

The background of the entire page is a long-exposure photograph of a multi-lane highway at night. The road curves through a dark, rocky landscape. Light trails from vehicles create vibrant streaks of yellow, white, and red, following the curve of the road. The sky is a deep, dark blue.

Notice of Annual General Meeting and Explanatory Memorandum

Bapcor Limited
ACN 153 199 912

Date: Monday 29 October 2018

Time: 1.30pm (AEDT)

Venue: Level 28, 126 Phillip Street
Sydney, NSW 2000

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE is given that the 2018 Annual General Meeting of Bapcor Limited ACN 153 199 912 will be held at Level 28, 126 Phillip Street, Sydney, NSW 2000 on Monday 29 October 2018 at 1.30pm (AEDT).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and related reports

Item 1	Financial and related reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2018.

2. Adoption of Remuneration Report (Non-binding resolution)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2018 Annual Report and is available from the Company's website (www.bapcor.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2018 be adopted."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution: <ul style="list-style-type: none">• by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2018, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and• as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution: <ul style="list-style-type: none">• in accordance with the directions of how to vote on the Proxy Form; or• by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

3. Re-election of Directors

Resolution 2	Re-election of Mr Andrew Harrison as Director
Description	Mr Andrew Harrison, who was appointed as a Director on 31 March 2014, retires as a Director in accordance with rule 6.1(f) of the Constitution and, being eligible, offers himself for re-election under rule 6.1(i) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an ordinary resolution : <i>"THAT Mr Andrew Harrison, having been appointed as a Director on 31 March 2014 and who retires as a Director of the Company in accordance with rule 6.1(f) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

Resolution 3	Re-election of Ms Jennifer Macdonald as Director
Description	Ms Jennifer Macdonald, who was appointed as a Director on 1 September 2018 under rule 6.1(d) of the Constitution, retires as a Director in accordance with rule 6.1(e) of the Constitution and, being eligible, offers herself for re-election under rule 6.1(i) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an ordinary resolution : <i>"THAT Ms Jennifer Macdonald, having been appointed as a Director on 1 September 2018 and who retires as a Director of the Company in accordance with rule 6.1(e) of the Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."</i>



4. Non-Executive Directors' Remuneration Fee Cap

Resolution 4 Approval to increase Non-Executive Directors' remuneration fee cap	
Description	The Company seeks shareholder approval to increase the maximum aggregate amount of fees which may be paid each year to the Non-Executive Directors of the Company.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an ordinary resolution : <i>"THAT in accordance with ASX Listing Rule 10.17 and rule 6.3(a) of the Constitution and for all other purposes, approval is given to increase the maximum aggregate amount of fees that may be paid each year to the Non-Executive Directors of the Company from \$1,000,000 to \$1,200,000."</i>
Voting Exclusion	The Company will disregard any votes cast: <ul style="list-style-type: none"> • in favour of this resolution by or on behalf of the Directors and any of their associates, regardless of the capacity in which the vote is cast; and • on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> • in accordance with the directions of how to vote on the Proxy Form; or • by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

5. Grant of Performance Rights to Chief Executive Officer

Resolution 5 Approval for issue of FY19 Performance Rights to CEO under the LTIP	
Description	Resolution 5 seeks shareholder approval for the issue of performance rights to Mr Darryl Abotomey, the Company's CEO and Managing Director, in relation to FY19.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>"THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 170,886 performance rights in relation to FY19, each to acquire 1 fully paid share in the company, to Mr Darryl Abotomey (or his nominee(s)) and the issue of underlying shares in respect of those performance rights, pursuant to the Long Term Incentive Plan (LTIP) and on the terms set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast: <ul style="list-style-type: none"> • in favour of this resolution by or on behalf of Mr Darryl Abotomey or any of his associates, regardless of the capacity in which the vote is cast; and • on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> • in accordance with the directions of how to vote on the Proxy Form; or • by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

Dated 27 September 2018

BY ORDER OF THE BOARD OF BAPCOR LIMITED

Gregory Fox
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, PricewaterhouseCoopers in relation to the conduct of the external audit for the year ended 30 June 2018, or the content of its audit report. Please send your questions to:

The Company Secretary, Bapcor Limited

Via mail: 61-63 Gower Street, Preston VIC 3072

Via email: companysecretary@Bapcor.com.au

Written questions must be received by no later than **5.00pm (AEDT) on Monday 22 October 2018**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the Corporations Act and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2018.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00pm (AEDT) on Saturday 27 October 2018**, subject to any applicable voting exclusion.

