Rules 4.7.3 and 4.10.3

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Bapcor Limited

ABN/ARBN	Financial year ended:
80 153 199 912	**30 June 2026**

Our corporate governance statement[1] for the period above can be found at:[2]

☐	These pages of our annual report:	
☒	This URL on our website:	https://www.bapcor.com.au/governance

The Corporate Governance Statement is accurate and up to date as at 23 September 2025and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date:	23 September 2026
Name of authorised officer authorising lodgement:	George Sakoufakis, Company Secretary

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[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.bapcor.com.au/governance	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[4] Tick the box in this column only if you have followed the relevant recommendation <u>in full</u> for the <u>whole</u> of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations <u>in full</u> for the <u>whole</u> of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://www.bapcor.com.au/governance and we have disclosed the information referred to in paragraph (c) in our Annual Report, Corporate Governance Statement and ESG Report, and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☐ and we have disclosed the evaluation process referred to in paragraph (a) at: and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: in our Corporate Governance Statement and our Annual Report and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: in our Corporate Governance Statement and our Annual Report	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ and we have disclosed a copy of the charter of the committee at: https://www.bapcor.com.au/governance and the information referred to in paragraphs (4) and (5) at: in our Corporate Governance Statement and Annual Report	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: in our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: in our Corporate Governance Statement and the length of service of each director at: in our Corporate Governance Statement and our Annual Report	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☐	☒ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: our Corporate Governance Statement and our Annual Report	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://www.bapcor.com.au/governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://www.bapcor.com.au/governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://www.bapcor.com.au/governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: https://www.bapcor.com.au/governance and the information referred to in paragraphs (4) and (5) at: in our Corporate Governance Statement, and in our Annual Report	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://www.bapcor.com.au/governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.bapcor.com.au/	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: in our Corporate Governance Statement and https://www.bapcor.com.au/governance	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: https://www.bapcor.com.au/governance and the information referred to in paragraphs (4) and (5) at: in our Corporate Governance Statement and in our Annual Report	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed how our internal audit function is structured and what role it performs at: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: in our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: in our Corporate Governance Statement, our Annual Report and our ESG Report	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: https://www.bapcor.com.au/governance and the information referred to in paragraphs (4) and (5) at: in our Corporate Governance Statement and in our Annual Report	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: in our Corporate Governance Statement, our Annual Report and at https://www.bapcor.com.au/governance	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: https://www.bapcor.com.au/governance and in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: …………………………………………………………………… [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

Corporate Governance Statement 2026

Contents

Approach to Corporate Governance

The Board and management are fully committed to maintaining and enhancing corporate governance so that it continues to contribute to the delivery of Bapcor's key strategic objectives.

Whilst the Board is responsible for establishing the corporate governance framework of Bapcor, we believe good governance is the collective responsibility of all our team members. We believe that excellence in governance is more than just compliance with the law, is essential for the long-term sustainability of our business, and is one of our key focus areas and a measure of success for the organisation.

Our governance framework supports our team members in delivering our strategy, and provides an integral role in supporting effective, responsible and sustainable decision making and business conduct. Bapcor's Code of Conduct and our other corporate governance policies reinforce the importance of our Values: *We do the right thing; We are in it together; We give a damn; and We get it done.* Our Values are at the centre of everything we do and guide our behaviours, interactions and decisions each and every day in carrying out our responsibilities to all stakeholders.

This Corporate Governance Statement outlines the key features of Bapcor's governance framework and discloses the extent to which Bapcor has followed the 4th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**).

During the reporting period ending 30 June 2026 (**FY26**), Bapcor followed each of the applicable ASX Recommendations, except in relation to Recommendation 1.6 and 2.5, as outlined in this Corporate Governance Statement. The Company regularly reviews its governance practices and corporate governance policies to reflect the growth and strategy of the Company, current legislation, stakeholder expectations and evolving governance practices.

Bapcor's Corporate Governance Statement is accurate and current as at 23 September 2026and has been approved by the Board of Directors. The Corporate Governance Statement can be found on the Governance section of our website at https://www.bapcor.com.au/governance along with the ASX Appendix 4G – a checklist cross-referencing the ASX Recommendations to disclosures in the Corporate Governance Statement, the 2026 Annual Report (**Annual Report**) and the Company website.

In accordance with the ASX Recommendations, the Company's policies and charters referred to in this statement are also available on the Governance page of our website at https://www.bapcor.com.au/governance (the **Website**).

This Corporate Governance Statement should be read together with Bapcor's Annual Report, Appendix 4G, FY26 AASB S2 Report (**AASB S2 Report**), FY26 ESG Supplement (**ESG Supplement**) and the governance policies and charters available on the Website.

2026 Governance Developments

During FY26, Bapcor continued to review and strengthen its governance framework to support effective Board oversight, responsible decision-making and the delivery of Bapcor's strategy.

Key governance enhancements and areas of focus during the financial year included:

