2023 to 30 Jun 2026 -rTSR (50%), ROIC (50%)
- FY25: 1 Jul 2024 to 30 Jun 2027 -rTSR (50%), ROIC (50%)

The three-year vesting period aligns Executives' interests with long-term company performance and shareholder interests, while enhancing retention.

4.2 Remuneration Mix

The FY25 Executive KMP remuneration mix at maximum opportunity is illustrated below.

FY25 Executive KMP potential maximum pay mix



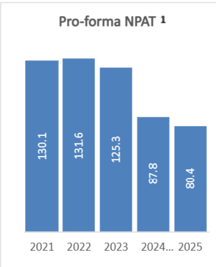
5. Financial performance and link to remuneration

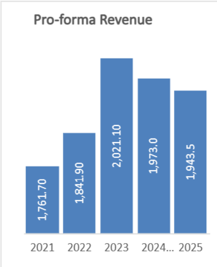
The Board maintains committed to aligning executive remuneration outcomes with performance. This section outlines Bapcor's financial performance over the past five years and its connection with remuneration outcomes.

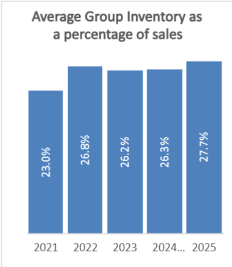
5.1 Company Five-year Financial Performance

Over the past 5 years, Bapcor's Trade segment has continued to grow revenue and EBITDA. However, overall statutory and pro-forma NPAT has declined. This reflects the more challenging macroeconomic environment and increased competition in the New Zealand and Retail markets. In FY25, significant progress was made to address Bapcor's operational complexity, to stabilise its business foundations, and to reset its cost base, however it caused significant disruption to the results of the Specialist Wholesale segment and required significant investment in IT infrastructure and systems. The decline in Group profitability over the 5 year period has also driven the decline in ROIC over the same period. However, changes and investments made in FY25 are necessary to drive simplification, create more customer-focused operations and strengthen the company's core business for future growth.

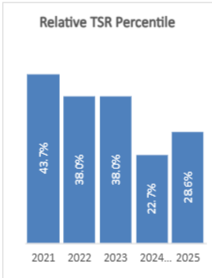
Short-Term Performance Measures

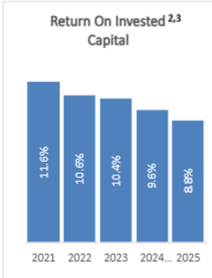






Long-Term Performance Measures





Further details of the Company's financial performance are provided in the table below.

	2021	2022	2023	2024 Restated	2025
Statutory NPAT $m[1]	118.8	125.8	106.4	(165.4)	28.1
Increase/(decrease) in statutory NPAT	50.0%	5.9%	(15.4%)	(255.5%)	117.0%
Statutory EPS (cents)[3]	34.99	37.05	31.36	(48.7)	8.3
Increase/(decrease) in statutory EPS[3]	29.8%	5.9%	(15.4%)	(255.4%)	117.0%
Dividend declared (cents per share)	20.0	21.5	22.0	15.0	13.5
Increase/(decrease) in dividend declared	14.3%	7.5%	2.3%	(31.8%)	(10.0%)
Share price at 30 June ($ per share)	8.50	6.08	5.94	5.14	5.00
Market capitalisation at 30 June ($m)	2,885	2,064	2,016	1,744	1,697

1 NPAT attributable to members of Bapcor Limited (please refer to bar graph above)
2 ROIC has been calculated as Proforma EBIT after Tax on Net Debt + Equity (please refer to bar graph above)
3 Where appropriate, EPS has been adjusted to take into consideration the impact of rights issues performed and the impact on the number of shares as per AASB 133 Earnings Per Share

5.2 Five-year Remuneration outcomes

Executive KMP remuneration is closely aligned with key short-term and long-term performance outcomes. The table below outlines remuneration outcomes for Executive KMP over the past five years.

REMUNERATION OUTCOMES	FY21	FY22	FY23	FY24	FY25
STI outcome (average % of maximum)	89%	48%	23%	0%	0%
LTI vesting outcome (% of maximum)	0%	0%	0%	0%	0%

5.3 Fixed Remuneration

Fixed Remuneration comprises base salary, superannuation, and non-cash benefits that may include a motor vehicle allowance. It is reviewed annually and set competitively to attract and retain high calibre talent. Consideration is given to expertise, scope and complexity of the role, performance, internal relativities, and market changes.

An independent market benchmarking exercise was conducted in FY25. Market benchmarks are typically set with reference to relevant comparator groups, as determined by the RESGC each year.
The table below outlines the Fixed Remuneration entitlements for Executive KMP in FY24 and FY25.

EXECUTIVE KMP	POSITION	FY24	FY25	% CHANGE
A McKay[1]	Executive Chair and Chief Executive Officer	N/A	$1,900,000	N/A
K Kerr[2]	Chief Financial Officer	N/A	$800,000	N/A
FORMER EXECUTIVE KMP				
M Bernhard[3]	Interim Managing Director and Chief Executive Officer	$900,000	$900,000	N/A
G Saoud	Chief Financial Officer	N/A	$780,000	N/A

1 A McKay commenced on 22 August 2024.
2 K Kerr commenced on 12 May 2025.
3 M Bernhard's appointment as Interim Managing Director and Chief Executive Officer ended on 22 August 2024.

5.4 FY25 Short-Term Incentive (STI) Plan

The STI is an annual incentive plan designed to motivate and reward Executive KMP for the achievement of pre-determined financial and non-financial measures, as set by the Board. These performance-based outcomes provide an appropriate link between Executive KMP remuneration and the creation of shareholder wealth.

Delivery of award	Following the performance assessment, the STI award will be delivered as 50% cash and the remaining 50% as deferred equity for a period of 12 months. If a participant resigns or leaves the Company before the receipt of any deferred STI, they will remain entitled to the deferred component which will be released per the applicable STI plan terms, unless it is subject to the Company's "clawback" policy (please refer to 'Clawback' section for further details). No dividends are attached to any deferred equity until the twelve-month period has concluded. In recognition that the award has already been earned, a dividend equivalent will be paid to participants.
STI opportunity	The STI opportunity is set in accordance with the scope, complexity and accountability within each role. Market benchmarks are also taken into consideration. The table below outlines the Executive KMP STI opportunity (as applicable) at Target and Maximum: ROLE / TARGET STI OPPORTUNITY / MAXIMUM STI OPPORTUNITY CFO / 50% of Fixed Remuneration / 75% of Fixed Remuneration *The EC & CEO's remuneration package does not include participation in the STI plan.* In the STI plan, Executive KMP must reach 115% of the target performance level to attain the maximum earning potential, incentivising and encouraging outperformance.
Performance measures and weightings	STI outcomes are determined by the Board at the end of each financial year, based on the achievement of pre-determined financial and non-financial metrics, through a balanced scorecard. The performance measures are aligned with Group and

	Segment targets as well as key strategic priorities for the twelve-month period, complementing the achievement of the Group's long-term strategy. **CATEGORY** / **PERFORMANCE MEASURE** / **WEIGHTING** Financial: Group pro-forma NPAT 40%; Group pro-forma Revenue 15%; Average Group Inventory to pro-forma Sales 15% Non-Financial: ESG 15%; Culture 15% **STI Values Modifier: 80%-100% of overall STI earned** An STI Values Modifier emphasises Bapcor's values by ensuring focus on both 'what' is achieved and 'how' it is achieved, promoting a positive company culture. This modifier can reduce, but not increase, the STI earned if cultural and values expectations are not met.
Calculation of the STI award	The STI award is calculated as follows: Fixed remuneration $ x STI Opportunity % x Performance Outcome % x Behaviours Modifier % = **STI award $**
Determination of the STI award	The STI award is determined after the end of the financial year following a review of performance against the STI performance measures.
Cessation of employment	If an Executive KMP ceases employment with Bapcor prior to the STI payment being paid, the Executive KMP will forfeit any awards that were to be received for the performance period, unless the Board determines otherwise. Should an Executive KMP be dismissed for serious misconduct post the STI payment date, any deferred amount will be forfeited in accordance with the clawback policy.
Change of control	If a 'Change of Control' occurs or the Company sells the whole or a substantial part of Bapcor Limited, the Board may in its discretion determine whether and in what amount to pay any STI awards.
Clawback	The Board retains the discretion to adjust, forfeit or recover a payment or issue if, in their opinion, the participant; › Acts fraudulently, or dishonestly. › Wilfully breaches their duties to the Group; or › Is responsible for material financial misstatements, major negligence, significant legal, regulatory and/or policy non-compliance, or a significant harmful act.

5.5 Short-term incentive – performance outcomes

The following tables show the actual STI performance outcomes for Executive KMP in FY25:

PERFORMANCE MEASURE	WEIGHTING	OBJECTIVE	SCORECARD PERFORMANCE	FY25 PERFORMANCE LEVEL OF ACHIEVMENT
Financial				
Group pro-forma NPAT	40.0%	Increase group pro-forma NPAT subject to market conditions	Did not meet threshold due to significant disruption from consolidation activities in the Specialist Wholesale segment, increased competition across NZ and Retail, and investment in IT infrastructure and systems.	Not achieved

Group pro-forma Revenue	15.0%	Focus on top-line performance and growth	Did not meet threshold due to significant disruption from consolidation activities in Specialist Wholesale segment, and increased competition across NZ and Retail.	Not achieved
Average Group Inventory as a % of Sales	15.0%	Improve performance by increasing inventory turns	Did not meet threshold due to increased inventory holdings during consolidation and centralisation of warehousing activities	Not achieved
Non-financial				
Environmental, Social and Governance (ESG)	15.0%	Progress strategy as articulated in 2024 Annual Report.	Strategy developed; '*Turn it off*' program in planning; investigation into Bapcor sites with solar commenced. New waste agreement signed with Australian broker. Closer monitoring and increasing the amount of actual weights vs estimated. Soft plastics stream at three large DCs. Close collaboration with procurement team. Increased 1:1 engagement with suppliers through ESG team.	Achieved
Culture	15.0%	FY25 Gender Diversity targets Reduction in TRIFR from 30 June 24 baseline	Continued efforts to increase gender diversity. While we are still behind on our targets in an industry that remains male dominated, progress was made however targets were not achieved. Strengthened health and safety incident classification to align with industry standards.	Partially achieved

Executive KMP were ineligible to participate in the FY25 STI program. In consideration of overall company performance, the Board exercised its discretion to determine that no STI payments would be made to executives.

FY25 Executive KMP STI outcomes

The following table outlines the Executive KMP FY25 STI outcomes. As per the FY25 STI plan, 50% of the awarded STI is allocated in Equity, with vesting deferred for an additional 12 months from the date of grant.

EXECUTIVE KMP[1]	MAXIMUM STI AS A % OF FAR	ACTUAL STI AS A % OF MAXIMUM	STI FORFEITED AS A % OF MAXIMUM	ACTUAL STI AWARDED $	DEFERRED STI (50% ACTUAL STI)
Current					
Kim Kerr[2]	N/A	N/A	N/A	N/A	N/A
Former					
George Saoud[3]	N/A	N/A	N/A	N/A	N/A

1 No STI opportunity is applicable within the EC & CEO's remuneration package.
2 Kim Kerr commenced post the plan's eligibility date of 1 April 2025.
3 In accordance with plan rules, George Saoud was not eligible to receive an STI payment as he was not employed at the time of payment. Furthermore, no STI payments were awarded to Executives for the year.

FY24 Deferred STI outcome

There were no Executive KMP eligible for STI payments in FY24; accordingly, no deferred shares were awarded.

5.6 FY25 Long-Term Incentive (LTI) plan

The LTI plan rewards Executive KMP for generating sustainable long-term value over a three-year performance period. The plan serves to attract and retain key executives while aligning their interests with shareholders by promoting long-term growth and value creation.

The key features of the FY25 LTI plan under which grants were made to Former Executive KMP are as follows:

Participants under the plan	Executives who were employed at the commencement of the financial year were invited to participate.
LTI opportunity	The LTI opportunity is set in reflection of scope, accountabilities and impact that a role would make over a three-year performance period. Market benchmarks are also taken into consideration when determining the opportunity. The maximum face value of LTI opportunity that can be granted, expressed as a percentage of Fixed Remuneration is: ROLE — MAXIMUM (CAP) EC & CEO — 250% of Fixed Remuneration CFO — 75% of Fixed Remuneration
Instrument	Performance rights will vest upon the Board's satisfaction of the performance conditions being met, and do not carry any voting rights or dividend entitlements.
Allocation of performance rights	The number of performance rights issued to each executive is determined by dividing the participants maximum LTI value by the face value basis using a 10-day volume weighted average price (VWAP) of Bapcor shares prior to 30 June 2024.
Performance period	The performance period is three years.
Performance measures	The performance measures and their relative weightings are given below: PERFORMANCE MEASURE — WEIGHTING % Relative Total Shareholder Return (rTSR) — 50% Return On Invested Capital (ROIC) — 50% rTSR will be tested by comparing the Company's TSR performance over the performance period relative to the TSR of the constituents of the ASX 200 Index less Financials and Mining as at 30 June 2024. The test will be conducted by an independent, external provider. rTSR incorporates both share appreciation and dividends. For Bapcor and the ASX 200 Index constituents less Financials and Mining as at 30 June 2024, the Share price at the start and end of the performance period will be determined as the 10-day VWAP of the Company's Shares preceding the start and end of the performance period. Dividends will be assumed to have been reinvested on the ex-dividend date. Return on Invested Capital focuses on capital efficiency and returns, which complements Bapcor's other existing remuneration key performance indicators, including those that continue to be focused on growth and expansion. The ROIC percentage hurdle for the FY25 Performance Rights will be calculated as FY27 pro-forma earnings before interest (after tax) divided by the FY27 Average Invested Capital. The FY27 Average Invested Capital is calculated as the average of: (i) Bapcor's FY27 opening net equity plus net debt; and (ii) Bapcor's FY27 closing net equity plus net debt.

Vesting Scales	MEASURE	PERFORMANCE LEVEL	VESTING%
	rTSR	Below the 50th percentile	Nil
		At the 50th percentile	50% of TSR tranche
		Above 50th to 87.5th percentile	Straight line pro-rata vesting
		At or above the 87.5th percentile	100% of TSR tranche
	ROIC	Below 10.2%	Nil
		Between 10.2% and 12.2%	Straight line pro-rata vesting
		At and above max of 12.2%	100% of ROIC tranche

Amendments	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary the terms and conditions of the LTI. This includes varying the number of Performance Rights or the number of shares to which a participant is entitled upon a reorganisation of the capital of Bapcor.
Other terms	Shares acquired on the conversion of vested Performance Rights cannot be sold for a period of twelve months from the date the rights satisfied the performance hurdles. Performance rights cannot be transferred, encumbered, or hedged.
Cessation of employment	The LTI performance rights are subject to the participant being employed (or contracted) for the full performance period of 3 years. If the participant is a "good leaver", the prorate number of months completed may vest if the performance hurdles are achieved. If the participant is not a "good leaver", any unvested rights will automatically lapse on the date of the cessation of employment, subject to any determination otherwise by the Board in its sole and absolute discretion.
Clawback	Where, in the opinion of the Board, the participant: › acts fraudulently, or dishonestly; › wilfully breaches their duties to the Group; or › is responsible for material financial misstatements, major negligence, significant legal, regulatory and/or policy non-compliance, or a significant harmful act. The Board may, at its sole and absolute discretion, deem some or all of the unvested, or vested but unconverted, performance rights granted to that participant to be forfeited and to have lapsed. Under specific circumstances any vested equity can be clawed back from the participant.

5.7 FY23 Long-term incentive plan outcomes

During FY25, the performance outcomes for the FY23-25 LTI plan were independently tested by third parties and resulted as follows:

MEASURE	WEIGHTING	THRESHOLD TARGET	PERFORMANCE OUTCOME	VESTING OUTCOME
rTSR	50%	50th percentile ranking	28.6 percentile ranking relative to TSR peer group.	0.0%
ROIC	50%	11.5%	8.8%	0.0%

As a result of not meeting threshold targets, no vesting has occurred for the FY23 LTI plan.

6. Executive KMP realised remuneration (non-statutory)

The following table provides a summary of remuneration received by Executive KMP during FY25. This information provides further transparency to give shareholders a clearer understanding of Executive KMP remuneration and is supplementary to the Statutory details of remuneration given in the subsequent section of this report.