Voting by proxy

An eligible shareholder can vote in person at the Annual General Meeting or appoint a proxy or, where a shareholder is entitled to two or more votes, two proxies.

Where two proxies are appointed, a shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that shareholder's votes (disregarding fractions).

A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

A Proxy Form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this notice.

For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by **1.30pm (AEDT) on Saturday 27 October 2018**.

Proxy Forms can be submitted in five ways:

1. **Online** by going to investorvote.com.au or by scanning the QR code, found on the enclosed proxy form with your mobile device;
2. By **mail** to GPO Box 242, Melbourne, Victoria 3001;
3. By **personal delivery** at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067;
4. By **facsimile**: Australia - 1800 783 447, overseas - +61 3 9473 2555; or
5. **Custodian voting** - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.



Voting by Corporate Representative

A shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting.

The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment.

Voting by Attorney

A shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the shareholder's behalf.

An attorney need not themselves be a shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used.

The appointment may be a standing one. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Cth)*, imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chairman of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chairman to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1, 4 and 5. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 4 and 5. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1, 4 or 5 he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2018 ANNUAL GENERAL MEETING

1. Item 1: Financial and related reports

Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2018 to be laid before the Company's 2018 Annual General Meeting. There is no requirement for a formal resolution on this item.

The financial report contains the financial statements of the consolidated entity consisting of Bapcor and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2018 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2018 Annual Report is available from the Company's website (www.bapcor.com.au).

The Chairman of the Meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions.

Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor PricewaterhouseCoopers questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2018, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PricewaterhouseCoopers in relation to the conduct of the audit.

2. Resolution 1: Adoption of Remuneration Report (Non-binding resolution)

2.1 Explanation

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2018 Annual Report and is available from the Company's website (www.bapcor.com.au).

The 2018 Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the basis for remunerating non-executive directors and senior executives, including the Managing Director/Chief Executive Officer.

2.2 Non-binding vote

The vote on this item is advisory only and will not require the Company to alter the arrangements set out in the Remuneration Report if Resolution 1 is not passed. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

2.3 Voting Exclusion

A voting exclusion statement applies to this resolution, as set out in the Notice.

2.4 Board Recommendation

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

2.5 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

3. Resolution 2: Re-Election of Mr Andrew Harrison as a Director

3.1 Explanation

Rule 6.1(f)(i)(A) of the Constitution requires that one third of the Directors (excluding the Managing Director or any Directors appointed by the Board during the year under rule 6.1(d) of the Constitution), rounded down to the nearest whole number, retire at each Annual General Meeting of the Company.

Rule 6.1(f)(i)(B) of the Constitution further requires any other director who, if he or she does not retire, will at the conclusion of the Meeting have been in office for three or more years or for three or more annual general meetings since he or she was last elected to office, to retire at the Meeting.

Mr Harrison was last elected to office by shareholders at the Company's 2015 Annual General Meeting, and accordingly retires as a Director at this Meeting in accordance with rule 6.1(f)(i) of the Company's Constitution.

Mr Harrison, being eligible under rule 6.1(i) of the Constitution, offers himself for re-election as Director.

3.2 About Mr Andrew Harrison

Mr Harrison is an experienced company director and corporate advisor. Andrew has previously held executive and non-executive directorships with public, private and private equity owned companies: including as Chief Financial Officer of Seven Group Holdings, Group Finance Director of Landis and Gyr, and Chief Financial Officer and a director of Alesco Limited. Andrew was previously a Senior Manager at Gresham Partners Limited, an Associate at Chase Manhattan Bank (New York) and a Senior Manager at Ernst & Young (Sydney and London).

Mr Harrison serves as a Chairman of the Board and as a member of both the Audit and Risk Management Committee and the Nomination and Remuneration Committee of Bapcor. Mr Harrison is considered by the Board to be an independent Director.

Mr Harrison holds a relevant interest in 66,869 ordinary shares in Bapcor. He currently serves on the boards of Estia Health Limited, WiseTech Global Limited, Xenith IP Limited and IVE Group Limited.



3.3 Board Recommendation

The Board, with Mr Andrew Harrison abstaining on making a recommendation, recommends that shareholders vote in favour of Resolution 2.

3.4 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

4. Resolution 3: Re-election of Ms Jennifer Macdonald as a Director

4.1 Explanation

Ms Jennifer Macdonald was appointed to the Board by the Directors on 1 September 2018 pursuant to rule 6.1(d) of the Constitution, which provides that a Director may be appointed to the Board of the Company by the Directors as an addition to the existing Directors or to fill a casual vacancy on the Board.