- Board renewal – the Board continued to focus on Board composition, renewal and succession planning to ensure it maintains an appropriate mix of skills, experience, diversity and independence having regard to Bapcor's strategic priorities. During FY26, Mark Bernhard, Brad Soller, James Todd and Mark Powell resigned as Non-Executive Directors, and Angus McKay resigned as Executive Chair, and later as Chief Executive Officer. Lachlan Edwards, Annette Carey and Patria Mann were appointed as Non-Executive Directors with effect from 1 October 2025, and Chris Wilesmith was appointed Chief Executive Officer and Managing Director with effect from 14 January 2026. Following the end of FY26, Andrew Fraser was appointed as Non-Executive Director with effect from 1 July 2026. These appointments reflect the substantial renewal of the Board and executive leadership and support the alignment of Board capability with Bapcor's strategic priorities.
- Simplification of Board Committees – during FY26, the Board streamlined its committee structure by dissolving the Nomination Committee and assigning its responsibilities to the Remuneration & ESG Committee. This change is designed to streamline the Board's committee structure, support more integrated oversight of Board composition, succession planning, remuneration, culture and ESG matters, and ensure that related governance matters are considered in a coordinated manner.
- Separation of Chair and Chief Executive Officer roles – during FY26, Bapcor transitioned to a governance structure under which the roles of Chair and Chief Executive Officer are held by separate individuals, following a period during which the Executive Chair and CEO roles were combined. As part of this transition, Lachlan Edwards was appointed as Chair of the Board, and Kate Spargo was appointed Deputy Chair. The Board considers that the current structure provides greater clarity between Board oversight and executive management responsibilities, strengthens independent oversight of management actions and performance, and supports disciplined execution of Bapcor's turnaround. The appointment of a separate Chair, supported by a Deputy Chair, further enhances Board leadership accountability and independent oversight.
- Sustainability reporting and ESG governance – during FY26, Bapcor progressed its sustainability reporting framework through the preparation of its inaugural AASB S2 Report, and the subsequent release of Bapcor's ESG Supplement. The AASB S2 Report addresses Bapcor's mandatory climate-related disclosures and forms part of the Company's Appendix 4E and FY26 Financial Report. The ESG Supplement complements that report by providing a concise overview of Bapcor's performance and priorities across material non-climate ESG matters.

  This reporting structure reflects Bapcor's transition to mandatory climate-related financial reporting under the Australian Sustainability Reporting Standards and supports clearer disclosure by distinguishing between climate-related matters reported in Bapcor's AASB S2 Report and broader ESG matters reported through the ESG Supplement. The Board considers that this approach supports transparent, focused and decision-useful reporting for shareholders and other stakeholders.

Role of the Board

The Board has a Charter (**Board Charter**) which establishes the role of the Board and its relationship with management. The Board Charter, which was recently updated to include further detail, articulates the division of responsibilities between the Board and management, in order to manage expectations and provide clarity about their respective roles and accountabilities.

As outlined in the Board Charter, the primary role of the Board is the protection and enhancement of long-term shareholder value, and its responsibilities include the overall strategic direction of the Group, establishing goals for management and monitoring the achievement of these goals. The Board is also responsible for the overall corporate governance of Bapcor.

Some of the key functions of the Board are:

- approving Bapcor's strategies, budgets and business plans;
- approving Bapcor's annual report including the financial statements, directors' report, remuneration report and corporate governance statement, with advice from the Nomination, Remuneration and ESG Committee and the Audit and Risk Committee, as appropriate;
- approving Bapcor's debt and funding strategy, the acquisition, establishment, disposal or cessation of any significant business of the company, any significant capital expenditure and the issue of any shares, options, equity instruments or other securities in Bapcor;
- approving Bapcor's purpose, values and Code of Conduct, monitoring the culture of the company (including by forming a view on the risk culture) and instilling Bapcor's Code of Conduct through policies, processes, systems and people;
- assessing performance against strategies to monitor both the performance of senior management of Bapcor Limited (being the Chief Executive Officer and other individuals as determined from time to time by the Nomination, Remuneration and ESG Committee) (**Senior Management**) as well as the continuing suitability of strategies;
- reviewing operating information to understand at all times the state of health of Bapcor;
- considering the economic, occupational health and safety, environmental and social sustainability risks of Bapcor's activities;
- ensuring that Bapcor acts legally and responsibly on all matters and that the highest ethical standards are maintained;
- maintaining a constructive and ongoing relationship with the Australian Securities Exchange (**ASX**) and regulators, and approving policies regarding disclosure and communications with the market and Bapcor's shareholders; and
- monitoring and approving changes to internal governance, including delegated authorities, and monitoring resources available to Senior Management.

The Board Charter additionally sets out the role and responsibility of the Board Chair and outlines the Board's policy on when and how Directors may seek independent professional advice at the expense of the Company.

On 22 August 2024, Angus McKay was appointed as Bapcor's Executive Chair & Chief Executive Officer (**CEO**). In making that appointment, the Board considered ASX Recommendation 2.5, which recommends that the chair of a board should be an independent director, and in particular, should not be the same person as the CEO of the entity. Following due and careful consideration of a range of factors at the time, the Board concluded that the combined Executive Chair & CEO role was appropriate to support the Company's strategic reset.

To provide additional governance oversight and maintain an appropriate separation between management and Board oversight while the combined role remained in place, the Board appointed Mark Powell as Lead Independent Director, with effect from 22 August 2024. In that role, Mark Powell:

- fulfilled the role of Chair whenever the Executive Chair & CEO was conflicted;
- acted as a liaison between the Executive Chair & CEO and other Directors;
- assisted the Board in reviewing the performance of the Executive Chair & CEO;
- presided over Non-Executive Director sessions; and
- provided a separate channel of communication for investors (especially where those communications concern the Executive Chair & CEO).

On 24 November 2025, Angus McKay stepped down from the combined Executive Chair & CEO role and continued as Chief Executive Officer. As a result, Mark Powell's role as Lead Independent Director was no longer required. Lachlan Edwards was appointed as Chair of the Board, and Kate Spargo was appointed in the newly created role of Deputy Chair. Chris Wilesmith was subsequently appointed Chief Executive Officer and Managing Director with effect from 14 January 2026.

Accordingly, Bapcor did not follow Recommendation 2.5 for the period from 22 August 2024 to 24 November 2025, during which the Chair and CEO roles were combined. During that period, the Board considered the combined structure appropriate having regard to Bapcor's circumstances, including the need to support the Company's turnaround and strategic reset, and adopted additional governance safeguards, including the appointment of a Lead Independent Director. Following the appointment of a separate Chair on 24 November 2025, Bapcor returned to a governance structure that aligns with Recommendation 2.5.

During the time that the Executive Chair and Lead Independent roles were in place, the distinction between the responsibilities for these roles were outlined in the Board Charter.