						PREVIOUS YEAR AWARDS THAT VESTED DURING FY25			
EXECUTIVE KMP	YEAR	FIXED REMUN-ERATION[1] $	TERMI-NATION PAYMENTS $	CASH STI[2] $	OTHER $	PRIOR YEAR DEFERRED STI $	VESTED AND UNRE-STRICTED LTI[3] $	NON-MONETARY $	TOTAL RECEIVED $
A McKay[4]	FY25	1,638,702	-	-	-	-	-	-	1,638,702
	FY24	N/A	-	N/A	N/A	N/A	N/A	N/A	N/A
K Kerr[5]	FY25	115,454	-	-	-	-	-	-	115,454
	FY24	N/A		N/A	N/A	N/A	N/A	N/A	N/A
Former KMP									
M Bernhard[6]	FY25	150,422	-	-	117,000	-	-	-	267,422
	FY24	374,203	-	-		-	-	-	374,203
G Saoud[7]	FY25	715,014	-	-	-	-	-	42,498	757,512
	FY24	N/A	-	N/A		N/A	N/A	N/A	N/A
N Meehan[8]	FY25	N/A	-	N/A		N/A	N/A	N/A	N/A
	FY24	1,250,000		125,071		97,608	-	-	1,472,679
S Camphausen[9]	FY25	N/A	-	N/A		N/A	N/A	N/A	N/A
	FY24	596,563	-	81,550		63,645	-	63,977	805,735
Total	**FY25**	**2,619,592**		**-**	**117,000**	**-**	**-**	**42,498**	**2,779,090**
	FY24	**2,220,766**	**-**	**206,621**	**-**	**161,253**	**-**	**63,977**	**2,652,617**

1 Fixed remuneration is the aggregate of cash salary, superannuation, and fringe benefits.
2 Cash STI is the amount accrued in the year ended 30 June 2025 and paid in September 2025.
3 Vested and unrestricted LTI is the value of the vested LTI on the day it is no longer under restriction from sale.
4 A McKay was appointed as EC & CEO on 22 August 2024 with a Fixed Remuneration of $1,900,000.
5 K Kerr was appointed as Chief Financial Officer on 12 May 2025 with a Fixed Remuneration of $800,000.
6 M Bernhard concluded his role as interim Managing Director & CEO on 22 August 2024 and resumed his position as Non-Executive Director. Upon completion of his executive tenure, he received a one-off ex gratia payment of $117,000.
7 G Saoud ceased to be a KMP on 12 May 2025. In accordance with his employment agreement, he received fully paid travel and accommodation for commuting from Sydney to Melbourne during his employment. During the transition period ending 1 July 2025, he remained employed and received contractual entitlements, including a $260,000 payment on 1 July 2025, in lieu of notice (4 months paid versus 12 months contractual entitlement) and 30,403 sign-on rights. The reported fixed remuneration figures reflect an overpayment of superannuation contributions totalling $41,949.30 for the period 1 July 2024 to 30 April 2025.
8 N Meehan ceased to be a KMP on 4 February 2024. He remained in a strategic support capacity for the Board and incoming CEO for the period 5 February 2024 to 5 February 2025. The fixed remuneration figure given represents Mr Meehan's earnings up to his time as a KMP and up to 30 June 2024. All statutory accrued leave entitlements were paid upon his termination date of 5 February 2025.
9 S Camphausen ceased employment on 14 April 2024. In accordance with his employment agreement, he received fully paid travel and accommodation for commuting from Sydney to Melbourne during his employment.

7. Statutory details of remuneration

The statutory remuneration disclosures for the year ended 30 June 2025 are detailed below under the following headings and are prepared in accordance with Australian Accounting Standards (AASBs).

7.1 Remuneration of Non-Executive Directors and KMP

		SHORT-TERM BENEFITS			POST-EMPLOYMENT BENEFITS	LONG TERM BENEFITS	SHARE BASED PAYMENTS	OTHER		PERCENTAGE OF REMUNERATION FIXED AND AT RISK		
NAME	YEAR	CASH SALARY AND FEES[1] $	CASH STI $	NON-MONETARY $	SUPER-ANNUATION $	ANNUAL & LONG SERVICE LEAVE $	EQUITY SETTLED $	OTHER PAYMENTS $	TOTAL $	FIXED %	AT RISK – STI %	AT RISK – LTI %
Non-Executive Directors												
M Haseltine[2]	FY25	77,844			12,295				90,139	100%		
	FY24	307,601	–	–	27,399	–	–	–	335,000	100%	–	–
J Todd	FY25	156,157			15,892				172,049	100%	–	–
	FY24	153,153	–	–	16,847	–	–	–	170,000	100%	–	–
M Powell	FY25	178,405			18,116				196,521	100%	–	–
	FY24	150,901	–	–	16,599	–	–	–	167,500	100%	–	–
M Bernhard[3]	FY25	116,218			14,527				130,745	100%	–	–
	FY24	90,517	–	–	9,957	–	–	–	100,474	100%	–	–
B Soller	FY25	156,036			15,896				171,932	100%	–	–
	FY24	153,153	–	–	16,847	–	–	–	170,000	100%	–	–
K Spargo	FY25	155,082			15,799				170,881	100%	–	–
	FY24	147,419	–	–	16,216	–	–	–	163,635	100%	–	–
J Korhonen[4]	FY25	57,081			6,564				63,645	100%	–	–
	FY24	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Former Director												
R Dee Bradbury[5]	FY25	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	FY24	46,546	–	–	5,120	–	–	–	51,666	100%	–	–
Executive Director												
A McKay[6]	FY25	1,608,769	–	–	29,933	89,452	951,159		2,679,313	63%	–	37%
	FY24	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
KMP												
K Kerr[7]	FY25	107,928	–	–	7,483	8,250	–	–	123,661	100%	–	–
	FY24	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Former KMP												
M Bernhard[3]	FY25	145,434	–	–	5,999	3,759	–	115,990	271,181	100%	–	–
	FY24	356,660	–	–	17,543	33,870	–	–	408,073	100%	–	–
G Saoud[8]	FY25	647,236	–	42,498	67,778	24,870	126,205	–	908,587	85%	–	15%
	FY24	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
N Meehan[9]	FY25	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	FY24	1,949,892	3,494	–	47,354	71,941	517,038	–	2,589,719	80%	0%	20%
S Camphausen[10]	FY25	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	FY24	571,447	–	63,977	25,116	(8,297)	(196,067)	–	456,176	143%	0%	(43%)
Total	**FY25**	**3,406,190**	**–**	**42,498**	**210,282**	**126,331**	**1,077,364**	**115,990**	**4,978,654**			
	FY24	**3,927,289**	**3,494**	**63,977**	**198,998**	**97,514**	**320,971**	**–**	**4,612,243**			

1 Cash salary and fees excludes accrued annual leave.

2 M Haseltine stepped down as Non-Executive Chair on 22 August 2024 and ceased as a Board member on 16 October 2024.

3 M Bernhard concluded his role as Interim Managing Director & CEO on 22 August 2024 and resumed his position as Non-Executive Director. Upon completion of his executive tenure, he received a one-off ex gratia payment of $117,000.

4 J Korhonen commenced as a Non-Executive Director on 1 February 2025.

5 R Dee Bradbury commenced on 1 September 2023 and retired on 31 December 2023.

6 A McKay commenced as EC & CEO on 22 August 2024.

7 K Kerr commenced as Chief Financial Officer on 12 May 2025.

8 G Saoud ceased to be a KMP on 12 May 2025 in accordance with his employment agreement, he received fully paid travel and accommodation for commuting from Sydney to Melbourne during his employment. During a transition period ending 1 July 2025, he remained employed and received contractual entitlements, including a $260,000 payment on 1 July 2025 in lieu of notice (4 months paid versus 12 months contractual entitlement) and 30,403 sign-on rights in accordance with his employment agreement. The reported superannuation reflects an overpayment of contributions totalling $41,949.30 for the period 1 July 2024 to 30 April 2025.

9 N Meehan ceased to be a KMP on 4 February 2024. He remained in a strategic support capacity for the Board and incoming CEO for the period 5 February 2024 to 5 February 2025. The fixed remuneration figure given represents Mr Meehan's earnings up to his time as a KMP and up to 30 June 2024. All statutory accrued leave entitlements were paid upon his termination date of 5 February 2025.

10 S Camphausen ceased to be KMP on 14 April 2024, thus his performance rights were forfeited. During his employment, he received fully paid travel and accommodation for commute from Sydney to Melbourne as an employment condition.

7.2 Terms of executive KMP service agreements

Remuneration and other terms of employment for Executive KMP are formalised in service agreements. Details of these agreement are as follows.

Current Executive KMP

Contract term	EC & CEO	CFO
Type of contract	Permanent ongoing employment	Permanent ongoing employment
Notice period	12 months Immediate termination of employment for serious misconduct. Individual will be entitled to payment of TFR up to the date of their termination and their statutory entitlements.	6 months Immediate termination of employment for serious misconduct. Individual will be entitled to payment of TFR up to the date of their termination and their statutory entitlements.
How unvested equity is treated on leaving Bapcor	Upon resignation or termination all unvested deferred equity is forfeited – unless the Board determines otherwise. If exit is due to redundancy or classified as a 'good leaver', unless the Board determines otherwise, then: • Any vested or pro-rata LTIP payments, as determined by the Board, may be payable upon termination. Pro-rata payments will reflect the portion of the financial year worked and remain subject to applicable LTIP vesting conditions at the time of assessment. • Any unvested Sign-on Rights will vest and entitlement to receive the benefit in cash – calculated by multiplying the number of Sign-on Rights by the volume weighted average price over the 30 ASX trading days ending on and including the Change of Control.	Upon resignation or termination all unvested deferred equity is forfeited – unless the Board determines otherwise. If exit is due to redundancy or classified as a 'good leaver', unless the Board determines otherwise, then: • Any vested or pro-rata LTIP payments, as determined by the Board, may be payable upon termination. Pro-rata payments will reflect the portion of the financial year worked and remain subject to applicable LTIP vesting conditions at the time of assessment.
Change of control	If a Change of Control results in Bapcor delisting from the ASX: • Sign-on Rights: Unvested Sign-on Rights will fully vest, with the cash value (based on the 30-day VWAP up to and including the Change of Control) paid within 7 days. • LTI Awards: If a Change of Control occurs in FY25, a minimum of 150% of Total Remuneration Package (as at the Operative Date) will vest. If in FY26, the FY26 LTIP will vest on a pro-rata basis based on the elapsed performance period. A portion of the FY25 LTIP will also vest, ensuring that the total vesting across FY25 and FY26 equals at least the FY25 vesting amount described above.	Not applicable.

Former Executive KMP

Contract term	Interim CEO	CFO
Type of contract	Fixed-term contract	Permanent ongoing employment
Notice period	6 months. Immediate termination of employment for serious misconduct. Individual will be entitled to payment of TFR up to the date of their termination and their statutory entitlements.	6 months Immediate termination of employment for serious misconduct. Individual will be entitled to payment of TFR up to the date of their termination and their statutory entitlements.
How unvested equity is treated on leaving Bapcor	Not applicable.	Upon resignation or termination all unvested deferred equity is forfeited – unless the Board determines otherwise. If exit is due to redundancy or classified as a 'good leaver', unless the Board determines otherwise, then: • Any vested or pro-rata LTIP payments, as determined by the Board, may be payable upon termination. Pro-rata payments will reflect the portion of the financial year worked and remain subject to applicable LTIP vesting conditions at the time of assessment. • Any unvested Sign-on Rights will vest and entitlement to receive the benefit in cash – calculated by multiplying the number of Sign-on Rights by the volume weighted average price over the 30 ASX trading days ending on and including the Change of Control.
Change of control	Not applicable.	Not applicable.

7.3 NED remuneration

NED fees reflect the responsibilities and demands of the role and are reviewed annually by the RESGC. The Committee aims to set fees at a level that attracts and retains high-calibre directors with diverse experience, skills, and qualifications to enable effective oversight of management and the company. The RESGC may engage independent remuneration consultants to ensure fees remain competitive and market aligned. Refer to section five for details on consultancy advice received in FY25.
The maximum aggregate fee pool of $1,500,000 was approved by shareholders at the AGM on 20 October 2020.
The following fee policy for the Board and Committees took effect from 1 July 2024

NED TYPE[1]	PERIOD	BOARD $	RESGC $	ARC $	LID $
Chair	1 Jul – 21 Aug	335,000	30,000	30,000	-
	22 Aug – 30 June[2]	-	30,000	30,000	30,000
Member		140,000[3]	15,000	15,000	

1 All fee amounts are inclusive of compulsory superannuation obligations.
2 From 22 August 2024, Angus McKay commenced as EC & CEO. M Hasteline stepped down as Board Chair on 22 August 2024.
3 An initial inflationary adjustment of Board fees to $145,000 from 1 October 2024. Subsequently, the Board elected not to take the increase effective 1 November 2024.

Fees paid to NEDs in FY25 are set out in the table below. Fees are paid in cash, with no options or share rights granted. NEDs are not entitled to any payments upon retirement or resignation from the Board. Directors may be reimbursed for expenses properly incurred by the Director in connection with Bapcor's business, including travel and other related costs.

NED	FINANCIAL YEAR	BOARD FEES[6] $	COMMITTEE FEES $	SUPER-ANNUATION $	TOTAL $
M Haseltine[1]	2025	77,844	-	12,295	90,139
	2024	307,601	N/A	27,399	335,000
M. Powell[2]	2025	153,741	24,664	18,116	196,521
	2024	126,126	24,775	16,599	167,500
J. Todd	2025	129,251	26,906	15,892	172,049
	2024	126,126	27,027	16,847	170,000
M Bernhard[3]	2025	105,007	11,211	14,527	130,745
	2024	74,544	15,974	9,957	100,475
B Soller	2025	129,130	26,906	15,896	171,932
	2024	126,126	27,027	16,847	170,000
K Spargo[4]	2025	125,934	29,148	15,799	170,881
	2024	126,126	21,292	16,216	163,634
J Korhonen[5]	2025	52,412	4,669	6,564	63,645
	2024	N/A	N/A	N/A	N/A

1 M Haseltine stepped down as Chair on 22 August 2024 and remained a Board member until retiring on 16 October 2024.
2 M Powell was appointed Lead Independent Director on 22 August 2024 and joined the Audit & Risk Committee on 1 September 2024.
3 M Bernhard concluded his appointment as interim MD & CEO and resumed his role as a NED and ARC member on 1 September 2024.
4 K Spargo ceased being a member of the ARC on 1 September 2024.
5 J Korhonen commenced as a NED on 1 February 2025 and joined the RESGC on 24 February 2025.
6 An initial adjustment of Board fees to $145,000 from 1 October 2024. Subsequently, the Board elected not to take the increase effective 1 November 2024.

Shareholding guidelines for NEDs

The Board has a guideline that Non-Executive Directors acquire a holding of shares in the company so that within three years of appointment it reaches a minimum level of one times the base board fees. The current shareholding interests of the NEDs is set out in section 7.5.

7.4 Share-based compensation relating to KMP

The following table outlines the details of the LTI grants outstanding for each Executive KMP participant and other movements in performance rights in the year. As performance rights will not vest if the performance conditions are not satisfied, the minimum value of the performance right yet to vest is nil. The weighted average face value of shares is used to calculate the number of LTI performance rights granted.