Under rule 6.1(e) of the Constitution, any Director appointment under rule 6.1(d) of the Constitution must retire from office at the next annual general meeting following his or her appointment.

Pursuant to rule 6.1(i), a Director retiring from office under rule 6.1(e) is eligible for re-election, and that Director may by resolution of the Company's shareholders be re-elected to that office.

Ms Macdonald is therefore eligible for re-election under rule 6.1(i) of the Constitution and offers herself for re-election.

4.2 About Ms Jennifer Macdonald

Ms Macdonald is a professional company director, and currently serves on the board and audit committee of a number of ASX-listed companies. Ms Macdonald has previously held various senior management positions with ASX-listed and global companies, including as CFO and interim CEO at Helloworld Limited, and CFO and General Manager International at REA Group Ltd.

Ms Macdonald holds a Masters of Entrepreneurship and Innovation from Swinburne University, a Graduate Diploma from the Securities Institute of Australia and a Bachelor of Commerce from Deakin University. She is also a Graduate of the Australian Institute of Company Directors and Member of the Institute of Chartered Accountants ANZ.

Ms Macdonald serves as Chairman of Bapcor's Audit and Risk Management Committee, and member of Bapcor's Nomination and Remuneration Committee. Ms Macdonald is considered by the Board to be an independent Director.

Ms Macdonald holds a relevant interest in 10,000 ordinary shares in Bapcor. She currently serves on the boards of Australian Pharmaceuticals Ltd, Redflow Ltd and Redbubble Ltd.

4.3 Board Recommendation

The Board, with Ms Jennifer Macdonald abstaining on making a recommendation, recommends that shareholders vote in favour of Resolution 3.

4.4 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

5. Resolution 4: Approval to increase Non-Executive Directors' remuneration fee cap

5.1 Explanation

Resolution 4 seeks approval of shareholders to increase the maximum aggregate amount per annum that may be paid as fees to Non-Executive Directors (**Fee Cap**).

The Directors have recently conducted a review of Non-Executive Directors' fees and consider it reasonable and appropriate at this time to seek an increase to the Fee Cap, for the following reasons:

- The increase will provide flexibility for the Company to continue to attract and retain Non-Executive Directors of a high calibre for the purpose of board renewal;
- The increase will allow for annual incremental adjustments to Non-Executive Directors fees in line with market conditions;
- The increase will enable the Company to increase the number of Non-Executive Directors, if the Board considers it appropriate to do so, as part of the process of achieving a broad range of skills, experience and expertise on the Board which are complementary to the Company's business activities; and
- The increase will allow for payment of appropriate fees over time, having regard for the increasing workload and responsibilities of Non-Executive Directors due to the increased complexity of the Company's corporate governance requirements as a result of the growth of the Company.

The Directors do not currently intend to fully utilise the increased Fee Cap but consider that the increase is reasonable and appropriate for the reasons outlined above.

The Company will continue to set the actual level of remuneration of its Non-Executive Directors within the shareholder-approved Fee Cap, after having regard for independent external advice, market practice, Board performance and other relevant factors.

Disclosure of Non-Executive Directors' remuneration will continue to be made to shareholders in each annual remuneration report in accordance with the Corporations Act, the Constitution and the Listing Rules.

EXPLANATORY MEMORANDUM TO NOTICE OF 2018 ANNUAL GENERAL MEETING

5.2 Why is approval being sought under Listing Rule 10.17

In accordance with Listing Rule 10.17, companies are required to obtain shareholder approval for an increase in the total aggregate amount of directors' fees which are payable to non-executive directors.

For the purposes of Listing Rule 10.17, the Company notes as follows:

- The current Fee Cap is \$1,000,000, as approved by shareholders at the Company's 2016 Annual General Meeting;
- Shareholder approval is now sought to increase the Fee Cap by \$200,000 to \$1,200,000; and
- There have been no securities issued to Non-Executive Directors under Listing Rules 10.11 or 10.14 in the preceding 3 years.

5.3 Voting Exclusion

A voting exclusion statement applies to this Resolution, as set out in the Notice.

5.4 Board Recommendation

Given that Resolution 4 involves the payment of fees to Directors, the Directors make no recommendations to shareholders in relation to this Resolution.

5.5 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.

6. Resolution 5: Approval to issue FY19 Performance Rights to CEO under LTIP

6.1 Explanation

Resolution 5 seeks shareholder approval for the issue of performance rights to Mr Darryl Abotomey, the Company's Chief Executive Officer and Managing Director, as one component of his total remuneration for FY19.

6.2 Why is approval being sought under Listing Rule 10.14

The Company is required by ASX Listing Rule 10.14 to obtain shareholder approval to grant securities, including performance rights, to Mr Abotomey under the LTIP.