The Board has delegated to the CEO the authority to manage Bapcor and its businesses within levels of authority specified by the Board from time to time. The CEO may sub-delegate aspects of their authority and power but remains accountable to the Board for Bapcor's performance and is required to report regularly to the Board on the progress being made by Bapcor's business segments. The Board is responsible for appointing, evaluating or removing the CEO, and approving appointments of all other Directors.

The Board is responsible for appointing a Company Secretary. The Company Secretary is accountable to the Board, and all Directors have access to the Company Secretary. The decision to appoint or remove the Company Secretary is made or approved by the Board.

The Company Secretary is responsible for the operations of the company secretary's office, including the administration of Board and committee meetings, overseeing Bapcor's relationship with its share registry and lodgements with the ASX and other regulators. The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with Bapcor's Disclosure Policy.

The Company Secretary supports the effectiveness of the Board by monitoring compliance with Board policies and procedures, and co-ordinating the completion and despatch of Board agendas and briefing papers. The Company Secretary is responsible for taking minutes and keeping accurate record of Board meetings.

In accordance with the Board Charter, the Board reviews the Board Charter at least annually, and in doing so will continually review the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Group.

A copy of the Board Charter is available on the Website.

Board Composition (as at the date of this statement)

Name	Position	Appointed	Independent
Lachlan Edwards	Chair of the Board, Non-Executive Director	1 October 2025	Yes
Kathryn (Kate) Spargo	Deputy Chair of the Board, Non-Executive Director	1 March 2023	Yes
Christopher (Chris) Wilesmith	Chief Executive Officer and Managing Director	14 January 2026	No
Jacqueline (Jackie) Korhonen	Non-Executive Director	1 February 2025	Yes
Annette Carey	Non-Executive Director	1 October 2025	Yes
Patria Mann	Non-Executive Director	1 October 2025	Yes
Andrew Fraser	Non-Executive Director	1 July 2026	Yes

Board skills matrix

The Board aims to be comprised of Directors who have the appropriate mix of skills, experience, expertise and diversity relevant to Bapcor's businesses and the Board's responsibilities. This objective is described in the Board Charter.

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

The objectives of the skills matrix adopted by the Board are to:

- identify the skills, knowledge, experience and capabilities that are considered to be desired of the Board of Bapcor 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, 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.

Our Approach to Board composition and skills matrix

The Board and its Nomination, Remuneration & ESG Committee work to ensure the Board has the right balance necessary to fulfil its responsibilities. The composition of our Board is designed to include Directors that bring diversity of thought and a level of skill and experience that helps deliver value and returns to our shareholders.

Our skills matrix identifies the skills, knowledge, experience and capabilities of our Board to enable it to meet both the current and future challenges for Bapcor. All Directors are expected to comply with the Code of Conduct, act with integrity, lead by example and promote the desired culture of Bapcor. In addition, our Board operates under the premise that all Directors:

- have clear understanding of regulatory and legal compliance matters, director responsibilities, duties and stakeholder expectations;
- have strong understanding of ethical obligations to all stakeholders and understand the factors that impact Bapcor's social licence to operate;
- have clarity about Bapcor's purpose, strategy and culture and the need to focus on both financial and non-financial risks;
- can and do appropriately challenge management and the status quo;
- are willing to show their technical ability, depth and breadth of knowledge and use it to Bapcor's benefit;
- are willing to continuously learn and improve their skills;
- are collaborative; and
- consider health & safety in all decisions and processes.

To ensure we cover existing and emerging business and governance issues relevant to Bapcor, we review our Board's skills annually. The review conducted in FY26 focused on Bapcor's strategic priorities, including the turnaround, digital enablement, customer experience, supply chain capability, financial performance and sustainability.

Board skills and why are they important to Bapcor

The skills matrix below provides a list of skills relevant for the Board of Bapcor given our current business strategy and market positioning, as determined by our Board and Nomination, Remuneration & ESG Committee. The Board considers that it has identified the appropriate mix of skills and diversity considered necessary to appropriately govern Bapcor. The FY26 skills self-assessment represents the skills, experience and expertise of each Director and the extent to which they are represented on the Board*.

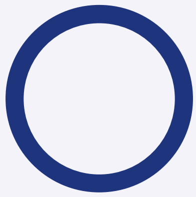
SKILLS AND EXPERTISE — **SKILLS ASSESSMENT RESULT**

Leadership

The directors have non-executive or executive director experience in comparable organisations and have experience in managing interfaces between the Board and management.

Strategy and Commercial Acumen

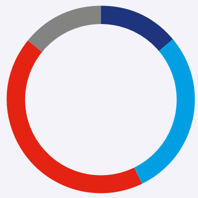
The directors have non-executive and/or executive experience translating strategic objectives into tangible plans and investment decisions as well as having a deep understanding of an organisation's value proposition and the commercial and economic drivers.



Industry Experience

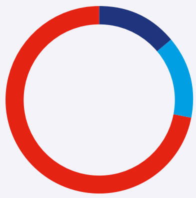
The directors have non-executive and/or executive experience in the following industries:

- automotive aftermarket industry;
- wholesale, distribution and logistics industry; and
- retail sales industry.



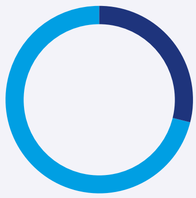
Technology and Digital

The directors have non-executive and/or executive experience driving technological change, overseeing technology and security functions, and keeping up with the latest trends and technological advancements.



People and Culture

The directors have non-executive and/or executive experience shaping workplace culture, designing and managing remuneration structures, overseeing talent management and succession planning. They also have experience overseeing talent management, retention and succession planning.

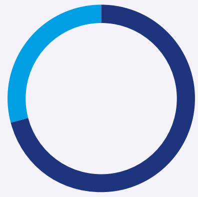


Expert   Advanced   Capable   Limited Knowledge

SKILLS AND EXPERTISE | **SKILLS ASSESSMENT RESULT**

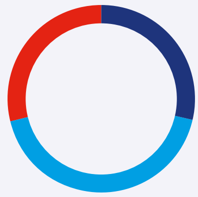
Governance, Risk and Compliance

The directors have non-executive and/or executive experience in comparable organisations and understand the governance, regulatory, compliance, risk management and audit environments. They are adept at setting risk appetites and assessing financial and non-financial risks.