KMP	Grant Date	Balance at start of year (number)	Granted during the year	Vest date	Exercise price	Value at grant date[1]	Quantity vested	Vested %	Quantity forfeited/ lapsed	Forfeited/ Lapsed %	Other changes	Quantity remaining (unvested)	Value expensed this year[2]	Maximum total value of grant yet to be expensed
McKay Angus	22/08/2024	-	72,018	22/08/2025	-	335,604	-	0.0%	-	0.0%	-	72,018	286,876	48,728
	22/08/2024	-	72,019	22/08/2026	-	326,246	-	0.0%	-	0.0%	-	72,019	139,437	186,809
	22/08/2024	-	72,019	22/08/2027	-	316,163	-	0.0%	-	0.0%	-	72,019	90,085	226,078
	16/10/2024	-	471,043	30/06/2027	-	2,049,037	-	0.0%	-	0.0%	-	471,043	92,030	1,957,007
	16/10/2024	-	471,043	30/06/2027	-	1,144,634	-	0.0%	-	0.0%	-	471,043	342,731	801,903
Saoud George	27/08/2024	-	30,403	01/07/2025	-	146,238	-	0.0%	-	0.0%	-	30,403	146,238	-
	27/08/2024	-	30,402	01/07/2026	-	141,977	-	0.0%	(30,402)	100.0%	-	-	-	-
	27/08/2024	-	30,402	01/07/2027	-	137,721	-	0.0%	(30,402)	100.0%	-	-	-	-
	16/10/2024	-	58,013	30/06/2027	-	252,354	-	0.0%	(58,013)	100.0%	-	-	-	-
	16/10/2024	-	58,013	30/06/2027	-	140,970	-	0.0%	(58,013)	100.0%	-	-	-	-
Total		**-**	**1,365,375**		**-**	**4,990,944**	**-**		**(176,829)**		**-**	**1,188,545**	**1,097,397**	**3,220,525**

1. Value at grant date has been determined as the fair value of performance rights at grant.
2. Value expensed this year is the current year expense calculated by allocating the fair value (determined at grant), of the performance rights, over the relevant vesting period as required by the Accounting Standards.

7.5 Equity instrument disclosures relating to KMP and NEDs

The numbers of ordinary voting shares in the company held during the financial year by each director and KMP, including their personally parties, are set out below.

2025	BALANCE AT START OF THE YEAR	RECEIVED DURING THE YEAR	DIVIDEND REINVESTMENT PLAN	PURCHASE OF SHARES	SALE OF SHARES	RESIGNED/ CEASED TO BE KMP	BALANCE AT THE END OF THE YEAR
Directors							
J Todd	32,500	–	–	2,500	–	–	35,000
M Powell	25,000	–	–	8,000	–	–	33,000
M Bernhard	27,500	–	–	10,000	–	–	37,500
K Spargo	30,000	–	–	20,000	–	–	50,000
B Soller	18,500	–	–	–	–	–	18,500
J Korhonen	–	–	–	9,500	–	–	9,500
Former Directors							
M Haseltine	80,729	–	–	–	–	(80,729)	–
Executive Director							
A McKay	–	–	–	10,000	–	–	10,000
KMP							
K Kerr	–	–	–	–	–	–	–
Former KMP							
G Saoud	–	–	–	-	–	–	–
Total	**214,229**	**–**	**–**	**60,000**	**–**	**(80,729)**	**193,500**

7.6 Total shares under right to KMP

DATE GRANTED	VEST DATE	EXPIRY DATE	EXERCISE PRICE OF RIGHTS	QUANTITY
Performance and sign-on rights				
27/08/2024	01/07/2025	27/08/2039	-	30,403
16/10/2024	30/06/2027	30/10/2039	-	942,086
22/08/2024	22/08/2025	22/08/2039	-	72,018
22/08/2024	22/08/2026	22/08/2039	-	72,019
22/08/2024	22/08/2027	22/08/2039	-	72,019

7.7 Equity granted in the 2025 financial year

The information provided below provides a list of performance rights and sign-on rights granted during the 2025 financial year.

7.7.1 Long-term incentive plan

Equity plan	Grant date	Performance measure	Quantity Granted[1]	Fair value $	Performance period	Exercise price	Test date	Expiry Date	Share price on valuation date $	Volatility	Dividend Yield	Risk free rate	Other conditions
FY25 LTI Plan (EC & CEO)	16/10/2024	Relative TSR ROIC	471,043 471,043	2.43 4.35	01/07/2024 - 30/06/2027	Nil	30/06/2027	30/10/2039	5.08	33.54%	2.95%	3.80%	Sale restriction to 30/06/2028
FY25 LTI Plan (Former CFO)	16/10/2024	Relative TSR ROIC	58,013 58,013	2.43 4.35	01/07/2024 - 30/06/2027	Nil	30/06/2027	30/10/2039	5.08	33.54%	2.95%	3.80%	Sale restriction to 30/06/2028

1 Due to rounding the total shares per tranche are not exactly 50/50 split but approximate that.

2 The fair value represents the value used to calculate the accounting expense as required by accounting standards.

7.8 Loans and other transactions with KMP

No loans were made to any KMP in FY25 and there are no outstanding loans to any KMP. No other transactions occurred in FY25 with any KMP.

Rounding of amounts

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors.

Angus McKay
Executive Chair and Chief Executive Officer

29 August 2025
Melbourne

Auditor's Independence Declaration

As lead auditor for the audit of Bapcor Limited for the year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been:

a. no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b. no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Bapcor Limited and the entities it controlled during the period.

Alison Tait Milner

Alison Tait Milner
Partner
PricewaterhouseCoopers

Melbourne
29 August 2025

PricewaterhouseCoopers, ABN 52 780 433 757
2 Riverside Quay, SOUTHBANK VIC 3006,
GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999, www.pwc.com.au

General information

The financial statements cover Bapcor Limited as a consolidated entity consisting of Bapcor Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Bapcor Limited's functional and presentation currency.

Bapcor Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is 127-139 Link Road, Melbourne Airport VIC 3045 Australia.

A description of the nature of the consolidated entity's operations and its principal activities are included in the Directors' Report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 29 August 2025. The directors have the power to amend and reissue the financial statements.

Bapcor Limited
Consolidated statement of comprehensive income
For the year ended 30 June 2025

	Note	Consolidated 2025 $'000	Consolidated 2024 Restated $'000
Revenue	5	1,975,767	2,036,938
Share of profits of associates accounted for using the equity method	16	1,097	1,101
Other income	6	456	1,126
Expenses			
Cost of sales		(1,080,534)	(1,114,950)
Employee expenses		(458,094)	(496,166)
Freight		(29,013)	(31,050)
Advertising		(37,214)	(39,442)
Other expenses		(128,287)	(106,096)
Motor vehicles		(17,554)	(18,202)
IT and communications		(40,076)	(33,763)
Depreciation and amortisation expense	7	(94,827)	(94,467)
Finance costs	7	(37,277)	(40,097)
Impairment of assets	8	(13,709)	(233,518)
Impairment of investments	16	-	(3,500)
Profit/(loss) before income tax (expense)/benefit		40,735	(172,086)
Income tax (expense)/benefit	9	(12,510)	6,369
Profit/(loss) after income tax (expense)/benefit for the year		28,225	(165,717)
Other comprehensive income			
Items that may be reclassified to profit or loss			
Foreign currency translation		3,825	460
Changes in the fair value of cash flow hedges		(1,095)	(2,490)
Other comprehensive income for the year, net of tax		2,730	(2,030)
Total comprehensive income for the year		30,955	(167,747)
Profit/(loss) for the year is attributable to:			
Non-controlling interest		86	(316)
Owners of Bapcor Limited	25	28,139	(165,401)
		28,225	(165,717)
Total comprehensive income for the year is attributable to:			
Non-controlling interest		324	-
Owners of Bapcor Limited		30,631	(167,747)
		30,955	(167,747)
		Cents	**Cents**
Basic earnings per share	28	8.29	(48.73)
Diluted earnings per share	28	8.21	(48.73)

Prior year comparatives have been restated, refer to note 3 for details of the restatement.

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes

Bapcor Limited
Consolidated statement of financial position
As at 30 June 2025

	Note	2025 $'000	Consolidated Restated 30 June 2024 $'000	Restated 1 July 2023 $'000
Assets				
Current assets				
Cash and cash equivalents		58,583	71,594	78,634
Trade and other receivables	10	191,622	198,587	239,593
Inventories	11	546,286	529,130	509,184
Derivative financial instruments	21	156	394	3,381
Income tax receivable	9	35,937	21,430	25,058
Assets classified as held for sale	12	5,080	28,285	-
Total current assets		837,664	849,420	855,850
Non-current assets				
Right-of-use assets	13	182,886	249,897	283,775
Property, plant and equipment	14	111,404	115,372	115,218
Intangibles	15	635,943	618,605	798,740
Investments accounted for using the equity method	16	8,280	7,569	10,997
Deferred tax	9	50,945	62,806	25,229
Total non-current assets		989,458	1,054,249	1,233,959
Total assets		1,827,122	1,903,669	2,089,809
Liabilities				
Current liabilities				
Trade and other payables	17	263,663	239,152	275,828
Provisions	18	42,352	68,001	47,506
Lease liabilities	20	55,292	65,784	72,095
Derivative financial instruments	21	2,075	763	243
Liabilities classified as held for sale	12	2,868	15,008	-
Total current liabilities		366,250	388,708	395,672
Non-current liabilities				
Provisions	18	18,099	17,788	17,164
Borrowings	19	418,507	405,554	331,138
Lease liabilities	20	168,413	222,824	239,184
Total non-current liabilities		605,019	646,166	587,486
Total liabilities		971,269	1,034,874	983,158
Net assets		855,853	868,795	1,106,651
Equity				
Issued capital	23	867,158	867,722	867,972
Reserves	24	8,072	3,712	4,458
(Accumulated losses) / Retained earnings	25	(21,148)	(3,467)	233,211
Equity attributable to the owners of Bapcor Limited		854,082	867,967	1,105,641
Non-controlling interest	26	1,771	828	1,010
Total equity		855,853	868,795	1,106,651

Prior year comparatives have been restated, refer to note 3 for details of the restatement.

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

Bapcor Limited
Consolidated statement of changes in equity
For the year ended 30 June 2025

Consolidated	Contributed equity $'000	Other $'000	Reserves $'000	(Accumulated loss) / Retained earnings $'000	Non-controlling Interests $'000	Total equity $'000
Balance at 1 July 2023	878,652	(10,680)	4,458	251,665	1,010	1,125,105
Prior period restatement (note 3)	-	-	-	(18,454)	-	(18,454)
Balance at 1 July 2023 - restated	878,652	(10,680)	4,458	233,211	1,010	1,106,651
(Loss) after income tax benefit for the year	-	-	-	(165,401)	(316)	(165,717)
Other comprehensive income for the year, net of tax	-	-	(2,164)	-	134	(2,030)
Total comprehensive income for the year	-	-	(2,164)	(165,401)	(182)	(167,747)
Transactions with owners in their capacity as owners:						
Share-based payments (note 37)	-	-	1,418	-	-	1,418
Treasury shares (note 23)	-	(250)	-	-	-	(250)
Dividends paid (note 27)	-	-	-	(71,277)	-	(71,277)
Balance at 30 June 2024	878,652	(10,930)	3,712	(3,467)	828	868,795

Consolidated	Contributed equity $'000	Other $'000	Reserves $'000	(Accumulated loss) $'000	Non-controlling Interests $'000	Total equity $'000
Balance at 1 July 2024	878,652	(10,930)	3,712	(3,467)	828	868,795
Profit after income tax (expense) for the year	-	-	-	28,139	86	28,225
Other comprehensive income for the year, net of tax	-	-	2,492	-	238	2,730
Total comprehensive income for the year	-	-	2,492	28,139	324	30,955
Transactions with owners in their capacity as owners:						
Share-based payments (note 37)	-	-	1,868	-	-	1,868
Treasury shares (note 23)	-	(564)	-	-	-	(564)
Divestment of non-controlling interest	-	-	-	-	619	619
Dividends paid (note 27)	-	-	-	(45,820)	-	(45,820)
Balance at 30 June 2025	878,652	(11,494)	8,072	(21,148)	1,771	855,853

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

Bapcor Limited
Consolidated statement of cash flows
For the year ended 30 June 2025

	Note	Consolidated 2025 $'000	Consolidated 2024 Restated $'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		2,185,241	2,264,034
Payments to suppliers and employees (inclusive of GST)		(2,002,181)	(2,086,643)
		183,060	177,391
Borrowing costs		(22,851)	(23,119)
Interest paid on lease liabilities		(14,426)	(16,978)
Transaction costs relating to acquisition of business		-	(943)
Income taxes paid		(12,157)	(27,526)
Net cash inflow from operating activities	29	133,626	108,825
Cash flows from investing activities			
Payment for purchase of business, net of cash and cash equivalents	32	(800)	(2,087)
Payments for property, plant and equipment	14	(35,152)	(32,354)
Payments for intangibles	15	(25,625)	(24,908)
Proceeds from disposal of property, plant and equipment		3,489	1,727
Proceeds from divestment of businesses, net of expenses		7,406	-
Net cash outflow from investing activities		(50,682)	(57,622)
Cash flows from financing activities			
Purchase of treasury shares	23	(564)	(250)
Proceeds from borrowings		127,500	170,000
Repayment of borrowings		(114,285)	(95,000)
Dividends paid	27	(45,820)	(71,277)
Repayment of lease liabilities		(62,070)	(61,352)
Borrowing transaction costs		(1,037)	(1,407)
Net cash outflow from financing activities		(96,276)	(59,286)
Net decrease in cash and cash equivalents		(13,332)	(8,083)
Cash and cash equivalents at the beginning of the financial year		71,594	78,634
Effects of exchange rate changes on cash and cash equivalents		321	1,043
Cash and cash equivalents at the end of the financial year		58,583	71,594

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Material accounting policy information

The accounting policies that are material to the consolidated entity are set out either in the respective notes or below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

New or amended accounting standards adopted
The consolidated entity has adopted all of the new or amended accounting standards and interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Impact of accounting standards issued but not yet adopted
AASB 18 *Presentation and Disclosure in Financial Statements* introduces new categories and subtotals in the statement of comprehensive income and includes new requirements for the location, aggregation and disaggregation of financial information. It also requires disclosure of management-defined performance measures. Upon adoption, the standard replaces AASB 101 *Presentation of Financial Statements* and is applied retrospectively to comparative periods presented. The application date of the standard is for annual reporting periods beginning on or after 1 January 2027. The Group will adopt this standard for the full year ending 30 June 2028. The Group is currently assessing the impact of adopting this standard.

AASB 7 *Financial Instruments: Disclosures* and AASB 9 *Financial Instruments* were amended to clarify that a financial liability is derecognised on settlement date, and introduce an accounting policy choice to derecognise financial liabilities settled using an electronic payment system before the settlement date. The amendments are effective for annual reporting periods beginning on or after 1 January 2026. The Group is in the process of assessing the impact of these amendments.

The new Australian Sustainability Reporting Standards (ASRS) are AASB S1 *General Requirements for Disclosure of Sustainability-related Financial Information* (a voluntary standard) and AASB S2 *Climate-related Disclosures* (a mandatory standard). AASB S1 and AASB S2 are effective for annual reporting periods beginning on or after 1 January 2025. The Group is in the process of assessing the impact of these standards.

Any other new or amended accounting standards or interpretations that are not yet mandatory have not been early adopted.

Reclassifications in prior year

The financial statements contain some reclassifications of prior year disclosures to ensure comparability with the current year and are detailed in the respective notes where they have occurred.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the AASB and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards (‘IFRS’) as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income and derivative financial instruments.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the financial statements, are disclosed in note 2.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 34.

Note 1. Material accounting policy information (continued)

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Bapcor Limited ('company' or 'parent entity') as at 30 June 2025 and the results of all subsidiaries for the year then ended. Bapcor Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity' or 'the Group'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Associates

Associates are entities over which the consolidated entity has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the consolidated entity's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the consolidated entity's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the consolidated entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The consolidated entity discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Foreign currency translation

The financial statements are presented in Australian dollars, which is Bapcor Limited's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Note 1. Material accounting policy information (continued)

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within twelve months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within twelve months after the reporting period; or there is no right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Impairment of assets
Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Rounding of amounts
The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a material risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes to the consolidated financial statements:

- Note 8 - Impairment of assets
- Note 10 - Trade and other receivables
- Note 11 - Inventories
- Note 14 - Property, plant and equipment
- Note 15 - Intangibles
- Note 18 - Provisions
- Note 20 - Lease liabilities
- Note 37 - Share-based payments

Note 3. Restatement of comparatives

Change in accounting policy
Following the closure of 23 warehouses and the consolidation of a further 16 branches in the Specialist Wholesale segment during FY25 to support the transition to a consolidated distribution centre model, the Group has changed its accounting policy for inventory costing. Under the revised accounting policy, certain costs that would previously have been capitalised into the cost of inventory are now treated as operating expenditure when they are incurred, as this better reflects the Group's distribution centre model. In accordance with Australian Accounting Standards the change in accounting policy has been adopted retrospectively and prior comparative periods have been restated.