Mr Abotomey's total remuneration includes an LTIP award, which is delivered through a grant of performance rights.

If shareholder approval is given, the performance rights the subject of Resolution 5 will be granted to Mr Abotomey immediately after the Meeting, and in any event within 12 months of the Meeting.

Exception 14 in the ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if shareholder approval is obtained for Resolution 5, approval is not required for the purposes of ASX Listing Rule 7.1.

For all purposes of approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, further details in respect of Resolution 5 are provided below.

6.3 Terms of performance rights

Each performance right entitles Mr Abotomey to acquire one fully paid ordinary share in the Company if the applicable performance hurdles are met. The performance rights will be granted on the same terms as performance rights granted to other executives participating in the FY19 LTIP performance rights offer.

6.4 Number of performance rights proposed to be granted

The maximum face value of the CEO's FY19 grant is \$1,147,500, based on the LTI opportunity of 90% of his fixed remuneration. The number of performance rights to be granted is determined by dividing the maximum value by the 10-day volume weighted average price (VWAP) of the Company's shares preceding the start of the performance period, being the 10 trading days up to and including 30 June 2018. Based on a VWAP of \$6.715, the number of performance rights to be granted under Resolution 5 is 170,886.

6.5 Performance Period

The performance period will be three years from 1 July 2018 to 30 June 2021.

6.6 Performance hurdles

The performance rights will vest subject to the following performance hurdles:

- 50% of the performance rights will be subject to a hurdle based on the Company's Total Shareholder Return (TSR) relative to the TSR of peer group companies
- 50% of the performance rights will be subject to a hurdle based on the Company's compound annual growth rate (CAGR) in earnings per share (EPS)



The performance hurdles are described in detail below:

Performance Hurdle	Description										
TSR Hurdle	TSR will be tested following the performance period by comparing the Company's TSR performance over the performance period relative to the TSR of a set of comparator companies. The test will be conducted by an independent, external provider.										
	The comparator group is set out below. The Board has the discretion to adjust the Comparator Group for events including but not limited to takeovers, suspensions, mergers or demergers that might occur during the performance period.										
	TSR incorporates both share appreciation and dividends. For Bapcor and the comparator companies, 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.										
	The table below sets out the percentage of performance rights subject to the TSR hurdle that will vest depending on the Company's relative TSR performance:										
	<table border="1"> <thead> <tr> <th>Performance Hurdle</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>Below the 50th percentile</td> <td>Nil</td> </tr> <tr> <td>At the 50th percentile</td> <td>50%</td> </tr> <tr> <td>Between the 50th and 75th percentiles</td> <td>Pro rata vesting from 50% to 100% on a straight-line basis</td> </tr> <tr> <td>At or above the 75th percentile</td> <td>100%</td> </tr> </tbody> </table>	Performance Hurdle	Description	Below the 50th percentile	Nil	At the 50th percentile	50%	Between the 50th and 75th percentiles	Pro rata vesting from 50% to 100% on a straight-line basis	At or above the 75th percentile	100%
Performance Hurdle	Description										
Below the 50th percentile	Nil										
At the 50th percentile	50%										
Between the 50th and 75th percentiles	Pro rata vesting from 50% to 100% on a straight-line basis										
At or above the 75th percentile	100%										
EPS Growth Hurdle	EPS growth will be measured over the performance period, using FY18 EPS as the base year to calculate compound annual growth over the following three years.										
	EPS growth is based on basic EPS, which is calculated in accordance with AASB 133. The FY18 EPS of \$0.3390 will be used as the base value to determine the CAGR.										
	The table below sets out the percentage of performance rights subject to the TSR hurdle that will vest depending on the Company's EPS growth rate:										
		<table border="1"> <thead> <tr> <th>Growth in EPS (CAGR)</th> <th>Percentage of performance rights that will vest</th> </tr> </thead> <tbody> <tr> <td>Below 7.5%</td> <td>Nil</td> </tr> <tr> <td>At 7.5%</td> <td>20%</td> </tr> <tr> <td>Between 7.5% and 15%</td> <td>Pro rata vesting from 20% to 100% on a straight-line basis</td> </tr> <tr> <td>At or above 15%</td> <td>100%</td> </tr> </tbody> </table>	Growth in EPS (CAGR)	Percentage of performance rights that will vest	Below 7.5%	Nil	At 7.5%	20%	Between 7.5% and 15%	Pro rata vesting from 20% to 100% on a straight-line basis	At or above 15%
Growth in EPS (CAGR)	Percentage of performance rights that will vest										
Below 7.5%	Nil										
At 7.5%	20%										
Between 7.5% and 15%	Pro rata vesting from 20% to 100% on a straight-line basis										
At or above 15%	100%										

The FY19 comparator companies have been drawn from the ASX200 Consumer Discretionary Index (excluding media and gambling), as well as companies from the Consumer Staples and Health Care sectors.