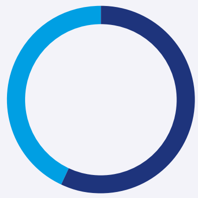
Regulatory and Government Policy

The directors have non-executive and/or executive experience identifying and resolving regulatory issues in similar organisations, engaging with government departments and interacting with regulators.



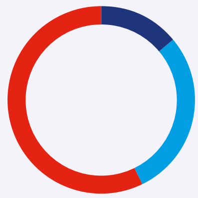
Financial Acumen

The directors have non-executive and/or executive experience analysing, interpreting and challenging financial data, understanding auditing and accounting issues, and engaging and overseeing external auditors.



Sustainability

The directors have non-executive and/or executive experience understanding global climate change risks, evolving disclosure requirements, and integrating sustainability and ESG principles in decision-making, along with understanding climate developments and the opportunities arising from sustainability and ESG issues.



Expert   Advanced   Capable   Limited Knowledge

* The above Board Skills Matrix reflects the self-assessment of the skills of the Directors appointed as at the date of this statement. Directors assessed their skills by reference to the following rating scale: Expert, Advanced, Capable and Limited Knowledge. The assessment reflects each Director's self-assessment of their relevant skills, experience and expertise, as reviewed by the Nomination, Remuneration & ESG Committee, and the Board.

Director Succession

The Nomination, Remuneration & ESG Committee's functions and powers are formalised in the Nomination, Remuneration & ESG Committee Charter, a copy of which is available on the Website.

The Nomination, Remuneration & ESG Committee's function is to, where required:

- identify suitable candidates with appropriate skills, experience, expertise and diversity to complement the existing Board, in order for the Board to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board;
- undertake appropriate checks on a candidate and seek confirmation from the candidate that they will have sufficient time to fulfil their responsibilities as a director; and
- subject to the results of such checks and confirmations, make recommendations to the Board on their appointment.

Where appropriate, external consultants may be engaged to assist in searching for candidates and undertaking relevant checks, as was the case in FY26.

The Company provides information to shareholders about Directors seeking re-election at a general meeting, to enable shareholders to make an informed decision on whether or not to re-elect the Directors. In particular, the Company provides information on each relevant Director's qualifications and experience; the skills they bring to the Board; details of any other ASX-listed directorship held in the preceding 3 years; the term of office already served by the Director; whether the Director is considered to be independent; and a recommendation by the Board in respect of the re-election of the Director.

The Company will, in the case of a candidate standing for election as a Director for the first time, provide information to shareholders about the candidate to enable them to make an informed decision on whether or not to elect the candidate, including material adverse information revealed by any checks the Nomination, Remuneration & ESG Committee has performed on the candidate; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, the candidate's capacity to exercise independent judgement on board matters or to act in the best interests of the Company and its shareholders generally; the Board's view on whether the candidate will be considered to be an independent Director; and a recommendation by the Board in respect of the election of the candidate.

All Directors and Senior Management have entered into formal agreements with the Company setting out the key terms, conditions and expectations of their engagement. Specifically, each Non-Executive Director letter of appointment outlines the terms of appointment including the Director's duties, disclosure of director interests, obligations, policy on seeking independent advice at the expense of the entity, remuneration, access to corporate information, expected time commitments, and compliance with the Company's policies.

Similarly, Senior Management have a formal job description and services agreement or employment agreement with the Company describing their term of office, duties, rights and responsibilities, and entitlements on termination.

Director Induction and Development

The Nomination, Remuneration & ESG Committee is tasked with ensuring that an effective induction process is in place for newly appointed Directors, and the review of those induction procedures.

In addition, the Nomination, Remuneration & ESG Committee is responsible for ensuring that incumbent Directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively.

As Directors join the Board, they undertake a comprehensive induction program, designed to familiarise new Directors with Bapcor's businesses, strategy, governance framework, culture, operations and material risks. The induction process includes meetings with existing Directors and Senior Management to gain an appreciation of Bapcor's structure, strategy, key policies and governance practices.

Directors are provided with ongoing opportunities to develop and maintain their skills and knowledge required to discharge their responsibilities effectively. The Board regularly receives updates on matters relevant to Bapcor's businesses and operations, including developments in legal and regulatory obligations, developments in corporate governance, and any other emerging focus areas.

Directors are also provided with opportunities to increase their understanding of the Group's operations through management presentations, strategy sessions, operational updates and site visits, where appropriate.

All Directors have ongoing access to information on the Company's operations and to Senior Management. Each Director is, at any time, able to seek reasonable independent professional advice on any business-related matter at the expense of the Company.

Directors also have access to adequate internal resources to seek any information from any officer or employee of the Group, or to require the attendance of management at meetings to enable them as Directors to fulfil their duties.

Director Independence

As at the date of this statement, the Board is comprised of seven Directors. A majority (six) of the Directors are non-executive and independent. The only non-independent Director as at the date of this statement is Chris Wilesmith, the CEO of Bapcor.

The Board has considered the circumstances of each Director and determined that as at the date of this statement, all Non-Executive Directors are independent Directors, on the basis that they are free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence the independent exercise of their judgement. In reaching this conclusion, the Board considered the guidelines of materiality for the purpose of determining Director independence set out in the Board Charter and Box 2.3 of the ASX Recommendations.

In assessing Andrew Fraser's independence, the Board considered his former role as Chair of Australian Retirement Trust, a substantial shareholder of the Company. The Board noted that Andrew no longer holds that role and does not have any current association with Australian Retirement Trust that could reasonably be expected to influence his judgment. Having regard to the nature of his former role and the absence of any current association, the Board determined that Andrew is independent and able to exercise independent judgement in the best interests of Bapcor and all shareholders.