Accounting adjustments
The Group has identified certain intercompany transactions that have historically been incorrectly recorded which has resulted in the misreporting of trade and other payables, and employee expenses. As a consequence, the Group has identified accounting adjustments to prior periods to correctly record these transactions. The adjustments have been corrected by restating each of the affected financial statement line items in the corresponding prior periods.

The tables below show the effect of the change in accounting policy and accounting adjustments on previously reported financial results.

Impact on Consolidated Statement of Financial Position - Extract

	FY24 Reported $'000	Increase / (Decrease) $'000	FY24 Restated $'000	FY23 Reported $'000	Increase / (Decrease) $'000	FY23 Restated $'000
Assets						
Inventory	541,213	(12,083)	529,130	519,659	(10,475)	509,184
Income tax receivable	10,483	10,947	21,430	17,149	7,909	25,058
	551,696	(1,136)	550,560	536,808	(2,566)	534,242
Liability						
Trade and other payables	214,741	24,411	239,152	259,940	15,888	275,828
Net Assets	894,342	(25,547)	868,795	1,125,105	(18,454)	1,106,651
Equity						
Retained earnings	22,079	(25,547)	(3,467)	251,665	(18,454)	233,211
Total equity	894,342	(25,547)	868,795	1,125,105	(18,454)	1,106,651

Impact on Consolidated Statement of Comprehensive Income - Extract

	FY24 Reported $'000	Restatement $'000	FY24 Restated $'000
Cost of sales	(1,113,342)	(1,608)	(1,114,950)
Employee expenses	(487,643)	(8,523)	(496,166)
Profit before tax	(161,955)	(10,131)	(172,086)
Income tax (expense)/benefit	3,330	3,039	6,369
Loss after income tax expense	(158,625)	(7,092)	(165,717)

Impact on Earnings Per Share - Extract	Cents Reported	Cents Adjustment	Cents Restated
Basic earnings per share	(46.64)	(2.09)	(48.73)
Diluted earnings per share	(46.64)	(2.09)	(48.73)

Note 3. Restatement of comparatives (continued)

The FY24 cash flow has been restated to reflect the removal of new store initial inventory purchases, payments for restructure activities and transformation activities, which are now included in payments to suppliers and employees. Interest costs on lease liabilities ($17.0M) has also been reclassified from financing activities to operating activities.

Note 4. Segment information

Description of segments
The consolidated entity has identified four operating segments based on the internal reports that are reviewed and used by the CEO (who is identified as the 'CODM') and is supported by the other members of the executive team and the Board of Directors where required in assessing performance and in determining the allocation of resources including capital allocations.

The operating results of the consolidated entity are currently reviewed by the CODM and decisions are based on four operating segments which also represent the four reporting segments, as follows:

Bapcor Trade	Represents the trade focused automotive aftermarket parts distribution to independent and chain mechanic workshops. Includes the operations of Burson Auto Parts, Precision Automotive Equipment, Blacktown Auto Spares and the Thailand based operations.
Bapcor Specialist Wholesale	Includes the specialised wholesale distribution and network channel areas of the organisation that focus on a specific automotive area. Includes the operations of AAD, Baxters, Bearing Wholesalers, Roadsafe, Diesel Distributors, Federal Batteries, JAS Oceania, Premier Auto Trade, Toperformance, Truckline and WANO.
Bapcor Retail	Represents the retail focused accessory stores that are positioned as the first choice destination for both the everyday consumer and automotive enthusiast as well as the service areas of Bapcor. Includes the operations of Autobarn, Autopro, Midas and ABS.
Bapcor NZ	Includes the operations of Brake & Transmission (‘BNT’), Autolign and HCB Technologies.

Segment revenue
Intersegment transactions are carried out at arm's length and eliminated on consolidation. The revenue from external parties reported to the CODM is measured in a manner consistent with that in the statement of comprehensive income.

Segment EBITDA
Segment performance is assessed on the basis of segment EBITDA. Segment EBITDA comprises expenses which are incurred in the normal trading activity of the segments and excludes the impact of depreciation, amortisation, interest, tax and other items which are determined to be outside of the control of the respective segments.

Note 4. Segment information (continued)

Operating segment information

Consolidated - 2025	Bapcor Trade $'000	Bapcor Specialists Wholesale $'000	Bapcor Retail $'000	Bapcor NZ $'000	Unallocated / Head Office $'000	Total $'000
Revenue						
Sales	784,689	717,069	387,296	170,451	32,241	2,091,746
Total segment revenue	784,689	717,069	387,296	170,451	32,241	2,091,746
Intersegment sales						(115,979)
Total revenue						1,975,767
Segment EBITDA	132,436	93,814	40,677	27,891	(48,117)	246,701
Significant items[1]	-	-	-	-	(60,153)	(60,153)
EBITDA	132,436	93,814	40,677	27,891	(108,270)	186,548
Depreciation and amortisation						(94,827)
Finance costs						(37,277)
Impairment of assets (note 8)						(13,709)
Profit before income tax expense						40,735
Income tax expense						(12,510)
Profit after income tax expense						28,225
Assets						
Segment assets	485,001	656,981	215,944	243,566	225,630	1,827,122
Total assets						1,827,122
Liabilities						
Segment liabilities	153,300	129,127	111,006	38,212	539,624	971,269
Total liabilities						971,269

(1) Significant items in FY25 include costs associated with asset write offs, uncollectable receivables, contractual disputes, changes in accounting estimates, restructuring programs and inventory valuation.

Note 4. Segment information (continued)

Consolidated - 2024 Restated[1]	Bapcor Trade $'000	Bapcor Specialists Wholesale $'000	Bapcor Retail $'000	Bapcor NZ $'000	Unallocated / Head Office $'000	Total $'000
Revenue						
Sales	774,776	740,420	401,306	176,144	64,022	2,156,668
Total segment revenue	774,776	740,420	401,306	176,144	64,022	2,156,668
Intersegment sales						(119,730)
Total revenue						2,036,938
Segment EBITDA	125,645	89,150	48,401	32,129	(37,969)	257,356
Significant items[2]	-	-	-	-	(57,860)	(57,860)
EBITDA	125,645	89,150	48,401	32,129	(95,829)	199,496
Depreciation and amortisation						(94,467)
Finance costs						(40,097)
Impairment of assets (note 8)						(233,518)
Impairment of investment						(3,500)
(Loss) before income tax benefit						(172,086)
Income tax benefit						6,369
(Loss) after income tax benefit						(165,717)
Assets						
Segment assets	454,847	646,862	238,544	259,380	304,036	1,903,669
Total assets						1,903,669
Liabilities						
Segment liabilities	123,523	153,435	112,435	47,702	597,779	1,034,874
Total liabilities						1,034,874

(1) Prior year comparatives have been restated, refer to note 3 for details of the restatement. Prior year numbers have also been updated for the Brookers and Brakeforce business which was transferred from Specialist Wholesale to Trade effective 1 July 2024, revenue of $7.5M and EBITDA of $0.4M in FY24.

(2) Significant items in FY24 include costs associated with distribution centres rationalisation, restructure costs, businesses available for sale and Better Than Before transformation.

Geographical information

	Geographical non-current assets 2025 $'000	**Geographical non-current assets 2024 $'000**
Australia	816,118	870,015
New Zealand	172,643	180,626
Other	697	3,608
	989,458	1,054,249

Note 4. Segment information (continued)

Material accounting policies

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Note 5. Revenue

	Consolidated	
	2025 $'000	2024 $'000
Revenue from contracts with customers	1,975,767	2,036,938

Disaggregation of revenue
The disaggregation of revenue from contracts with customers is as follows:

	Consolidated	
	2025 $'000	2024 $'000
Geographical regions		
Australia	1,910,370	1,971,455
New Zealand	170,451	176,144
Thailand	10,925	9,069
Intersegment sales	(115,979)	(119,730)
	1,975,767	2,036,938
Timing of revenue recognition		
Goods transferred at a point in time	2,057,153	2,121,829
Services transferred over time	34,593	34,839
Intersegment sales	(115,979)	(119,730)
	1,975,767	2,036,938

Material accounting policies

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Sale of goods
Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery. A credit note provision is recognised for the products expected to be returned, which is assessed at each reporting date.

Rendering of services - franchise and service fees
Revenue from services is recognised over time as the services are rendered in line with the customer contract terms.

Note 6. Other income

	Consolidated	
	2025	2024
	$'000	$'000
Government grants	456	-
Rental income	-	1,126
Other income	456	1,126

Rental income relates to rental recoveries from franchise locations related to sub-leases.

Note 7. Expenses

	Consolidated	
	2025	2024
	$'000	$'000
Profit/(loss) before income tax includes the following specific expenses:		
Depreciation and amortisation expense		
Plant and equipment	17,185	14,604
Motor vehicles	8,862	6,244
Properties right-of-use assets	61,119	59,816
Motor vehicles right-of-use assets	-	216
Amortisation of intangibles	7,661	13,587
	94,827	94,467
Finance costs		
Interest and finance charges paid/payable	22,851	23,119
Interest and finance charges paid/payable on lease liabilities	14,426	16,978
	37,277	40,097
Superannuation expense		
Defined contribution superannuation expense	37,118	36,716

Note 8. Impairment of assets

The following impairment losses have been recognised in the profit and loss:

	Consolidated 2025 $'000	Consolidated 2024 $'000
Goodwill	-	146,106
Trademarks	3,160	34,257
Customer contracts	-	10,223
Right-of-use assets	6,883	10,549
Property, plant and equipment	3,666	3,390
Other assets	-	4,074
Computer Software	-	4,832
	13,709	213,431
*Business Restructuring: network rationalisation**		
Right-of-use assets (including lease make good)	-	16,836
Property, plant and equipment	-	3,251
	-	20,087
	13,709	233,518

(*) Network rationalisation relates to the closure of circa 20% of smaller warehouses with operations transferred to large-scale distribution centres.

Impairment of Right-of-use assets and Property, plant and equipment

For impairment testing purposes the Group has determined that each store or branch is a separate Cash Generating Unit (CGU). Each store/branch is assessed as to whether any indicators of impairment have been identified. Stores that were identified with impairment indicators were assessed for impairment.

Stores
During the year, there were 85 stores identified as having impairment indicators. The recoverable value for each store was determined based on a value in use assessment using estimated future cash flows for the remaining lease term. The recoverable amount for this portfolio of stores was $12.9M and resulted in an impairment of $6.9M to Right-of-use assets and $3.7M to Property, plant and equipment. The remaining carrying value of the assets of stores with indicators of impairment, for which full impairments have not been recognised, is $11.1M.

The cash flows used within the impairment models are based on assumptions which are sources of estimation uncertainty and movements in these assumptions could lead to further impairment. The key assumptions in the value in use calculations are average EBIT growth rates and the pre-tax discount rate of 12.6% for Australia stores and 13.2% for New Zealand stores (2024: 12.6% for Australia stores and 13.2% for New Zealand stores).

Note 9. Income tax expense/(benefit)

	Consolidated 2025 $'000	Consolidated 2024 Restated $'000
Income tax expense/(benefit)		
Current tax on profits for the year	881	30,622
Deferred tax expense/(benefit)	11,629	(36,926)
Adjustment recognised for prior periods	-	(65)
Aggregate income tax expense/(benefit)	12,510	(6,369)
Deferred tax included in income tax (expense)/benefit comprises:		
(Increase)/decrease in deferred tax assets	29,164	(7,604)
Increase/(decrease) in deferred tax liabilities	(17,535)	(29,322)
Deferred tax expense/(benefit)	11,629	(36,926)
Numerical reconciliation of income tax expense/(benefit) and tax at the statutory rate		
Profit/(loss) before income tax (expense)/benefit	40,735	(172,086)
Tax at the statutory tax rate of 30%	12,221	(51,626)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Impairment of goodwill	-	43,832
Other	669	1,600
	12,890	(6,194)
Adjustment recognised for prior periods	-	(65)
Difference in overseas tax rates	(380)	(110)
Income tax expense/(benefit)	12,510	(6,369)

Note 9. Income tax expense/(benefit) (continued)

	Consolidated	
	2025	2024
	$'000	$'000
Deferred tax asset		
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Property, plant and equipment	-	2,545
Employee benefits	13,329	14,299
Trade and other receivables	3,281	2,589
Inventory	17,154	18,531
Lease liabilities	66,833	83,755
Restructure provision	-	4,402
Lease make good	3,878	7,035
Tax losses	7,971	-
Other	5,884	14,338
	118,330	147,494
Amounts recognised in equity:		
Transaction costs on share issue	-	278
Share-based payment	1,290	1,501
	1,290	1,779
Deferred tax asset	119,620	149,273
Movements:		
Opening balance	149,273	141,018
Credited/(charged) to profit or loss	(29,164)	7,604
Charged to equity	(489)	(278)
Adjustment recognised for prior periods	-	929
Closing balance	119,620	149,273
Set-off against Deferred tax liability	(68,675)	(86,467)
Net Deferred tax asset	50,945	62,806

Note 9. Income tax expense/(benefit) (continued)

	Consolidated 2025 $'000	Consolidated 2024 $'000
Deferred tax liability		
Deferred tax liability comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Property, plant and equipment	9,011	3,993
Customer contracts	-	970
Trademarks	5,939	5,961
Right-of-use assets	54,181	75,742
	69,131	86,666
Amounts recognised in equity:		
Cash flow hedge	(456)	(199)
Deferred tax liability	68,675	86,467
Movements:		
Opening balance	86,467	115,789
Credited to profit or loss	(17,535)	(29,322)
Credited to equity	(257)	-
Closing balance	68,675	86,467

Material accounting policies

During the year, the Group assessed its obligations under the Pillar Two minimum tax rules and determined there was no impact for the current year.

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled, and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets is reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Note 9. Income tax expense/(benefit) (continued)

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Note 10. Trade and other receivables

	Consolidated 2025 $'000	Consolidated 2024 $'000
Current assets		
Trade receivables	164,275	170,453
Less: Allowance for credit notes	(1,530)	(1,679)
Less: Allowance for expected credit losses	(9,497)	(6,612)
	153,248	162,162
Customer loans	44	70
Less: Allowance for expected credit losses	(44)	(70)
	-	-
Other receivables	18,548	21,068
Prepayments	19,826	15,357
	38,374	36,425
	191,622	198,587

Trade receivables are non-interest bearing and repayment terms vary by business unit.

Customer loans relate to loans with franchisees. Loans with repayment terms of less than twelve months are classified as current.

Other receivables relate to rebates and other non-trading receivables which are non-interest bearing. Receivables with repayment terms of less than twelve months are classified as current. These receivables are all neither past due nor impaired. During the year $3.2M was written off from other receivables as the amounts were considered uncollectable.

The ageing of the net trade receivables above are as follows:

	Consolidated 2025 $'000	Consolidated 2024 $'000
Current and not due	99,244	100,589
31 - 60 days	36,157	42,182
61 - 90 days	7,181	5,465
91+ days	10,666	13,926
	153,248	162,162

Note 10. Trade and other receivables (continued)

The loss allowance was determined for trade receivables above as follows:

30 June 2025	Current $'000	31 - 60 days $'000	61 - 90 days $'000	91+ days $'000	Total $'000
Expected loss rate	1.2%	2.2%	8.2%	38.9%	
Gross amount	102,028	36,964	7,820	17,462	164,275
Loss allowance	(1,255)	(807)	(639)	(6,796)	(9,497)

30 June 2024	Current $'000	31 - 60 days $'000	61 - 90 days $'000	91+ days $'000	Total $'000
Expected loss rate	0.3%	0.6%	2.5%	29.6%	
Gross amount	102,608	42,456	5,606	19,783	170,453
Loss allowance	(340)	(274)	(141)	(5,857)	(6,612)

Movements in the allowance for expected credit losses of trade receivables and customer loans are as follows:

	Consolidated	
	2025 $'000	2024 $'000
Opening balance	6,682	4,823
Net additional provisions recognised/(de-recognised)	4,351	3,190
Amounts utilised for debt write-off	(1,495)	(1,334)
Foreign currency translation	3	3
Closing balance	9,541	6,682

Material accounting policies

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for specific debtors and general expected credit losses. Trade receivables are generally due for settlement within 30 to 60 days.

Other receivables are recognised at amortised cost, less any allowance for specific debtors and general expected credit losses.

