

Bapcor Limited

(ASX: BAP)

New Zealand Media Release

Bapcor to increase offer price for Hellaby – more insitutional investors agree to accept

5 December 2016: Australian automotive aftermarket parts firm Bapcor will increase its offer price for Hellaby Holdings from \$3.30 to \$3.60 per share later today. Further institutional shareholders have agreed to accept the all-cash takeover offer at the revised offer price.

Accident Compensation Corporation (**ACC**), Pengana Capital and Aspiring Asset Management have each committed to accept Bapcor's offer for their entire Hellaby shareholdings once the offer price is increased. Together, these shareholders hold or control approximately 10% of Hellaby's shares that have not previously been committed to Hellaby's offer.

This means that, to date, retail and institutional investors representing approximately 40 per cent of Hellaby shares have accepted the offer, or committed to doing so.

Bapcor Chief Executive Darryl Abotomey says the decision to increase the price was made after consultation with major shareholders and that Bapcor will not be increasing its offer price further.

“Our discussions with various parties indicated that \$3.60, which is within Grant Samuel's Independent Adviser's valuation range, would be the trigger point for them to accept our offer. When Hellaby's head office costs are included in the valuation, as we believe they should be, \$3.60 is near the top of an adjusted range of \$3.18 to \$3.64 per Hellaby share.

Mr Abotomey strongly encouraged Hellaby's retail shareholders to accept Bapcor's offer once revised.

“Our 100 per cent cash offer provides certainty to shareholders in contrast to the risks around Hellaby's unproven business strategy that is, in our view, increasingly being recognised as over-ambitious.

“\$3.60 per Hellaby share would also represent a 29 per cent premium to the volume weighted average price of Hellaby shares over the three months prior to the first announcement of the offer.

"Bapcor believes that retail shareholders should take confidence from the fact that large professional institutional shareholders consider our takeover offer the best way to realise value from their investment in Hellaby."

Bapcor will also extend the closing date for the offer from 20 December 2016 to 18 January 2017. The last date that Bapcor may declare the offer unconditional will also be extended from 3 January 2017 to 1 February 2017.

The other terms and conditions of the offer remain unchanged, including the consideration offered for the TBS Right. Bapcor's variation notice increasing the offer price and extending the closing date will be mailed to Hellaby shareholders later today.

Ends

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About Bapcor

Bapcor (ASX: BAP) is Australia's leading automotive aftermarket parts, accessories and services business with 750 sites across Australia and a market capitalisation as at 6 October of \$1.67 billion. Led by Burson Auto Parts, the jewel in the company's crown, the company employs almost 2,600 people across Australia. Bapcor has three key business segments: Specialist Wholesale; Trade; and Retail, which includes multi-million dollar brands such as Autobarn, Opposite Lock and Midas. Its trade segment supplies over 500,000 units each year to a large distribution network of 30,000 customers. With forecasts showing continued growth in population and the number of vehicles on our roads, Bapcor's goal is to become the leading provider of aftermarket parts, accessories and services in Australasia. For more information please visit: <http://www.bapcor.com.au>

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