The Board reviews the independence of each Non-Executive Director at least annually and whenever a relevant change in circumstances occurs. The Board, with the assistance of the Nomination, Remuneration & ESG Committee, continually assess whether any interest, position, association or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board, and to act in the best interests of Bapcor and its shareholders.

The Corporations Act and regular Board meeting processes require Directors to advise the Board of any interest they have that has the potential to conflict with the interests of the Group, including any development that may impact their perceived or actual independence. If the Board determines that a Director's status as an independent Director has changed, that determination will be disclosed and explained to the market in a timely manner.

Changes after the reporting period

On 1 July 2026, Andrew Fraser was appointed as a Non-Executive Director, and Jackie Korhonen was re-appointed as a member of the Audit & Risk Committee.

On 1 September 2026, Annette Carey stepped down as a member of the Audit & Risk Committee, and Andrew Fraser was appointed as a member of the Audit & Risk Committee. These changes are reflected in the Board and Committee compositions set out in this statement.

Board Committees

The Board Committees assist the Board in effectively discharging its duties. Each committee focuses on a particular set of responsibilities and provides feedback on these to the Board.

During FY26, the Board had three Board committees, being the Audit & Risk Committee, the Nomination Committee, and the Remuneration & ESG Committee.

During FY26, nomination responsibilities were overseen by the Board and, following changes to the committee structure on 24 February 2026, by the Nomination, Remuneration & ESG Committee. On that date, the Board dissolved the standalone Nomination Committee and assigned its responsibilities to the Remuneration & ESG Committee, which was renamed the Nomination, Remuneration & ESG Committee. This change was made to streamline the Board's committee structure and support more integrated oversight of Board composition, succession planning, remuneration, culture and ESG matters.

In light of this change, the Nomination Committee did not hold any meetings in FY26.

Each committee is governed by a charter setting out its composition, functions and responsibilities. Details of the number of committee meetings held during the year and individual director attendance at these meetings can be found in the Directors' Report of the Annual Report, available on the Company's website.

A summary of each committee's composition, as of the date of this statement, is set out in the following table:

	Members	**Composition**
Audit & Risk Committee	Patria Mann (Chair) Lachlan Edwards Jackie Korhonen Andrew Fraser	• Minimum three independent non-executive directors; • Chair should be an independent non-executive director who is not the Chair of the Board; • At least one member must have relevant financial qualifications and experience; and • All members should be financially literate and have a reasonable understanding of Bapcor's business and the industry in which it participates.
Nomination, Remuneration & ESG Committee	Kate Spargo (Chair) Jackie Korhonen Annette Carey	• Minimum three non-executive directors; • Majority of members are independent directors; and • Chair must be an independent non-executive director.

All the members of the committees were independent Non-Executive Directors and each committee is chaired by a Non-Executive Director, who is not the Chair of the Board. Further, there is a minimum of three members per Committee.

The Chair of a Committee may invite other Directors, members of Senior Management and representatives of the external auditor to be present at meetings of the committee and may seek advice from external advisers.

In July 2025, the Audit & Risk Committee engaged Ernst & Young to support the Committee in relation to the finalisation of the FY25 financial statements.

Performance Evaluation and Remuneration

Evaluation of Board performance, committees and individual directors

In accordance with the Board Charter, the Nomination, Remuneration & ESG Committee is required to regularly carry out a formal review of the performance of the Board, its committees, and each individual Director, using where necessary an external consultant, against appropriate measures. The review will assess, amongst other things:

- the effectiveness of the Board and each committee in meeting the requirements of its charter;
- whether the Board and each committee have members with the appropriate mix of skills and experience to properly perform their functions;
- the contribution made by each Director at meetings and in carrying out their responsibilities as Directors generally, including preparing for meetings; and
- whether adequate time is being allocated to Bapcor's matters, taking into account each Director's other commitments.

During the year, the Board undertook a review of the Board Charter to determine its adequacy for current circumstances, including an assessment of whether the Board has performed the functions set out in the Board Charter.

Bapcor did not follow Recommendation 1.6 in full during FY26. Bapcor has a process for periodically evaluating the performance of the Board, its committees and individual Directors, but a formal performance evaluation was not undertaken during FY26. Given the significant renewal of the Board and changes in Board leadership during the year, the Board considered that a formal evaluation would be more meaningful once the refreshed Board had operated together for an appropriate period. Nevertheless, the Board continued to assess its effectiveness through regular discussions regarding Board composition, skills, performance and succession planning and intends to undertake a formal evaluation during FY27.

Evaluation of Senior Executives' performance

The Nomination, Remuneration & ESG Committee is required to review and identify candidates to succeed the Chief Executive Officer.

The Nomination, Remuneration and ESG Committee is required to review of the performance of Senior Management including the CEO against appropriate measures, using an external consultant where necessary.

Further details of how Bapcor assesses the performance of senior executives are set out in the Remuneration Report (contained within the Annual Report).

Remuneration

Executive Remuneration

The Bapcor Board is committed to delivering a remuneration framework that:

- attracts, motivates and retains senior executives to drive the long-term sustainable growth of Bapcor;
- creates the appropriate alignment between senior executives and shareholders through value creation by achieving Bapcor's strategic objectives; and
- supports Bapcor's purpose and values that rewards executives within the risk profile determined by Bapcor.

Further details of the key senior executives' remuneration are set out in the Remuneration Report section of the Annual Report.

Non-Executive Remuneration

The structure of Non-Executive Directors' remuneration is distinct from that of executives. The remuneration policy for Non-Executive Directors is designed to attract and retain directors that are appropriately skilled and experienced in order to carry out the roles and responsibilities required. These include the need for Board oversight, independence and the highest levels of governance.

The Board fees provided to directors fall within the maximum aggregate fee limit of $1,500,000 which was approved by shareholders (as per the ASX Listing Rules) at the Annual General Meeting held on 20 October 2020.

Non-Executive Directors' remuneration is further detailed in the Remuneration Report section of the Annual Report.