Impairment
The impairment methodology applied depends on whether there has been a material increase in credit risk, whereby specific provision will be applied to trade and other receivables not expected to be collected and expected credit losses associated with the trade and other receivables.

In assessing the expected credit losses, the consolidated entity first considers any specific debtors that have objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of the receivables, taking into consideration the indicators of significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy and default or delinquency in payments. The consolidated entity then applies the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance, on the balance of receivables. To measure the expected credit losses, trade receivables have been grouped based on aging.

Critical accounting judgements, estimates and assumptions

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is assessed by considering the ageing of receivables, historical collection rates and specific knowledge of the individual debtor's financial position.

Note 11. Inventories

	Consolidated 2025 $'000	Consolidated 2024 Restated $'000
Current assets		
Stock in transit - at cost	35,391	32,485
Stock on hand - at cost	568,717	552,444
Less: Provision for slow moving inventory	(57,822)	(55,799)
	510,895	496,645
	546,286	529,130

The net inventory value of $546.3M (2024: $529.1M) at 30 June 2025 excludes $2.9M (2024: $17.3M) of stock classified as assets held for sale (see note 12).

Prior year comparatives have been restated, refer to note 3 for details of the restatement.

Movements in provision for slow moving inventory

	Consolidated 2025 $'000	Consolidated 2024 $'000
Opening balance	(55,799)	(54,165)
Additional provisions released / (recognised)	(5,552)	(17,788)
Additions through business combinations	-	(257)
Inventory written off against provision	3,618	16,492
Foreign currency translation	(89)	(81)
Closing balance	(57,822)	(55,799)

Material accounting policies

Stock in transit and on hand is stated at the lower of cost and net realisable value. Cost comprises purchase, delivery and direct labour costs, and those overheads that have been incurred in bringing the inventories to their present location, net of rebates and discounts received or receivable.

The provision for slow moving inventory represents inventory held in excess of expected sales over defined periods or where the net realisable value is expected to be negligible.

Critical accounting judgements, estimates and assumptions

The provision for slow moving inventory assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience and other factors that affect inventory obsolescence. There is also a degree of estimation in calculating the elimination of unrealised profit in inventory for inter-segment sales.

Note 12. Assets and liabilities classified as held for sale

	Consolidated	
	2025	**2024**
	$'000	**$'000**
Current assets		
Trade and other receivables	2,086	6,367
Inventories	2,866	17,274
Right-of-use assets	44	2,633
Property, plant and equipment	84	2,011
Closing balance	5,080	28,285
Current liabilities		
Trade and other payables	2,823	9,539
Provisions	-	2,188
Lease liabilities	45	3,281
Closing balance	2,868	15,008

On 28 November 2024 the sale of the MTQ business, which was held for sale at 30 June 2024, was completed with the balance of the assets and liabilities classified as held for sale at 30 June 2025 relating to another business that continues to be held for sale.

Note 13. Right-of-use assets

	Consolidated	
	2025	**2024**
	$'000	**$'000**
Non-current assets		
Properties - right-of-use	524,799	530,649
Less: Accumulated depreciation	(341,913)	(280,794)
	182,886	249,855
Motor vehicles - right-of-use	4,402	4,444
Less: Accumulated depreciation	(4,402)	(4,402)
	-	42
	182,886	249,897

Note 13. Right-of-use assets (continued)

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Property $'000	Motor vehicles $'000	Total $'000
Balance at 1 July 2023	283,509	266	283,775
Additions	17,444	-	17,444
Disposals	(1,292)	-	(1,292)
Assets classified as held for sale	(2,633)	-	(2,633)
Remeasurements	40,096	(9)	40,087
Foreign currency translation	(68)	1	(67)
Depreciation expense	(59,816)	(216)	(60,032)
Impairment - Retail	(10,549)	-	(10,549)
Impairment - network rationalisation including make good	(16,836)	-	(16,836)
Balance at 30 June 2024	249,855	42	249,897
Additions	23,388	-	23,388
Disposals	(3,067)	-	(3,067)
Remeasurements	(19,332)	(42)	(19,374)
Foreign currency translation	44	-	44
Impairment	(6,883)	-	(6,883)
Depreciation expense	(61,119)	-	(61,119)
Balance at 30 June 2025	182,886	-	182,886

The right-of-use asset balance includes offset amounts for sub-leased property totalling $3.0M (2024: $9.6M).

Payments for leases in holdover (i.e. lease terms which are on a monthly basis) during the year was $13.2M (2024: $7.7M) and are included in Other expenses in the Consolidated statement of comprehensive income.

Material accounting policies
A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of twelve months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Note 14. Property, plant and equipment

	Consolidated 2025 $'000	Consolidated 2024 $'000
Non-current assets		
Plant and equipment - at cost	207,202	188,128
Less: Accumulated depreciation and impairment	(117,000)	(99,323)
	90,202	88,805
Motor vehicles - at cost	56,373	56,042
Less: Accumulated depreciation	(35,171)	(29,475)
	21,202	26,567
	111,404	115,372

The amount of work in progress included in plant and equipment is $4.0M (2024: $17.6M) and relates to projects that are not yet completed and therefore are not being depreciated.

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Plant and equipment $'000	Motor vehicles $'000	Total $'000
Balance at 1 July 2023	89,738	25,480	115,218
Additions	23,945	8,409	32,354
Additions through business combinations (note 32)	20	-	20
Classified as held for sale	(2,011)	-	(2,011)
Disposals	(1,673)	(1,077)	(2,750)
Impairment - Retail	(3,390)	-	(3,390)
Impairment - network rationalisation	(3,251)	-	(3,251)
Foreign currency translation	31	(1)	30
Accelerated depreciation expense[1]	(813)	-	(813)
Depreciation expense	(13,791)	(6,244)	(20,035)
Balance at 30 June 2024	88,805	26,567	115,372
Additions	30,898	4,254	35,152
Disposals	(1,453)	(758)	(2,211)
Reclassification	(7,250)	-	(7,250)
Foreign currency translation	53	1	54
Impairment of assets	(3,666)	-	(3,666)
Depreciation expense	(17,185)	(8,862)	(26,047)
Balance at 30 June 2025	90,202	21,202	111,404

(1) Accelerated depreciation relates to distribution centre consolidation projects and is based on the estimated exit dates of each site.

Note 14. Property, plant and equipment (continued)

Material accounting policies

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the consolidated entity and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment over their expected useful lives as follows:

Plant and equipment	2-15 years
Motor vehicles	3-7 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

Critical accounting judgements, estimates and assumptions

The consolidated entity determines the estimated useful lives and related depreciation charges for its property, plant and equipment assets. The useful lives could change materially as a result of technical innovations or some other event. The depreciation will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Note 15. Intangibles

	Consolidated	
	2025 $'000	2024 $'000
Non-current assets		
Goodwill	554,398	551,961
Trademarks	21,142	59,078
Less: Accumulated amortisation and impairment	(1,346)	(35,627)
	19,796	23,451
Customer contracts	25,901	25,900
Less: Accumulated amortisation and impairment	(25,901)	(25,889)
	-	11
Software	107,588	80,559
Less: Accumulated amortisation and impairment	(45,839)	(37,377)
	61,749	43,182
	635,943	618,605

Note 15. Intangibles (continued)

The amount of work in progress included in software is $21.9M (2024: $22.0M) and relates to eCommerce, inventory and management projects that are not yet completed and therefore are not being amortised.

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Goodwill $'000	Trademarks $'000	Customer contracts $'000	Computer software $'000	Total $'000
Balance at 1 July 2023	697,374	57,712	12,009	31,645	798,740
Additions	1,532	20	-	23,356	24,908
Disposals	-	-	-	(233)	(233)
Foreign currency translation	(839)	(24)	(1)	-	(864)
Impairment - Retail assets	(146,106)	(34,257)	(10,223)	-	(190,586)
Impairment - Computer software	-	-	-	(4,832)	(4,832)
Amortisation expense	-	-	(1,774)	(6,754)	(8,528)
Balance at 30 June 2024	551,961	23,451	11	43,182	618,605
Additions	-	-	-	25,625	25,625
Disposals	-	(562)	-	(6,675)	(7,237)
Foreign currency translation	2,437	67	-	16	2,520
Impairment of assets	-	(3,160)	-	-	(3,160)
Reclassification	-	-	-	7,251	7,251
Amortisation expense	-	-	(11)	(7,650)	(7,661)
Balance at 30 June 2025	554,398	19,796	-	61,749	635,943

Impairment testing
Impairment testing of assets including goodwill and other intangible assets occurs each year on 30 June balances or when impairment indicators arise. The recoverable amount of assets including goodwill and other indefinite useful life intangible assets is determined based on value-in-use calculations at an individual or a combination of cash-generating units ('CGU') up to the operating segment level. These calculations require the use of key assumptions on which management has based its cash flow projections, as well as post-tax discount rates.

Cash flow projections were based on management forecast expectations aligned to FY26 budget and four-year externally sourced market growth rates. The FY26 budget has been compiled based on past experience, current performance and market position as well as structural changes and economic factors which have been derived based on external data and internal analysis.

The following key assumptions were used in testing for impairment:

- Pre-tax discount rate: 12.60% for Australian CGUs and 13.20% for New Zealand CGU (2024:12.60% for Australian CGUs and 13.20% for New Zealand CGUs)
- Terminal value growth rate beyond 5 years: 2.50% for Australian CGUs and 2.00% for New Zealand CGUs (2024: 2.50% for Australian CGUs and 2.00% for New Zealand CGUs)

A reasonable possible change in assumptions would not cause the carrying value of any CGU to exceed its recoverable amount, except for the Bapcor New Zealand CGU which remains relatively more sensitive to changes in trading conditions. It is noted that the Bapcor Retail CGU incurred a full impairment charge against its carrying value for goodwill and other intangible assets during the prior year ended 30 June 2024 and therefore no impairment testing is required in FY25.

Note 15. Intangibles (continued)

Bapcor New Zealand CGU (NZD)

The recoverable amount of the Bapcor New Zealand CGU is estimated to exceed its carrying amount at 30 June 2025 by $11.9M (2024: $48.1M).

The recoverable amount of the New Zealand CGU would equal its carrying amount if the key assumptions were to change as follows:

Financial metric	From	To
Discount rate	13.2%	13.7%
Revenue growth (average)	4.3%	3.3%
EBITDA margin growth (average)	0.6%	0.0%
Terminal growth rate	2.0%	1.5%

Bapcor Specialist Wholesale CGU

The recoverable amount of the Bapcor Specialist Wholesale CGU is estimated to exceed its carrying amount at 30 June 2025 by $115.4M (2024: $227.3M). The recoverable amount of the Specialist Wholesale CGU would equal its carrying amount if the average Revenue growth rate was 0.3% (2024: -0.4%).

The impairment assessment for store assets (Right-of-use assets and Property, plant and equipment) is disclosed in note 8.

The balances of goodwill and other intangible assets excluding computer software allocated to each segment as at 30 June were:

	Consolidated 2025 $'000	Consolidated 2024 $'000
Goodwill:		
Trade	117,048	117,048
Specialist Wholesale	288,119	288,119
Bapcor NZ	149,231	146,794
	554,398	551,961

	Consolidated 2025 $'000	Consolidated 2024 $'000
Other intangible assets:		
Specialist Wholesale	14,491	18,097
Bapcor NZ	5,305	5,366
	19,796	23,463

Note 15. Intangibles (continued)

Material accounting policies

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill
Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Trademarks
Tradenames (including brands) are recognised as intangible assets where a registered trademark is acquired with attributable value. They are valued using a relief from royalty method and are considered indefinite life intangibles and are not amortised unless there is an intention to discontinue their use in which it is amortised over the estimated remaining useful life.

Customer contracts
Customer contracts were fully impaired during the prior year. Preceding the impairment, they were amortised on a straight-line basis over the period of their expected benefit, being their finite life which was between 10 and 20 years.

Computer Software
Costs incurred in acquiring, developing, and implementing new software are recognised as intangible assets only when it is probable that future economic benefits associated with the item will flow to the consolidated entity and the cost of the item can be measured reliably. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, licenses and direct labour. Software is amortised on a straight-line basis over the period of their expected benefit, being their finite life which is currently between 2 and 5 years. Large scale projects are individually assessed as part of the approval process and determination of finite life may exceed this range.

Costs relating to the configuration and customisation of application software relating to a Software as a Service ('SaaS') arrangement are expensed when services are received, unless an asset that is under control of the consolidated entity can be separately identified.

Critical accounting judgements, estimates and assumptions

The consolidated entity determines the estimated useful lives and related amortisation charges for its finite life intangible assets. The useful lives could change materially as a result of technical innovations or some other event. The amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

The consolidated entity tests annually, or more frequently, if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy above. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Note 16. Investments accounted for using the equity method

	Consolidated 2025 $'000	Consolidated 2024 $'000
Non-current assets		
Investment in Tye Soon Limited	8,280	7,569

Reconciliation
Reconciliation of the carrying amounts at the beginning and end of the current and previous financial year are set out below:

	2025 $'000	2024 $'000
Opening carrying amount	7,569	10,997
Profit after income tax	1,097	1,101
Other comprehensive income	(587)	(705)
Foreign currency translation	694	(18)
Impairment	-	(3,500)
Dividends paid	(493)	(306)
Closing carrying amount	8,280	7,569

Bapcor assessed the recoverable amount of this investment for impairment as at 30 June 2025 under the methodologies prescribed by AASB 136 *Impairment of Assets* utilising the publicly available share price on that date. The carrying value of the investment in Tye Soon is materially comparable to recoverable amount determined based on the share price. The Tye Soon closing share price on 30 June 2025 was SGD $0.29 (2024: SGD: $0.30) per share.

The reported total of profit after income tax and other comprehensive income of $510,000 (2024: $396,000) has been calculated using the latest publicly available information on the Singapore Securities Exchange which is the Tye Soon Limited full-year financial report ended 31 December 2024.

Note 17. Trade and other payables

	Consolidated 2025 $'000	Consolidated 2024 Restated $'000
Current liabilities		
Trade payables	211,070	191,964
Accrued expenses	52,593	47,188
	263,663	239,152

Refer to note 30 for further information on financial risk management.

Prior year comparatives have been restated, refer to note 3 for details of the restatement.

Material accounting policies

Trade payable and accrued expense amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 to 90 days of recognition.

Note 18. Provisions

	Consolidated 2025 $'000	2024 $'000
Current liabilities		
Employee benefits	40,574	43,082
Lease make good	1,144	10,244
Restructuring	634	14,675
	42,352	68,001
Non-current liabilities		
Employee benefits	4,803	4,582
Lease make good	13,296	13,206
	18,099	17,788
	60,451	85,789

Lease make good
The provision represents the present value of the estimated costs to make good the premises leased by the consolidated entity at the end of the respective lease terms. The decrease of $9.0M in FY25 primarily relates to locations exited during the year as part of the network rationalisation.

Restructuring
This provision represents the costs for business restructuring in relation to network rationalisation and cost reduction initiatives. It includes the estimated costs relating to the closure of several locations and consolidation into the Victorian and Queensland distribution centres. The restructuring costs primarily includes termination payments, which have been included in employee benefits in the Consolidated statement of comprehensive income.

Movements in provisions
Movements in each class of provisions during the current financial year, other than employee benefits, are set out below:

Consolidated - 2025	Lease make good $'000	Restructuring $'000
Carrying amount at the start of the year	23,450	14,675
Additional provisions recognised	1,855	-
Amounts used / released	(10,865)	(14,041)
Carrying amount at the end of the year	14,440	634

Amounts not expected to be settled within the next 12 months
The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The consolidated entity does not expect all employees to take the full amount of accrued leave or require payment within the next twelve months.

The following amounts reflect leave that is not expected to be taken within the next twelve months:

	Consolidated 2025 $'000	2024 $'000
Employee benefits obligation expected to be settled after twelve months	3,740	5,703

Note 18. Provisions (continued)

Material accounting policies

Provisions
Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within twelve months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Long-term employee benefits
The liability for annual leave and long service leave not expected to be settled within twelve months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Critical accounting judgements, estimates and assumptions

Lease make good
Costs arise from contractual obligations in lease agreements. At the end of the reporting period, an assessment is performed to evaluate the likelihood of site closures and to estimate future costs of the lease make-good liability in accordance with the requirements of AASB 137 *Provisions, Contingent Liabilities and Contingent Assets*. This assessment includes determining the existence of a present obligation, the probability that an outflow will be required, and the reliable estimation of the make-good obligation.