ASX Code	Company Name	ASX Code	Company Name
AAD	Ardent Leisure Group	HVN	Harvey Norman Holdings Ltd
AHG	Automotive Holdings Group Ltd	IEL	IDP Education Ltd
API	Australian Pharmaceutical Industries Limited	IVC	InvoCare Ltd
ARB	ARB Corp Ltd	JBH	JB Hi-Fi Ltd
BRG	Breville Group Ltd	MTS	Metcash Limited
CTD	Corporate Travel Management Ltd	NVT	Navitas Ltd
DMP	Domino's Pizza Enterprises Ltd	PMV	Premier Investments Ltd
FLT	Flight Centre Travel Group Ltd	SUL	Super Retail Group Ltd
GEM	G8 Education Ltd	TME	Trade Me Group Ltd
GUD	GUD Holdings Ltd	WEB	Webjet Ltd

Performance against each hurdle will be tested separately. There will be no retesting and any performance rights that do not vest at the end of the performance period will lapse.

EXPLANATORY MEMORANDUM TO NOTICE OF 2018 ANNUAL GENERAL MEETING

6.7 Restriction Period

Any shares provided on vesting of the performance rights will be held in trust for Mr Abotomey and will be subject to a restriction period of one year, during which time they cannot be sold, transferred or otherwise dealt with.

6.8 Other Terms

Mr Abotomey will receive the performance rights at no cost. No dividends will be payable on the performance rights prior to vesting. The performance rights do not carry any voting rights.

The Board has discretion to reduce or cancel performance rights or require Mr Abotomey to repay to the Company the market value of the shares post-vesting, in certain circumstances. These circumstances include fraud, dishonesty, misconduct, financial misstatement and other circumstances including those which adversely affect the financial position or reputation of Bapcor, such that the performance rights should not have been vested.

Mr Abotomey will participate in bonus issues, rights issues and capital reorganisation, in accordance with the Plan rules.

In the event of a change of control, and subject to the Board's absolute discretion, unvested performance rights will vest on a pro rata basis based on the proportion of the performance period that has elapsed at the date of the change of control.

No loans are provided by the Company in connection with the performance rights awarded under the LTIP.

The only person referred to in ASX Listing Rule 10.14 entitled to participate in the LTIP is Mr Abotomey. Mr Abotomey has received the following securities under the LTIP since the LTIP was approved by shareholders at the 2016 AGM:

- 201,002 performance rights in relation to FY18; and
- 177,603 performance rights in relation to FY17.

The grants of these performance rights were approved by shareholders at the Company's 2017 Annual General Meeting, and each performance right was issued for nil acquisition price.

6.9 Voting Exclusion

A voting exclusion statement applies to this Resolution, as set out in the Notice.

6.10 Board Recommendation

Mr Darryl Abotomey abstains from making a voting recommendation on Resolution 5 as it relates to a grant of performance rights to him. The other Directors recommend that shareholders vote in favour of Resolution 5.

6.11 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.



Definitions

Bapcor or Company	means Bapcor Limited ACN 153 199 912.
Board	means the board of directors of the Company.
Constitution	means the Company's constitution.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means: a. a spouse or child of the member; or b. a child of the member's spouse; or c. a dependant of the member or of the member's spouse; or d. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e. a company the member controls; or f. a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	means a director of the board of Bapcor.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Meeting	means the Company's 2018 Annual General Meeting.
LTIP or Plan	means the Long Term Incentive Plan approved by shareholders at the Company's 2016 Annual General Meeting.





BAPCOR LIMITED
ABN 80 153 199 912

BAP
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

For your vote to be effective it must be received by 1.30pm (AEDT) on Saturday 27 October 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
 FLAT 123
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 SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Bapcor Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bapcor Limited to be held at Level 28, 126 Phillip Street, Sydney, NSW 2000 on Monday 29 October 2018 at 1.30pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4 and 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report (Non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Andrew Harrison as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Ms Jennifer Macdonald as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to increase Non-Executive Directors' remuneration fee cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for issue of FY19 Performance Rights to CEO under the LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

BAP

999999A

Computershare +



BAPCOR LIMITED
ABN 80 153 199 912

BAPRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Bapcor Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Bapcor Limited