Risk Framework

Management of risks

Bapcor maintains an enterprise-wide risk management framework designed to identify, assess, manage and monitor risks that may affect Bapcor's businesses and operations.

Responsibility for risk management is shared across the organisation. The Board is responsible for overseeing and approving Bapcor's risk management strategy, policies, procedures and systems.

The Board has delegated responsibility to the Audit and Risk Committee for reviewing and monitoring Bapcor's risk management framework. The Audit and Risk Committee assists the Board by overseeing the identification, assessment and management of material operational, financial, regulatory, technology, cybersecurity, people and sustainability-related risks.

In accordance with its charter, the Audit and Risk Committee reviews Bapcor's risk management framework with management at least once annually, and monitors the effectiveness of risk management and internal control systems. The Committee also reviews Bapcor's risk profile and material risks to ensure that appropriate mitigation and monitoring activities are in place.

A review of Bapcor's risk management framework and risk register was undertaken during FY26.

Sustainability and ESG Governance

The Board recognises that environmental, social and governance (**ESG**) matters can impact Bapcor's operations, stakeholders, reputation and long-term value creation. Bapcor is exposed to a range of economic, environmental and social sustainability-related risks and opportunities relevant to its operations, supply chain, workforce, customers and broader stakeholder relationships. These matters are considered as part of Bapcor's broader risk management framework and, where material, are overseen by the Board and relevant Board Committees.

Further details regarding Bapcor's climate-related governance, strategy, risk management, metrics and targets are set out in Bapcor's AASB S2 Report. Broader non-climate ESG matters are addressed in Bapcor's ESG Supplement.

Bapcor recognises that a sustainable and successful business is dependent on the engagement of employees, delivery of shareholder value, ethical business practices and optimisation of business operations in an affordable, social and environmentally responsible manner.

The Board has adopted an ESG Policy, which is available on the Website. The Board, guided by the Nomination, Remuneration and ESG Committee, is responsible for overseeing the review and effectiveness of the ESG Policy, including the setting and reviewing ESG objectives and monitoring progress against those objectives.

The Board has also adopted an ESG Strategy, which outlines Bapcor's approach to managing ESG-related opportunities and risks and supports the integration of sustainability considerations as they relate to Bapcor's strategy and decision-making processes. A copy of the ESG Strategy is available on the Website and is regularly reviewed by the Board and Nomination, Remuneration and ESG Committee.

Further details about Bapcor's ongoing economic, environmental and social sustainability initiatives are provided in Bapcor's AASB S2 Report (in the Company's Appendix 4E & FY26 Financial Report, available on the Website), and Bapcor's ESG Supplement (available on the Website).

Internal audit function

Bapcor maintains an independent Internal Audit function, the principal objective of which is to provide independent, objective assurance and advisory services designed to enhance and improve Bapcor's risk management, governance and internal control processes.

The Internal Audit function operates in accordance with an Internal Audit Charter, a copy of which is available on the Website. The Internal Audit Charter establishes the purpose, authority, responsibilities and independence requirements for the Internal Audit function.

The Internal Audit function is led by the General Manager of Internal Audit, Risk and Insurance, and is structured to provide the skills, experience, and independence required to deliver effective assurance activities across the Group. Where appropriate, specialist external service providers may be engaged to support the delivery of the internal audit plan and any other assurance activities, in accordance with the Internal Audit Charter. In FY26, the Internal Audit function engaged external service providers to support its Internal Audit activities.

The General Manager of Internal Audit, Risk and Insurance reports to the Audit and Risk Committee periodically, and administratively (on a day-to-day basis) to the Chief Financial Officer, with direct access to the Chair of the Audit and Risk Committee.

The Internal Audit function has unrestricted access to Group records, systems, personnel and information necessary to fulfil its responsibilities. Internal Audit findings, recommendations and management actions are regularly reported to the Audit and Risk Committee and, where appropriate, the Board and Senior Management. All Bapcor employees are required to assist in Internal Audit activity as part of their role and responsibility within the organisation.

The annual Internal Audit plan was developed having regard to Bapcor's core business processes, risk profile and emerging risks, strategic priorities and values, legislative and regulatory requirements, and stakeholder engagement across the GLT and functional leads. The Audit and Risk Committee reviews and approves the annual Internal Audit plan and monitors progress against the plan during the year.

CEO and CFO certification

The Board is committed to the preparation of financial reports that present a balanced, clear and accurate assessment of the Group's financial position and performance. The Board, with the guidance of the Audit and Risk Committee, reviews the Group's half yearly and full yearly financial statements.

Prior to approving Bapcor's half-year and annual financial reports, the Board receives written assurances from the CEO and the CFO that the Group's financial reports present a true and fair view, in all material respects, of the Group's financial condition and operational results, and are in accordance with relevant accounting standards and section 295A of the Corporations Act, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Management also completes a questionnaire providing the CEO and CFO with an appropriate basis upon which to provide these assurances to the Board.

The Board obtains and will continue to seek these assurances prior to approving half year and full year financial statements.

Periodic Corporate Reports

The Audit and Risk Committee reviews and makes recommendations to the Board regarding approval of all financial reports and oversees the integrity of Bapcor's corporate reporting processes, including any sustainability or climate-related disclosures required in annual statutory reporting.

Where a periodic corporate report is not subject to audit or review by an external auditor, Senior Management conducts a comprehensive internal verification process designed to provide assurance that the report is materially accurate, balanced and appropriate for release to investors.

Depending on the nature of the report, the verification process may include preparation and review by management, review by relevant subject matter experts (internal and external), input from members of the finance and legal teams, and where appropriate consideration or approval by a committee or the Board.

The Board considers that these processes support the integrity and quality of Bapcor's periodic corporate reporting to assist investors in making informed decisions.

Governance Codes and Policies

The Group has developed a number of codes and policies to help Directors and employees understand what is expected of them.

Code of Conduct

The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct, a copy of which is available on the Website.