Restructuring
Costs for business restructuring include the estimated costs relating to the closure of a number of locations and consolidation into the Victorian and Queensland distribution centres. To the extent the actual amounts vary from the estimates, the Group may have additional costs in future periods or a reversal of the provision if costs are less than estimated.

Note 19. Borrowings

	Consolidated	
	2025 $'000	2024 $'000
Non-current liabilities		
Secured bank loans	421,500	408,285
Less: unamortised transaction costs capitalised	(2,993)	(2,731)
	418,507	405,554

Refer to note 30 for further information on financial risk management.

Note 19. Borrowings (continued)

Debt Refinancing and Facility Update

In June 2025, Bapcor successfully refinanced $170M of debt facilities originally scheduled to mature in July 2026. The refinancing was executed through the establishment of three new tranches totalling $170M, with staggered maturities in July 2029, July 2030, and July 2031.

Following the completion of this refinancing, Bapcor has total debt facilities of $820M, supported by a syndicate of lenders including ANZ, Westpac, NAB, Citi, SMBC, and MetLife. The facility features a staggered maturity profile across July 2026, July 2027, July 2028, and July 2029.

The temporary increase in facility size by $100M to $820M is to facilitate the repayment of the $100M seven-year tranche upon its maturity in July 2026. Subsequently, the total facility will be reduced to $720M. The revised debt facility comprises the following tranches:

- $100M seven-year tranche (existing), for general corporate purposes - expires July 2026
- $135M four-year tranche (existing), for general corporate purpose - expires July 2027
- $65M four-year tranche (existing), for general corporate purposes - expires July 2028
- $115M five-year tranche (existing), for general corporate purposes - expires July 2028
- $235M five-year tranche (existing), for general corporate purposes - expires July 2029
- $25M four-year tranche (revised), for working capital purpose - expires July 2029
- $110M five-year tranche (revised), for working capital and repayment of seven-year tranche - expires July 2030
- $35M six-year tranche (revised), for repayment of seven-year tranche - expires July 2031

The facility is secured by way of a fixed and floating charge over Bapcor's assets. There were no changes to the debt covenants during the period with the net leverage ratio to be less than 3.0 times EBITDA[1] and the fixed cover charge ratio to be greater than 1.75 times EBITDA[2] (on a pre-AASB 16 *Leases* basis).

(1) Leverage ratio is calculated by dividing net bank debt by pre-AASB16 pro-forma EBITDA adjusted for share based payment expense.
(2) Fixed cover charge ratio is calculated by dividing pre-AASB16 pro-forma EBITDA adjusted for share based payment expense plus rent by rent and interest paid.

Establishment costs incurred during the refinancing are capitalised and amortised over the life of the refinanced tranches (extended periods only) and will be expensed to finance costs as effective interest expense in the statement of comprehensive income. As part of the refinancing process, no pre-existing capitalised borrowing costs were required to be expensed as the refinancing costs incurred relate to the extension periods of the tranche tenor only, and as such the pre-existing capitalised borrowing costs will continue to be amortised as per the original amortisation period identified.

Financing arrangements
Committed facilities at the reporting date are

	Consolidated	
	2025 $'000	2024 $'000
Total facilities		
Bank loans	764,100	689,000
Used at the reporting date		
Bank loans	421,500	408,285
Unused at the reporting date		
Bank loans	342,600	280,715

- Total facilities committed at 30 June was $820.0M (2024: $720.0M). The amount used in the above table is net of $55.9M (2024: $31.0M) ancillary facilities which relate to bank overdraft $50.0M (2024: $25.0M), credit cards $1.1M (2024: $1.1M) and bank guarantees $4.8M (2024: $4.9M).
- Out of the total committed facilities of $820.0M, the $35M six-year tranche will become available for drawdown from 1 June 2026.

Note 19. Borrowings (continued)

Net debt reconciliation

	Consolidated	
	2025 $'000	2024 $'000
Cash and cash equivalents	58,583	71,594
Lease liabilities	(223,705)	(288,608)
Borrowings excluding unamortised transaction costs capitalised	(421,500)	(408,285)
Net debt	(586,622)	(625,299)
Add: Lease liabilities	223,705	288,608
Add: Net derivative financial instruments	(1,919)	(369)
Net bank debt as per debt facility agreement	(364,836)	(337,060)

Material accounting policies

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least twelve months after the reporting date, the loans or borrowings are classified as non-current.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is amortised on a straight-line basis over the term of the facility.

Note 20. Lease liabilities

	Consolidated	
	2025 $'000	2024 $'000
Current liabilities		
Lease liability - Properties	55,292	65,772
Lease liability - Motor vehicles	-	12
	55,292	65,784
Non-current liabilities		
Lease liability - Properties	168,413	222,789
Lease liability - Motor vehicles	-	35
	168,413	222,824
	223,705	288,608

Note 20. Lease liabilities (continued)

Material accounting policies
A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Critical accounting judgements, estimates and assumptions
In determining the lease term, the consolidated entity considers all facts and circumstances that create an economic incentive to exercise an extension option. Extension options have not been included in the lease term unless the lease option is reasonably certain to be exercised. This assessment is reviewed if there is a material event or change in circumstances that is within the Group’s control and affects its ability to exercise (or not to exercise) any option to renew.

Note 21. Derivative financial instruments

	Consolidated	
	2025 $'000	2024 $'000
Current assets		
Forward foreign exchange contracts - cash flow hedges	156	394
Current liabilities		
Forward foreign exchange contracts - cash flow hedges	(2,075)	(763)
	(1,919)	(369)

Refer to Note 30 for further information on financial risk management.

Refer to Note 22 for further information on fair value measurement.

Material accounting policies

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Derivatives are classified as current or non-current depending on the expected period of realisation.

Cash flow hedges
Cash flow hedges are used to cover the consolidated entity's exposure to variability in cash flows that is attributable to particular risks associated with a recognised asset or liability or a firm commitment which could affect profit or loss. The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income through the cash flow hedges reserve in equity, whilst the ineffective portion is recognised in profit or loss. Amounts taken to equity are transferred out of equity and included in the measurement of the hedged transaction when the forecast transaction occurs.

Note 21. Derivative financial instruments (continued)

Cash flow hedges are tested for effectiveness on a regular basis both retrospectively and prospectively to ensure that each hedge is highly effective and continues to be designated as a cash flow hedge. If the forecast transaction is no longer expected to occur, the amounts recognised in equity are transferred to profit or loss.

If the hedging instrument is sold, terminated, expires, exercised without replacement or rollover, or if the hedge becomes ineffective and is no longer a designated hedge, the amounts previously recognised in equity remain in equity until the forecast transaction occurs.

Note 22. Fair value measurement

Fair value hierarchy
The following tables detail the consolidated entity's financial instruments, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is material to the entire fair value measurement, being:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Unobservable inputs for the asset or liability.

Consolidated - 2025	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Assets				
Derivative financial instruments	-	156	-	156
Assets classified as held for sale	-	-	5,080	5,080
Total assets	-	156	5,080	5,236
Liabilities				
Derivative financial instruments	-	2,075	-	2,075
Liabilities classified as held for sale	-	-	2,868	2,868
Total liabilities	-	2,075	2,868	4,943

Consolidated - 2024	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Assets				
Derivative financial instruments	-	394	-	394
Assets held for sale	-	-	28,285	28,285
Total assets	-	394	28,285	28,679
Liabilities				
Derivative financial instruments	-	763	-	763
Liabilities held for sale	-	-	15,008	15,008
Total liabilities	-	763	15,008	15,771

There were no transfers between levels during the financial year.

Derivative financial instruments carried at fair value are forward foreign exchange contracts and floating interest rate to fixed interest rate swaps. These are considered to be Level 2 financial instruments because their measurement is derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Note 22. Fair value measurement (continued)

Assets classified as held for sale are considered to be a Level 3 financial instrument because inputs in valuing this instrument are not based on observable market data. The fair value of this instrument is determined based on an estimated discounted cash flow analysis.

Material accounting policies

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is material to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be material. External valuers are selected based on market knowledge and reputation. Where there is a material change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Note 23. Issued capital

	Consolidated			
	2025 Shares	2024 Shares	2025 $'000	2024 $'000
Ordinary shares	339,412,500	339,412,500	878,652	878,652
Treasury shares	(30,403)	-	(11,494)	(10,930)
	339,382,097	339,412,500	867,158	867,722

Movements in treasury shares

Details	Date	Shares	$'000
Balance	30 June 2024	-	(10,930)
Purchase of treasury shares	01 November 2024	61,091	(291)
Utilisation of treasury shares	01 November 2024	(61,091)	-
Purchase of treasury shares	18 December 2024	22,760	(125)
Utilisation of treasury shares	18 December 2024	(22,760)	-
Purchase of treasury shares	27 June 2025	30,403	(148)
Balance	30 June 2025	30,403	(11,494)

Note 23. Issued capital (continued)

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Treasury shares
The average purchase price of treasury shares during the period was $4.94 (2024: $6.07) per share.

Material accounting policies

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Note 24. Reserves

	Consolidated	
	2025 $'000	2024 $'000
Foreign currency reserve	(5,904)	(9,491)
Cash flow hedge reserve	(1,352)	(258)
Share-based payments reserve	15,328	13,461
	8,072	3,712

Foreign currency reserve
This reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars.

Cash flow hedge reserve
This reserve is used to recognise the effective portion of the gain or loss of cash flow hedge instruments that is determined to be an effective hedge.

Share-based payments reserve
This reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Note 24. Reserves (continued)

Movements in reserves
Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Foreign currency reserve $'000	Cash flow hedge reserve $'000	Share-based payments reserve $'000	Total $'000
Balance at 1 July 2023	(9,816)	2,232	12,042	4,458
Revaluation	-	(3,507)	-	(3,507)
Deferred tax	-	1,013	180	1,193
Share-based payment expense	-	-	1,237	1,237
Foreign currency translation	326	5	-	331
Balance at 30 June 2024	(9,490)	(257)	13,459	3,712
Revaluation	-	(1,551)	-	(1,551)
Deferred tax	-	456	192	648
Share-based payment expense	-	-	1,676	1,676
Foreign currency translation	3,587	-	-	3,587
Balance at 30 June 2025	(5,903)	(1,352)	15,327	8,072

Note 25. (Accumulated losses) / Retained earnings

	Consolidated 2025 $'000	Consolidated 2024 $'000
(Accumulated losses)/retained earnings at the beginning of the financial year	(3,467)	251,665
Prior period adjustment (note 3)	-	(18,454)
(Accumulated losses)/retained earnings at the beginning of the financial year - restated	(3,467)	233,211
Profit/(loss) after income tax (expense)/benefit for the year	28,139	(165,401)
Dividends paid (note 27)	(45,820)	(71,277)
Accumulated losses at the end of the financial year	(21,148)	(3,467)

Note 26. Non-controlling interest

Investment in Car Bits Asia, Thailand

	Consolidated 2025 $'000	Consolidated 2024 $'000
Opening balance	828	1,010
Non-controlling interest profit /(loss) for the financial year	86	(316)
Foreign currency translation	238	134
Divestment of non-controlling interest[1]	619	-
Closing balance	1,771	828

In March 2018, the consolidated group entered into a tri-party joint venture in Thailand of the incorporated entity Car Bits Asia Co. Ltd for the purposes of opening Burson stores in Thailand. The consolidated group currently holds 57.8% of the shares and is considered to have effective control.

(1) Divestment of non-controlling interest relates to disposal of Investment in FiiViQ Pty Ltd ('FiiViQ')

Note 27. Dividends

Dividends
Dividends paid during the financial year were as follows:

	Consolidated 2025 $'000	Consolidated 2024 $'000
Final dividend for the year ended 30 June 2024 of 5.5 cents (2023: 11.5 cents) per ordinary share	18,667	39,032
Interim dividend for the year ended 30 June 2025 of 8.0 cents (2024: 9.5 cents) per ordinary share	27,153	32,245
	45,820	71,277

The Board has declared a final dividend in respect of FY25 of 5.5 cents per share, fully franked. The final dividend will be paid on 25 September 2025 to shareholders registered on 5 September 2025.

The final dividend takes the total dividends declared in relation to FY25 to 13.5 cents per share, fully franked. Dividends paid and declared in relation to FY25 represent 57.0% of pro-forma net profit after tax.

Franking credits

	Consolidated 2025 $'000	Consolidated 2024 $'000
Franking credits available for subsequent financial years based on a tax rate of 30%	94,202	127,444

Note 27. Dividends (continued)

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:
- franking debits that will arise from the refund of the amount of the income tax receivable at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

Material accounting policies

Dividends are recognised when declared during the financial year.

Note 28. Earnings per share

	Consolidated	
	2025 $'000	2024 Restated $'000
Profit/(loss) after income tax	28,225	(165,717)
Non-controlling interest	(86)	316
Profit/(loss) after income tax attributable to the owners of Bapcor Limited	28,139	(165,401)
	Cents	**Cents**
Basic earnings per share	8.29	(48.73)
Diluted earnings per share	8.21	(48.28)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	339,412,250	339,412,500
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares	3,261,587	3,209,673
Weighted average number of ordinary shares used in calculating diluted earnings per share	342,673,837	342,622,173

Material accounting policies

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Bapcor Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year and excluding treasury shares.

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Note 29. Reconciliation of profit/(loss) after income tax to net cash from operating activities

	Consolidated 2025 $'000	2024 $'000
Profit/(loss) after income tax (expense)/benefit for the year	28,225	(165,717)
Adjustments for:		
Depreciation and amortisation	94,827	94,467
Impairment of investments	-	3,500
Impairment of assets	13,709	-
Impairment of Retail CGU	-	208,600
Impairment of IT projects	-	4,831
Impairment of right-of-use assets for restructuring: network rationalisation	-	20,087
Net loss on disposal of property, plant and equipment and computer software	5,397	1,255
Share of profit - associates	(1,097)	(1,101)
Amortisation of capitalised borrowing costs	775	1,005
Non-cash share-based payment expense	1,677	1,237
Net loss on divestment of businesses	4,777	-
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	6,965	40,999
(Increase)/decrease in inventories	(16,356)	(19,423)
(Increase)/decrease in deferred tax assets	12,563	(36,008)
(Increase)/decrease in Income tax receivable	(14,504)	3,629
Increase/(decrease) in trade and other payables	24,510	(36,676)
Decrease in other provisions	(25,338)	(25,137)
Increase in assets classified as available for sale	8,274	28,285
Decrease in liabilities classified as available for sale	(10,778)	(15,008)
Net cash inflow from operating activities	133,626	108,825

Material accounting policies

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an immaterial risk of changes in value.

Note 30. Financial risk management

Financial risk management objectives

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses derivative financial instruments such as forward foreign exchange contracts to hedge certain risk exposures. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Financial risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. Finance identifies, evaluates and manages financial risks within the consolidated entity's operating units. Finance reports to the Board on a monthly basis.

Note 30. Financial risk management (continued)

The consolidated entity holds the following financial instruments:

	Consolidated 2025 $'000	Consolidated 2024 Restated $'000
Financial assets		
Cash and cash equivalents	58,583	71,594
Trade and other receivables[1]	171,796	183,230
Derivative financial instruments	156	394
Total financial assets	230,535	255,218
Financial liabilities		
Trade and other payables	263,663	239,152
Derivative financial instruments	2,075	763
Borrowings[2]	421,500	408,285
Lease liabilities	223,705	288,608
Total financial liabilities	910,943	936,808

(1) Trade and other receivables in the table excludes prepayments which are not classified as financial instruments.

(2) Borrowings excludes any unamortised transaction costs capitalised.

Market risk

Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations, primarily with respect to the United States dollar and the New Zealand dollar.

Foreign exchange risk arises from future commercial transactions, primarily the purchase of inventory for sales, recognised financial assets and financial liabilities and net investments in foreign operations.

In order to protect against exchange rate movements, the consolidated entity has entered into forward foreign exchange contracts. These contracts are hedging highly probable forecasted cash flows for the ensuing financial year. Management has a risk management policy to hedge between 25% and 100% of anticipated foreign currency transactions for the subsequent twelve months.

