



## BAPCOR LIMITED (ASX:BAP)

### BOARD SKILLS MATRIX

#### Background

The Board of Bapcor Limited (**Bapcor** or the **Company**) aims to be comprised of Directors which have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to Bapcor's businesses and the Board's responsibilities. This objective is enumerated in Bapcor's Board Charter.

The Board and Nomination and Remuneration Committee regularly evaluates the mix of skills, experience and diversity at Board level, and has developed and adopted a Board Skills Matrix which has been tailored to the circumstances and requirements of Bapcor.

#### Objectives

The objectives of the Board Skills Matrix are to:

- Identify the skills, knowledge, experience and capabilities that are considered to be desired of the Board as a whole, in order for the Board to fulfil its role and in light of Bapcor's strategic direction;
- Ascertain the current skills, knowledge, experience and capabilities of the Board of Bapcor, and provide the incumbent Directors with an opportunity to reflect upon and discuss the current composition of the Board; and
- Identify any gaps in skills or competencies that can be addressed in future director appointments.

#### Review

The Board Skills Matrix is reviewed at least annually by Bapcor's Nomination and Remuneration Committee, to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the Company's circumstances and strategic priorities.

The Board Skills Matrix was last reviewed and adopted on 2 July 2018.

## Board Skills

The following skills are set out in the Board Skills Matrix, which the Directors have determined to be the key skills desired of the Board of Bapcor:

<b>SKILLS</b>	
<p><b>1. Accounting and financial reporting</b></p> <p><b>2. Corporate governance and compliance</b></p> <p><b>3. Health and safety</b></p> <p><b>4. Diversity issues</b></p> <p><b>5. Board of director experience</b></p> <ul style="list-style-type: none"> <li>▪ Public company</li> <li>▪ Other</li> </ul> <p><b>6. Digital strategy</b></p> <ul style="list-style-type: none"> <li>▪ General</li> <li>▪ Information Technology</li> </ul> <p><b>7. Corporate finance/investment banking</b></p> <p><b>8. Human resources management</b></p> <p><b>9. Automotive industry knowledge</b></p> <ul style="list-style-type: none"> <li>▪ Wholesaling and distribution</li> <li>▪ Retail distribution</li> <li>▪ Trade distribution</li> </ul> <p><b>10. Sales, branding and marketing</b></p> <ul style="list-style-type: none"> <li>▪ General</li> <li>▪ Customer Satisfaction</li> </ul>	<p><b>11. Supply chain</b></p> <ul style="list-style-type: none"> <li>▪ Warehousing and distribution</li> <li>▪ Logistics</li> <li>▪ Procurement (local and overseas sourcing)</li> </ul> <p><b>12. Franchising</b></p> <p><b>13. Retailing</b></p> <p><b>14. Business and organisational management</b></p> <ul style="list-style-type: none"> <li>▪ General</li> <li>▪ Planning</li> </ul> <p><b>15. International and Asia Business Development</b></p> <p><b>16. Change management</b></p> <p><b>17. Legal</b></p> <p><b>18. Executive remuneration</b></p> <p><b>19. Risk management</b></p> <p><b>20. Investor relations/stakeholder engagement</b></p> <p><b>21. Nominations and succession planning</b></p> <p><b>22. Business intelligence</b></p>

## Board assessment

The Board has undertaken an assessment of each Director's skill level against the above skills. The Board assessment indicates that each Director is considered to have advanced skills in a number of areas and no Director has less than intermediate skill in any of the above areas.

The Board considers that it currently has an appropriate mix of skills and diversity, and provides in the Company's Annual Reports information about the skills, experience and expertise relevant to the position held by each Director.

**-ENDS**