The Code of Conduct outlines Bapcor's guiding principles for all team members and the way that we all carry out our work each day and treat those around us in a way that is consistent with Bapcor's Values and purpose.

The Code of Conduct sets out the way in which Bapcor team members are expected to conduct themselves in a manner that is consistent with Bapcor's Values:

- *We do the right thing*: we treat each other with respect, we speak up and call out when something's not right, we put our team members' health and safety first;
- *We are in it together*: we share knowledge and learnings with others openly and often, we bring together different views and skill sets to strengthen our work, we actively care for and always support each other, always;
- *We give a damn*: we go above and beyond for our customers, we continuously learn and improve the way we do things, we bring passion and pride to our work; and
- *We get it done*: we are organised in how we plan ahead, we make decisions that focus on what matters most, we take responsibility and deliver what we commit to.

The Code of Conduct also outlines how we conduct business, namely in an honest, fair and ethical manner, aligned with our values and acting only in ways that reflect well on Bapcor in strict compliance with all laws and regulations.

Responsibilities of Bapcor's team members under the Code of Conduct include protection of Bapcor's business, using Bapcor's resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.

Bapcor encourages team members to raise behaviour that is inconsistent with the Code of Conduct with the team member's manager, the People & Culture team, or via the 'Speak Up at Bapcor' service under Bapcor's Whistleblower Policy. Material breaches of the Code of Conduct are reported to the Board.

Whistleblower Policy

Bapcor has a stand-alone Whistleblower Policy that encourages all eligible whistleblowers to raise matters that are of legitimate concern, including in relation to a potential breach of any legal or regulatory requirement, or a Company policy.

Bapcor's Whistleblower Policy encourages the reporting of actual or suspected misconduct, unlawful conduct or other inappropriate behaviour and provides eligible whistleblowers with protections, including confidentiality and protection from detriment, in accordance with applicable whistleblower legislation.

Reports may be made through internal reporting channels or via "Speak Up at Bapcor", an independent externally managed whistleblower service.

Bapcor's 'Speak Up' Committee includes the CEO, CFO, Chief People & Culture Officer, General Counsel & Company Secretary, and may also include other senior executives and Board directors, as appropriate.

All whistleblower disclosures are assessed and investigated as appropriate. A summary of all whistleblower disclosures and trends is reported to the Board on a monthly basis.

Further information can be found in the Whistleblower Policy available on the Website.

Anti-bribery, Corruption and Fraud Policy

The Anti-Bribery, Corruption and Fraud Policy outlines Bapcor's commitment to conducting business ethically, in line with the Company's values and in compliance with anti-bribery, corruption and fraud laws. The policy applies to Directors, officers, team members, contractors and third parties acting on Bapcor's behalf.

Bapcor maintains a zero tolerance approach to bribery and corruption and prohibits facilitation payments, improper benefits and other corrupt conduct.

Actual or suspected instances of bribery, corruption, fraud or other practices prohibited under the policy, may be reported through internal reporting channels or via the independent "Speak Up at Bapcor" service.

Allegations received by the Company are assessed and investigated as appropriate. A summary of anti-bribery and corruption complaints is also provided to the Board on a monthly basis.

Compliance with this policy is supported through periodic training and compliance activities.

A copy of the Anti-Bribery, Corruption and Fraud Policy is available on the Website.

Disclosure Policy

The Board has adopted a Disclosure Policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance.

The focus of these procedures is on continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company's securities and improving access to information for all investors.

The Board has established a Disclosure Committee comprising the CEO, the CFO and the Company Secretary (who also act as the Disclosure Officers).

The Disclosure Committee is responsible for:

- determining what information will be disclosed by Bapcor to the ASX;
- implementing procedures to ensure that, if required, disclosures to the ASX can be made immediately, and trading halt requests can be lodged with the ASX immediately;
- preparing (or overseeing the preparation of) external announcements (other than categories of routine announcements that the Disclosure Committee determines may be prepared and released without its prior review, if any); and
- reviewing and approving proposed external announcements for release to ASX.

In accordance with the Disclosure Policy, the Disclosure Officer is responsible for ensuring that all Board decisions that must be disclosed to the ASX are dealt with by an appropriate company announcement.

To ensure the Board has timely visibility of all information being disclosed to the market and in compliance with the Disclosure Policy, all material market announcements are circulated to the Board promptly after they have been released to the ASX.

Any new or substantive investor presentation materials are released on the ASX Market Announcements Platform ahead of the respective investor presentation.

The purpose of these procedures is to ensure timely and accurate information is provided equally to all shareholders and market participants. Market announcements and other periodic corporate reports are subject to verification and approval processes designed to ensure disclosures are accurate, balanced and not misleading.

A copy of the Disclosure Policy is available on the Website.

Diversity, Equity and Inclusion Policy

The workforce of Bapcor is made up of team members with diverse skills, backgrounds, perspectives and experiences, and this diversity is recognised, valued and respected.

Bapcor recognises that a diverse, equitable and inclusive workforce supports better decision-making, improves organisational performance and enhances Bapcor's ability to retain and develop talented team members. Diversity, equity and inclusion (**DEI**) are considered important contributors to Bapcor's culture, customer focus and long-term sustainable performance.

To support these objectives, the Board has adopted a Diversity, Equity and Inclusion Policy, a copy of which is available on the Website.

The DEI Policy seeks to foster a workplace where all team members are treated fairly, respectfully and equitably and where discrimination, bullying, harassment, vilification and victimisation cannot and will not be tolerated.

The DEI Policy promotes diversity that extends beyond gender, including, age, ethnicity, marital or family status, religious or cultural background, sexual orientation or preference, political or other beliefs, and any other unique or distinguishing characteristic.

The Board has overall responsibility for the DEI Policy and its effectiveness, annually setting and reviewing measurable objectives in relation to gender diversity (and where appropriate, other aspects of diversity including in respect of women in leadership, age diversity and cultural diversity). The Board also annually assesses Bapcor's progress in achieving these objectives.