The following table demonstrates the sensitivity to a change in the Australian dollar against other currencies, with all other variables held constant. The impact on profit before tax is due to changes in the fair value of monetary assets and liabilities. The pre-tax impact on equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges as well as foreign currency loans designated as net investment hedges.

	AUD strengthened			AUD weakened		
Consolidated - 2025	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Derivative financial instruments	1%	-	196	(1%)	-	(687)
Other financial assets	1%	(166)	-	(1%)	649	-
Other financial liabilities	1%	294	-	(1%)	(301)	-
		128	196		348	(687)

Note 30. Financial risk management (continued)

Consolidated - 2024	AUD strengthened % change	Effect on profit before tax	Effect on equity	AUD weakened % change	Effect on profit before tax	Effect on equity
Derivative financial instruments	1%	-	664	(1%)	-	(830)
Other financial assets	1%	(346)	-	(1%)	525	-
Other financial liabilities	1%	422	-	(1%)	(430)	-
		76	664		95	(830)

Price risk
The consolidated entity is not exposed to any material price risk.

Interest rate risk
The consolidated entity's main interest rate risk arises from long-term borrowings. The interest rate and term for bank borrowings is determined at the date of each drawdown.

Borrowings obtained at variable rates expose the consolidated entity to cash flow interest rate risk. The consolidated entity, from time to time, enters into interest rate swap contracts under which it receives interest at variable rates and pays interest at fixed rates to manage the risk of adverse fluctuations in the floating interest rate on its borrowings. The consolidated entity continued to hold interest rate swap contracts acquired during the year ended 30 June 2025.

As at the reporting date, the consolidated entity had the following fixed and variable rate borrowings outstanding:

Consolidated	2025 Weighted average interest rate %	2025 Balance $'000	2024 Weighted average interest rate %	2024 Balance $'000
Borrowings (fixed)	3.77%	100,000	3.77%	100,000
Borrowings (variable)	5.67%	321,500	5.56%	305,554
Net exposure to cash flow interest rate risk		421,500		405,554

As at 30 June, if the weighted average interest rate of the variable bank borrowings component had changed by a factor of + / - 10%, interest expense would increase / decrease by $1,823,485 (2024: $1,705,301).

During FY25, the consolidated entity had interest rate swaps to hedge against risk of intertest rate increases on the variable borrowings. The total notional value of these interest rate swaps was $115M, which mature beyond 12 months from the 30 June 2025 reporting date.

Note 30. Financial risk management (continued)

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. Credit risk is managed in the following ways:

1) The consolidated entity has a strict code of credit for all customers, including obtaining agency credit information, confirming references and setting appropriate credit limits.
2) Derivative counterparties and cash transactions are limited to high quality independently rated financial institutions with a minimum credit rating of 'A'.
3) Concentrations of credit risk are minimised by undertaking transactions with a large number of customers.
4) In some instances the consolidated entity holds collateral over its trade receivables and loans in the form of personal guarantees and charges under the Personal Property Securities Register.

The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and note 8. No trade receivables have an external credit rating, and management classify trade receivables on aging profiles.

As well as identifying specific expected credit losses, the consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses on the remaining trade receivable balances through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than one year.

Liquidity risk
Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Financing arrangements
Unused borrowing facilities at the reporting date:

	Consolidated	
	2025	**2024**
	$'000	**$'000**
Bank loans	342,600	280,715

(1) Total facilities at 30 June was $820M (2024: $720M). The amount used to determine the unused amount used in the above table is net of $55.9M (2024: $31.0M) ancillary facilities which relate to bank overdraft $50.0M (2024: $25.0M), credit cards $1.1M (2024: $1.1M) and bank guarantees $4.8M (2024: $4.9M).

Note 30. Financial risk management (continued)

Remaining contractual maturities
The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2025	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Trade and other payables	263,663	-	-	-	263,663
Borrowings[1]	124,066	142,720	192,588	33,000	492,374
Lease liabilities	67,902	51,837	89,040	79,019	287,798
Total non-derivatives	455,631	194,557	281,628	112,019	1,043,835
Derivatives					
Interest rate swaps	-	-	510	-	510
Forward foreign exchange contracts	1,565	-	-	-	1,565
Total derivatives	1,565	-	510	-	2,075

Consolidated - 2024 Restated	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Trade and other payables	239,152	-	-	-	239,152
Borrowings[1]	22,704	155,705	308,603	-	487,012
Lease liabilities	69,064	62,717	101,284	189,947	423,012
Total non-derivatives	330,920	218,422	409,887	189,947	1,149,176
Derivatives					
Forward foreign exchange contracts	763	-	-	-	763
Total derivatives	763	-	-	-	763

(1) Borrowings contractual cash flows include an interest component based on the drawn/undrawn ratio and interest rate applicable as at reporting date until maturity of the loan facility.

Fair value of financial instruments
The fair value of financial assets and liabilities disclosed in the statement of financial position do not differ materially from their carrying values.

Capital risk management
The consolidated entity's policy is to maintain a capital structure for the business which ensures sufficient liquidity and support for business operations, maintains shareholder and market confidence, provides strong stakeholder returns, and positions the business for future growth. In assessing capital management both equity and debt instruments are taken into consideration.

The ongoing maintenance of this policy is characterised by:

- ongoing cash flow forecast analysis and detailed budgeting processes which, combined with continual development of banking relationships, is directed at providing a sound financial positioning for the consolidated entity's operations and financial management activities; and
- a capital structure that provides adequate funding for potential acquisition and investment strategies, building future growth in shareholder value. The loan facility can be partly used to fund material investments as part of this growth strategy.

Note 30. Financial risk management (continued)

The consolidated entity is not subject to externally imposed capital requirements, other than contractual banking covenants[1] and obligations. All bank lending requirements have been complied with during the year and at the date of this report, which include the following covenants:

- Net leverage ratio not exceeding 3.00:1 (Net Debt : EBITDA); and
- Fixed charge cover ratio not below 1.75:1 (EBITDA plus Rent : Net Total Cash Interest plus Rent)

(1) Banking covenants calculations exclude the impacts of AASB 16 Leases and are based on proforma results.

Note 31. Related party transactions

Parent entity
Bapcor Limited is the parent entity. Refer to note 34 for supplementary information about the parent entity including internal dividends received.

Subsidiaries
Interests in subsidiaries are set out in note 35.

Key management personnel
Disclosures relating to key management personnel are set out in Note 36 and the remuneration report included in the directors' report.

Note 32. Business combinations

Current financial year acquisitions
The consolidated entity acquired the Motor Spares business for a total consideration of $0.8M.

Prior financial year acquisitions
The consolidated entity acquired the following businesses for a total consideration of $2.1M:

- Autobarn Nowra
- ATI Parts
- North Brisbane Truck Spares

Material accounting policies

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition-date. On an acquisition-by-acquisition basis, any non-controlling interest in the acquiree is recognised either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred and the amount of any non-controlling interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Note 32. Business combinations (continued)

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

Note 33. Deed of cross guarantee

The following entities are party to a deed of cross guarantee entered into in August 2020 under which each company guarantees the debts of the others. The companies below represent a 'Closed Group' for the purposes of the class order outlined below.

Bapcor Limited
Bapcor Finance Pty Ltd
Bapcor Services Pty Ltd
Bapcor Logistics Services Pty Ltd
Bapcor International Pty Ltd
Burson Automotive Pty Ltd
Car Bitz & Accessories Pty Ltd
Aftermarket Network Australia Pty Ltd
Bapcor Retail Pty Ltd
Midas Australia Pty Ltd
Specialist Wholesalers Pty Ltd
ACN 089 558 878 Pty Ltd*
Baxters Pty Ltd
AADi Australia Pty Ltd
Diesel Distributors Australia Pty Ltd
Ryde Batteries (Wholesale) Pty Ltd
Federal Batteries Qld Pty Ltd
Premier Auto Trade Pty Ltd
JAS Oceania Pty Ltd
Australian Automotive Electrical Wholesale Pty Ltd
Low Voltage Pty Ltd
Don Kyatt Spare Parts (QLD) Pty Ltd
He Knows Truck Parts Pty Ltd
I Know Parts and Wrecking Pty Ltd
Commercial Parts Pty Ltd
Commercial Spares Pty Ltd
Bapcor Australia Pty Ltd
Blacktown Auto Engineers Pty Ltd

*Name changed during the year. Formerly known as "MTQ Engine Systems (Aust) Pty Ltd".

By entering into the deed, the wholly-owned entities have been relieved from the requirement to prepare financial statements and directors' report under Corporations Instrument 2016/785 issued by the Australian Securities and Investments Commission.

Note 33. Deed of cross guarantee (continued)

Set out below is a consolidated statement of comprehensive income and statement of financial position of the Closed Group.

Statement of comprehensive income	**2025 $'000**	**2024 Restated $'000**
Revenue	1,794,392	1,850,362
Share of profits of associates accounted for using the equity method	1,097	1,101
Other income	456	1,126
Other expenses	(1,775,201)	(2,048,737)
Profit/(loss) before income tax (expense)/benefit	20,744	(196,148)
Income tax (expense)/benefit	(7,149)	13,037
Profit/(loss) after income tax (expense)/benefit	13,595	(183,111)
Other comprehensive income		
	2,492	(2,164)
Other comprehensive income for the year, net of tax	2,492	(2,164)
Total comprehensive income for the year	16,087	(185,275)

Equity - accumulated losses	**2025 $'000**	**2024 Restated $'000**
(Accumulated losses)/retained earnings at the beginning of the financial year	(114,673)	139,715
Profit/(loss) after income tax (expense)/benefit	13,595	(183,111)
Dividends paid	(45,820)	(71,277)
Accumulated losses at the end of the financial year	(146,898)	(114,673)

Note 33. Deed of cross guarantee (continued)

Statement of financial position	**2025 $'000**	**2024 Restated $'000**
Current assets		
Cash and cash equivalents	46,246	55,207
Trade and other receivables	174,629	178,941
Inventories	498,553	481,727
Derivative financial instruments	156	295
Income tax receivable	7,369	13,438
Other	5,080	13,924
	732,033	743,532
Non-current assets		
Right-of-use assets	170,313	242,872
Property, plant and equipment	104,449	103,901
Intangibles	482,783	471,379
Deferred tax	9,692	19,539
Other	345,606	344,895
	1,112,843	1,182,586
Total assets	1,844,876	1,926,118
Current liabilities		
Trade and other payables	244,313	227,954
Provisions	39,754	64,201
Lease liabilities	51,014	62,033
Derivative financial instruments	1,632	666
	336,713	354,854
Non-current liabilities		
Provisions	17,282	17,022
Borrowings	418,507	405,269
Lease liabilities	158,792	207,542
	594,581	629,833
Total liabilities	931,294	984,687
Net assets	913,582	941,431
Equity		
Issued capital	867,158	867,722
Reserves	193,322	188,382
Accumulated losses	(146,898)	(114,673)
Total equity	913,582	941,431

Note 34. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of comprehensive income

	Parent	
	2025 $'000	2024 Restated $'000
Loss after income tax	(38,287)	(32,047)
Internal dividend income	287,192	40,634
Total comprehensive income	248,905	8,587

Statement of financial position

	Parent	
	2025 $'000	2024 Restated $'000
Total current assets	-	-
Total assets	1,041,822	836,848
Total current liabilities	-	-
Total liabilities	-	-
Equity		
Issued capital	867,158	867,724
Other reserves	15,916	13,460
Retained earnings	158,748	(44,336)
	1,041,822	836,848

Note 35. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policies of the consolidated entity:

Name	Principal place of business / Country of incorporation	Ownership interest 2025 %	Ownership interest 2024 %
Bapcor Finance Pty Ltd	Australia	100.0%	100.0%
FiiViQ Pty Ltd	Australia	-	50.5%
Bapcor Services Pty Ltd	Australia	100.0%	100.0%
Bapcor Logistics Services Pty Ltd	Australia	100.0%	100.0%
Bapcor International Pty Ltd	Australia	100.0%	100.0%
Bapcor Asia Pte Ltd	Singapore	100.0%	100.0%
Car Bits Asia Co. Ltd	Thailand	57.8%	57.8%
Burson Automotive Pty Ltd	Australia	100.0%	100.0%
Blacktown Auto Engineers Pty Ltd	Australia	100.0%	100.0%
Car Bitz & Accessories Pty Ltd	Australia	100.0%	100.0%
Aftermarket Network Australia Pty Ltd	Australia	100.0%	100.0%
Bapcor Retail Pty Ltd	Australia	100.0%	100.0%
Midas Australia Pty Ltd	Australia	100.0%	100.0%
Specialist Wholesalers Pty Ltd	Australia	100.0%	100.0%
ACN 089 558 878 PTY LTD *[1]	Australia	100.0%	100.0%
Baxters Pty Ltd	Australia	100.0%	100.0%
AADi Australia Pty Ltd	Australia	100.0%	100.0%
A&F Drive Shaft Repair Queensland Pty Ltd[1]	Australia	100.0%	100.0%
Diesel Distributors Australia Pty Ltd	Australia	100.0%	100.0%
Ryde Batteries (Wholesale) Pty Ltd	Australia	100.0%	100.0%
Federal Batteries Qld Pty Ltd	Australia	100.0%	100.0%
Premier Auto Trade Pty Ltd	Australia	100.0%	100.0%
JAS Oceania Pty Ltd	Australia	100.0%	100.0%
Australian Automotive Electrical Wholesale Pty Ltd	Australia	100.0%	100.0%
Low Voltage Pty Ltd	Australia	100.0%	100.0%
Don Kyatt Spare Parts (Qld) Pty Ltd	Australia	100.0%	100.0%
He Knows Truck Parts Pty Ltd	Australia	100.0%	100.0%
I Know Parts and Wrecking Pty Ltd	Australia	100.0%	100.0%
Commercial Spares Pty Ltd	Australia	100.0%	100.0%
Commercial Parts Pty Ltd	Australia	100.0%	100.0%
Bapcor New Zealand Ltd	New Zealand	100.0%	100.0%
Bapcor Automotive Ltd	New Zealand	100.0%	100.0%
Brake & Transmission NZ Ltd	New Zealand	100.0%	100.0%
Diesel Distributors Ltd	New Zealand	100.0%	100.0%
Bapcor Services New Zealand Ltd	New Zealand	100.0%	100.0%
HCB Technologies Ltd	New Zealand	100.0%	100.0%
Renouf Corporation International[1]	United States	100.0%	100.0%
Benequity Properties, LLC[1]	United States	100.0%	100.0%
Bapcor Australia Pty Ltd[1]	Australia	100.0%	100.0%
Precision Equipment New Zealand	New Zealand	100.0%	100.0%
Hellaby Resource Services Ltd[1]	New Zealand	100.0%	100.0%
HDRJ Holdings Pty Ltd	Australia	100.0%	100.0%

* Name changed during the year. Formerly known as "MTQ Engine Systems (Aust) Pty Ltd".

(1) These subsidiaries are non-trading.

Note 36. Related party transactions - key management personnel disclosures

Compensation

	Consolidated 2025 $	Consolidated 2024 $
Short-term employee benefits	3,561	3,994
Post-employment benefits	214	199
Long-term benefits	126	98
Share-based payments	1,077	321
	4,978	4,612

Refer to the audited Remuneration Report within the Directors' Report for further details on key management personnel compensation. There are no other transactions with key management personnel.

Note 37. Share-based payments

The Long Term Incentive ('LTI') plan is intended to assist in the motivation, retention and reward of nominated senior executives. The LTI is a payment contingent on a three year performance period and the payments are rights to acquire shares ('Performance Rights'). Refer to the audited Remuneration Report within the Directors' Report for further information on the LTI.

In relation to the FY25 year an offer to participate in the LTI was made to eleven of Bapcor's senior executives. These allocated Performance Rights have a performance period that ends on 30 June 2027 at which time the performance hurdles are tested.

A summary of the terms for the Performance Rights granted in the current financial half-year are set out in the following table:

Grant date	16/10/2024	
Performance hurdle	ROIC	TSR
Performance period	01/07/2024 to 30/06/2027	
Test date	30/06/2027	
Expiry date	30/10/2039	
Quantity granted	1,854,450	
Exercise price	Nil	
Fair value at grant date	$4.35	$2.43
Other conditions	Restriction on sale to 30/06/2028	
Share price on valuation date (1)	$5.08	
Volatility	33.54%	
Dividend yield	2.95%	
Risk free rate	3.80%	

(1) The fair value represents the value used to calculate the accounting expense as required by accounting standards.

Note 37. Share-based payments (continued)

Relative total shareholder return ('TSR') hurdle

Fifty per cent of the Performance Rights granted to a participant will vest subject to a TSR performance hurdle that assesses performance by measuring capital growth in the share price together with income returned to shareholders, measured over the performance period against a Comparator Group of companies (being the S&P/ASX 200 index less Financials and Mining as at 30 June 2024). The Performance Rights will vest by reference to Bapcor's TSR performance ranking against this Comparator Group of companies, as follows:

Bapcor's TSR relative to the Comparator Group	Percentage of TSR Rights vesting
Less than 50th percentile	Nil
Equal to 50th percentile	50%
Greater than 50th percentile and less than 87.5th percentile	Pro-rata straight-line vesting
Equal to or greater than 87.5th percentile	100%

Return on Invested Capital ('ROIC')

Fifty per cent of the Performance Rights granted to a participant will vest by reference to ROIC measured over FY27. The percentage of Performance Rights that will vest based on the ROIC over FY27 is as follows:

Bapcor's ROIC	Percentage of ROIC Rights Vesting
Less than 10.2%	Nil
Between 10.2% and max 12.2%	Pro-rata straight-line vesting
At or above max of 12.2%	100%

If the vesting conditions are met, the Performance Rights are converted into fully paid ordinary shares of the Company at the election of the Participant. As per the Bapcor Employee Equity Plan, the expiry date is during 2039 (12 years subsequent to the closing date), however the Performance Rights lapse if vesting condition are not met.

Shares will be subject to a restriction on sale for twelve months from vesting of the Performance Rights.

Set out below are summaries of Performance Rights granted under the LTIP:

2025

Grant date	Vesting date	Exercise price	Balance at the start of the year	Granted	Vested/ Exercised	Expired/ forfeited/ other	Balance at the end of the year
29/03/2022	30/06/2024	$0.00	27,040	-	-	(27,040)	-
12/10/2022	30/06/2025	$0.00	237,372	-	-	(237,372)	-
19/10/2022	30/06/2025	$0.00	184,297	-	-	(184,297)	-
08/03/2023	30/06/2025	$0.00	1,338,142	-	-	(1,338,142)	-
17/10/2023	30/06/2025	$0.00	139,226	-	-	(139,226)	-
27/10/2023	30/06/2025	$0.00	156,268	-	-	(156,268)	-
03/11/2023	30/06/2025	$0.00	889,763	-	-	(247,078)	642,685
16/10/2024	30/06/2027	$0.00	-	1,854,448	-	(256,350)	1,598,098
			2,972,108	1,854,448	-	(2,585,773)	2,240,783

Note 37. Share-based payments (continued)

2024

Grant date	Vesting date	Exercise price	Balance at the start of the year	Granted	Vested/ Exercised	Expired/ forfeited/ other	Balance at the end of the year
30/08/2021	30/06/2024	$0.00	186,782	-	-	(186,782)	-
29/03/2022	30/06/2024	$0.00	27,040	-	-	-	27,040
12/10/2022	30/06/2025	$0.00	343,427	-	-	(106,055)	237,372
19/10/2022	30/06/2025	$0.00	184,297	-	-	-	184,297
08/03/2023	30/06/2025	$0.00	1,716,516	-	-	(378,374)	1,338,142
17/10/2023	30/06/2025	$0.00	-	150,234	-	(11,008)	139,226
27/10/2023	30/06/2025	$0.00	-	156,268	-	-	156,268
03/11/2023	30/06/2026	$0.00	-	1,054,627	-	(164,864)	889,763
			2,458,062	1,361,129	-	(847,083)	2,972,108

The weighted average exercise price for the Performance Rights exercised in the current financial year was nil. (2024: nil).

The weighted average contractual lives are 1.00 year (2024: 1.00 year).

The share-based payment transactions relating to the LTI during the year as part of employee benefits in the profit & loss was an expense of $1,677,000 (2024: expense of $1,237,000).

Note: The numbers in the disclosures above include amounts relating to employees that are not key management personnel and therefore differ to those presented in the audited Remuneration Report within the Directors' Report.

Material accounting policies

Share-based compensation benefits are provided to employees via the Long-Term Incentive ('LTI') plan. The fair value of performance rights granted under the LTI is recognised as an employee benefit expense over the period during which the employees become unconditionally entitled to the rights and options with a corresponding increase in equity.

The total amount to be expensed is determined by reference to the fair value of the rights and options granted, which includes any market performance conditions and the impact of any non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest which are revised at the end of each reporting period. The impact of the revision to original estimates, if any, is recognised in profit or loss, with a corresponding adjustment to equity.

The fair value is measured at grant date and the expense recognised over the life of the plan. The fair value is independently determined using a Black-Scholes or similar option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

Critical accounting judgements, estimates and assumptions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Note 38. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by PricewaterhouseCoopers, the auditor of the company:

	Consolidated 2025 $	Consolidated 2024 $
Audit services - PricewaterhouseCoopers		
Audit or review of the financial statements	931,874	822,975
Other assurance services	40,000	4,800
	971,874	827,775

Note 39. Commitments and contingent liabilities

Commitments

	Consolidated 2025 $'000	Consolidated 2024 $'000
Commitments		
Committed at the reporting date but not recognised as liabilities, payable:		
Guarantees in relation to leases	4,070	654

Contingent liabilities

The companies in the Group are recipients of, or defendants in, certain claims, proceedings and/or complaints made, commenced or threatened. For all matters that have not been provided for in the results of the Group, in the opinion of the Directors, all such matters are of such a kind, or involve such amounts, that they are not anticipated to have a material effect on the financial position of the Group or are at a stage which does not support a reasonable evaluation of the likely outcome of the matter.

Note 40. Events after the reporting period

Board changes

On 23 July 2025, Mark Bernhard, Brad Soller and James Todd resigned from their positions as Non-Executive Directors on the Bapcor Board. These resignations present an opportunity to accelerate the refresh of the Bapcor Board that was already underway. The resignations prompted changes to Bapcor’s Board Committees:

- Mark Powell was appointed as Chair of the Audit and Risk Committee.
- Kate Spargo and Jacqueline Korhonen were appointed as members of the Audit and Risk Committee.
- Jacqueline Korhonen was appointed as a member of the Nomination Committee.

FY25 final dividend

On 29 August 2025, the Board declared a final dividend in respect of FY25 of 5.5 cents per share, fully franked. The final dividend will be paid on 25 September 2025 to shareholders registered on 5 September 2025.

Bapcor Limited
Consolidated entity disclosure statement
As at 30 June 2025

Type of entity	Type of entity	2025 % of share capital	Country of incorporation	Australian resident or foreign resident	Country of tax residence
Bapcor Limited	Body corporate	Parent	Australia	Australia	Australia
Bapcor Finance Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Bapcor Services Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Bapcor Logistics Services Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Bapcor International Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Bapcor Asia Pte Ltd	Body corporate	100%	Singapore	Foreign	Singapore
Car Bits Asia Co. Ltd[1]	Body corporate	57.8%	Thailand	Foreign	Thailand
Burson Automotive Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Blacktown Auto Engineers Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Car Bitz & Accessories Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Aftermarket Network Australia Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Bapcor Retail Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Midas Australia Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Specialist Wholesalers Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Baxters Pty Ltd	Body corporate	100%	Australia	Australia	Australia
AADi Australia Pty Ltd	Body corporate	100%	Australia	Australia	Australia
A&F Drive Shaft Repair Queensland Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Diesel Distributors Australia Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Ryde Batteries (Wholesale) Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Federal Batteries Qld Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Premier Auto Trade Pty Ltd	Body corporate	100%	Australia	Australia	Australia
JAS Oceania Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Australian Automotive Electrical Wholesale Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Low Voltage Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Don Kyatt Spare Parts (Qld) Pty Ltd	Body corporate	100%	Australia	Australia	Australia
He Knows Truck Parts Pty Ltd	Body corporate	100%	Australia	Australia	Australia
I Know Parts and Wrecking Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Commercial Spares Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Commercial Parts Pty Ltd	Body corporate	100%	Australia	Australia	Australia
HDRJ Holdings Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Bapcor New Zealand Ltd	Body corporate	100%	New Zealand	Foreign	New Zealand
Bapcor Automotive Ltd	Body corporate	100%	New Zealand	Foreign	New Zealand
Brake & Transmission NZ Ltd	Body corporate	100%	New Zealand	Foreign	New Zealand
Diesel Distributors Ltd	Body corporate	100%	New Zealand	Foreign	New Zealand
Bapcor Services New Zealand Ltd	Body corporate	100%	New Zealand	Foreign	New Zealand
HCB Technologies Ltd	Body corporate	100%	New Zealand	Foreign	New Zealand
Renouf Corporation International[2]	Body corporate	100%	United States	Foreign	United States
Benequity Properties, LLC[2]	Body corporate	100%	United States	Foreign	United States
Bapcor Australia Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Precision Equipment New Zealand Ltd	Body corporate	100%	New Zealand	Foreign	New Zealand
Hellaby Resource Services Ltd	Body corporate	100%	New Zealand	Foreign	New Zealand
ACN 089 558 878 PTY LTD[3]	Body corporate	100%	Australia	Australia	Australia

(1) Joint venture which is consolidated in the financial statements
(2) Dormant entities intended for liquidation
(3) Name changed during the year. Formerly known as "MTQ Engine Systems (Aust) Pty Ltd"

Basis of preparation

The consolidated entity disclosure statement has been prepared in accordance with subsection 295(3A)(a) of the Corporations Act 2001. The entities listed in the statement are Bapcor Limited and all the entities it controls in accordance with AASB 10 Consolidated Financial Statements.

The percentage of share capital disclosed for bodies corporate included in the statement represents the voting interest controlled by Bapcor Limited either directly or indirectly.

Bapcor Limited
Directors' declaration
30 June 2025

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2025 and of its performance for the financial year ended on that date;

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

- at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 33 to the financial statements; and

- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Angus McKay
Executive Chair and Chief Executive Officer

29 August 2025
Melbourne

Independent auditor's report

To the members of Bapcor Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of Bapcor Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

a. giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year then ended

b. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The financial report comprises:

- the consolidated statement of financial position as at 30 June 2025
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information
- the consolidated entity disclosure statement as at 30 June 2025
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.

Audit Scope

Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.

In establishing the overall approach to the group audit, we determined the type of work that needed to be performed by us, as the group auditor

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit and Risk Committee.

Key audit matter	*How our audit addressed the key audit matter*
Carrying value of goodwill and intangible assets (Refer to note 15) At 30 June 2025, the Group has recognised goodwill and intangible assets. At least annually, an impairment test is performed by the Group. The Group identified the Cash Generating Units (CGUs) as Trade, Specialist Wholesale and New Zealand, for the impairment assessment of goodwill. The Group performed an impairment assessment for each CGU, by preparing a value-in-use financial model to determine if the carrying value of the assets for each CGU is supported. We considered this a key matter given the financial significance of the balance and significant level of judgement and estimate involved in determining the recoverable amount of the CGUs.	Our audit procedures included the following, amongst others: • Assessing whether the allocation of the Group's goodwill into CGUs was consistent with our knowledge of the Group's operations and internal Group reporting. • Assessing whether the grouping of CGUs appropriately included the assets, liabilities and cash flows directly attributable to each CGU. • Assessing the Group's historical ability to forecast cash flows with reference to relevant budgets and historical results for the past 3 years. • Assessing significant assumptions within the models for reasonableness with reference to latest FY26 budgets and external market data where possible. • Evaluating the appropriateness of the discount rates and long-term growth rate assumptions in the model, with the assistance of PwC Valuation experts, by comparing them to market observable inputs. • Considering the sensitivity of the models by varying key assumptions, including, amongst others, the long-term growth rates and discount rates. • Tested the mathematical accuracy of the impairment models calculations. • Evaluating the reasonableness of disclosures in the financial report in light of the requirements of Australian Accounting Standards.

Key audit matter	*How our audit addressed the key audit matter*
Consolidation **(Refer to Note 1)** The Group has four segments and there is a significant volume and magnitude of transactions between these segments. In the preparation of consolidated financial statements intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated on consolidation. This was a key audit matter due to the complexity of the consolidation adjustments and the extent of auditor effort in performing procedures and evaluating audit evidence related to intercompany balances, the associated consolidations adjustments and evaluating the reasonableness of the relevant disclosures.	Our procedures included the following, amongst others: • Obtaining an understanding of the Group's process of consolidating financial data of subsidiaries, including the elimination of intercompany balances and transactions. • Obtaining the Group consolidation workings and assessing the completeness of elimination and consolidation entries. • Testing the Group calculation of unrealised gains on transactions and agreeing a sample of significant inputs to supporting evidence. • Evaluating the reasonableness of disclosures in light of the requirements of Australian Accounting Standards.
Carrying value of right-of-use assets and property, plant and equipment for stores (Refer to Note 8) During the year impairment indicators were identified for a number of stores. An impairment to right of use assets and property, plant and equipment was recognised. This was a key audit matter given the magnitude of the impairment charge, as well as the judgements involved in the assumptions applied by the Group in estimating future cash flows.	Our procedures included the following, amongst others: • Obtaining the Group's assessment of indicators of impairment for store assets and evaluating the appropriateness of the assessment. For the stores where an impairment indicator was identified: • Assessing the significant forecast cash flow assumptions for the recoverable amount assessment for appropriateness with reference to budgets or prior year cash flows. • Testing the mathematical accuracy of the recoverable amount assessment and the comparison to the carrying value for the store assets. • Testing the mathematical accuracy of impairment allocation to carrying value of property, plant and equipment and right of use assets for each of the store CGU. • Evaluating the reasonableness of the disclosures in the financial report in light of the requirements of Australian Accounting Standards.

Key audit matter	*How our audit addressed the key audit matter*
Carrying value of inventory (Refer to note 11) At 30 June 2025, the Group recorded a provision for slow-moving inventory. The provision is calculated by considering the recent sales experience and other factors that affect inventory obsolescence. We considered this to be a key audit matter because of judgement required by the Group in determining the methodology used to calculate the net realisable value of inventory and the potentially material impact that changes in the provision could have on the financial report.	Our audit procedures included the following, amongst others: • Considering whether all the relevant inventory balances were included in the inventory provision calculation. • Obtaining the Group's inventory provision assessments and evaluating the appropriateness of the methodology used, in light of the requirements of Australian Accounting Standards. • Agreeing a sample of significant inputs to supporting evidence. • Evaluating the reasonableness of disclosures in light of the requirements of Australian Accounting Standards.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2025, but does not include the financial report and our auditor's report thereon. Prior to the date of this auditor's report, the other information we obtained included the Director's report. We expect the remaining other information to be made available to us after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and we do not and will not express an opinion or any form of assurance conclusion thereon through our opinion on the financial report. We have issued a separate opinion on the remuneration report.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other information not yet received, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action to take.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report in accordance with Australian Accounting Standards and the *Corporations Act 2001*, including giving a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://auasb.gov.au/media/bwvjcgre/ar1_2024.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2025.

In our opinion, the remuneration report of Bapcor Limited for the year ended 30 June 2025 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of *the Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

PricewaterhouseCoopers

PricewaterhouseCoopers

Alison Tait Milner

Alison Tait Milner
Partner

Melbourne
29 August 2025

Bapcor Limited
Corporate directory

Directors	Angus McKay (Executive Chair and CEO) Mark Powell (Independent, Non-Executive Director) Kathryn Spargo (Independent, Non-Executive Director) Jacqueline Korhonen (Independent, Non-Executive Director)
Company secretary	George Sakoufakis
Notice of annual general meeting	The details of the annual general meeting of Bapcor Limited are: Date: 23 October 2025 Time: 1:30pm Address: 127-139 Link Road, Melbourne Airport VIC 3045
Registered office	127-139 Link Road Melbourne Airport VIC 3045 Australia
Share register	Computershare Investor Services Pty Ltd 452 Johnston Street Abbotsford VIC 3067 Australia Ph: +61 3 9415 4000 or 1300 850 505 (within Australia)
Auditor	PricewaterhouseCoopers 2 Riverside Quay Southbank VIC 3006 Australia
Stock exchange listing	Bapcor Limited shares are listed on the Australian Securities Exchange (ASX: BAP)
Website	www.bapcor.com.au