The Nomination, Remuneration & ESG Committee assists the Board in reviewing the effectiveness of diversity and inclusion initiatives and monitoring diversity outcomes across the Group.

Each Bapcor team member is responsible for creating a respectful and inclusive work environment. The GLT is responsible for supporting the implementation of the DEI Policy, creating and maintaining an inclusive work environment, and creating and encouraging diversity within teams. The DEI Policy also creates the DEI Council who is responsible for overseeing the implementation of the DEI initiatives across the organisation and monitoring progress of the DEI strategy and objectives.

Further details about Bapcor's ongoing diversity and inclusion initiatives are provided in Bapcor's ESG Supplement.

As at 30 June 2026, female representation in Bapcor's workforce at various management levels was as follows:

Level	2026 Outcome	2025 Outcome	2024 Outcome
Board of Directors	67%	29%	33%
Non-Executive Directors	80%	33%	40%
Senior Executives	20%	25%	25%
Managers	29%	27%	33%
Entire Organisation	29%	29%	28%

For the purposes of the table above:

- "Senior Executive" means the CEO and the CEO's direct reports.
- "Managers" means executives two levels below the CEO.
- "Entire organisation" includes casual team members and excludes Non-Executive Directors and independent contractors.

In accordance with the *Workplace Gender Equality Act 2012*, Bapcor has submitted a Workplace Gender Equality Report for the 2025/2026 reporting period. The submission includes details of Bapcor's Gender Equality Indicators and is available on the Website.

Modern Slavery

Bapcor recognises that modern slavery risks may arise within its supply chains and is committed to identifying, assessing and managing those risks in accordance with its values, legal obligations, and stakeholder expectations.

Bapcor's approach to managing modern slavery risks is supported by our Human Rights Policy and Ethical Supply Chain/Procurement Policy, both of which are available on the Website.

These policies reflect Bapcor's commitment to respecting and promoting human rights and conducting supply chain and procurement activities responsibly and ethically. The Ethical Supply Chain/Procurement Policy outlines Bapcor's expectations of its suppliers, their obligation to take steps to conduct their businesses ethically and lawfully and mitigate modern slavery and human rights risks within their own operations and supply chains.

Bapcor undertakes activities to identify and assess modern slavery risks within its operations and supply chains and seeks to work collaboratively with suppliers to promote ethical and responsible business practices.

Oversight of modern slavery-related risks forms part of Bapcor's broader ESG and risk management framework. The Board receives updates regarding material modern slavery matters and annually approves Bapcor's Modern Slavery Statement.

In accordance with the *Modern Slavery Act 2018*, Bapcor publishes an annual Modern Slavery Statement outlining the actions taken to identify, assess and address modern slavery risks. As at the date of this statement, the latest Modern Slavery Statement was approved by the Board on 17 December 2025 and is available on the Website.

Securities Trading Policy

Bapcor has adopted a Securities Trading Policy which is designed to promote investor confidence in the integrity of dealings in Bapcor securities and ensure compliance with applicable insider trading laws.

The Securities Trading Policy prohibits Directors, the CEO, the CFO, members of the GLT, certain other restricted persons, and their closely related parties from trading in Bapcor securities during closed periods, except in limited circumstances permitted under the policy. Additionally, the Securities Trading Policy outlines a general prohibition on dealing in Bapcor securities while in possession of inside information.

The Securities Trading Policy establishes approval and notification requirements for dealings by Directors, and senior executives. The policy is reviewed annually by the Board and was reviewed during FY26.

A copy of Bapcor's Securities Trading Policy is available on the Website.

Shareholder Communication

Bapcor recognises that shareholders and other key stakeholders are entitled to be informed in a timely, clear and readily accessible manner for major developments affecting Bapcor.

The Bapcor website is the primary medium for providing information to all shareholders and stakeholders. The Investor Centre and Governance sections of the Bapcor website include information such as:

- announcements lodged by Bapcor with the ASX, including annual and half yearly reports;
- corporate governance policies and charters adopted by the Board and Board's committees;
- presentations provided to analysts or media during briefings;
- notices of general meetings and accompanying explanatory materials; and
- key shareholder information, including share registry details.

The Board is committed to facilitating effective two-way communication with its shareholders, investors and stakeholders, and has adopted a Shareholder Communication Policy to support this commitment. A copy of the Shareholder Communication Policy is available on the Website.

Bapcor's engagement with shareholders and investors is managed through authorised spokespersons in accordance with the Shareholder Communication Policy and Disclosure Policy.

Following the release of Bapcor's half-year and full-year results, Bapcor conducts webcast results presentations and Q&A sessions which interested parties may attend. Bapcor also conducts investor and analyst briefings, at which institutional investors and analysts are briefed and given the opportunity to ask questions of the Chair, CEO, CFO, as appropriate.

Shareholders are encouraged to attend Bapcor's general meetings. Notices of meeting are given in accordance with the Bapcor's Constitution, the Corporations Act, and the ASX Listing Rules, and are made available via the ASX and the Company's website.

The Annual General Meeting provides shareholders with an opportunity to receive updates from the Board Chair and CEO on Bapcor's performance, ask questions of the Board and management, ask questions of the external auditor regarding the conduct of the audit and the auditor's report, and vote on resolutions affecting the Company.

The date, time and location of Bapcor's general meetings are provided in the notices of meetings lodged with the ASX, and on the Website. Where Bapcor holds a meeting using virtual or hybrid technology, shareholders are provided with information about how to participate, ask questions and vote. Shareholders who are unable to attend a meeting are encouraged to vote before the meeting by direct vote, where available, or by appointing a proxy, attorney or representative to vote on their behalf. All resolutions at a meeting of shareholders are decided by poll.

Shareholders and investors may communicate with Bapcor electronically by emailing the Company Secretary. Shareholders are also able to communicate with the Bapcor's registry electronically by emailing the registry or via the registry's website.

Bapcor encourages shareholders to receive company information electronically by registering their email address with Bapcor's share registry.