



NOTICE OF ANNUAL
GENERAL MEETING
AND EXPLANATORY
MEMORANDUM

Bapcor Limited
ACN 153 199 912

Date: Tuesday 20 October 2020
Time: 1.30pm (Melbourne time)
Venue: Via virtual technology

IMPORTANT INFORMATION

COVID-19 ARRANGEMENTS

Bapcor Limited (**Bapcor** or the **Company**) advises that it will hold its 2020 Annual General Meeting of shareholders on Tuesday 20 October 2020 at 1.30pm (**Meeting**).

The safety of Bapcor's shareholders, employees and other stakeholders is the Company's highest priority. At the date of this notice, the COVID-19 situation remains volatile and uncertain. Based on up-to-date information available to the Board at the time of this notice, the Company has determined to conduct the Meeting virtually. There will not be a physical venue for Shareholders to attend.

The Meeting will be webcast via the Lumi online platform. Shareholders will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time. You may attend the Meeting in one of two ways:

1. If you use your computer to attend the Meeting, you should use the Lumi platform (by entering this link in your browser web.lumiagm.com/300324618; or
2. If you use your mobile phone or device to attend the Meeting, you should use the Lumi AGM app (**which you can download from the Apple App or Google Play stores by searching Lumi AGM**).

Further information on how to participate in the Meeting is provided in the Virtual AGM Online Guide, which you can access at: www.computershare.com.au/virtualmeetingguide.

Potential restrictions relating to COVID-19 are rapidly evolving. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice of Meeting, the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for up to date announcements at the ASX website www.asx.com.au (the Company's issuer code is "BAP").

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 2020, or the content of its audit report. Please send your questions via email to:

The Company Secretary, Bapcor Limited
companysecretary@Bapcor.com.au

Written questions must be received by no later than **5.00pm (Melbourne time) on Friday 16 October 2020**.

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.

You may also submit your questions and comments online during the Meeting via the Lumi platform (if you are participating on your computer), or via the Lumi AGM app (if you are participating on your mobile phone or device).

The Chairman of the Meeting will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the meeting to address all of the questions and comments raised. Please note that individual responses may be sent to the enquiring party only, and may not be sent to all 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 (Melbourne time) on Sunday 18 October 2020**, subject to any applicable voting exclusion.

Voting on all items of business will be conducted on a poll. You may vote live and online during the Meeting using the Lumi platform (if you are participating on your computer), or the Lumi app (if you are participating on your mobile phone or device). Further information on how to vote using Lumi is set out in the Virtual AGM Online Guide, which you can access at: www.computershare.com.au/virtualmeetingguide

The Chairman of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting.

Voting by proxy

Eligible shareholders can also vote by appointing 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).

IMPORTANT INFORMATION

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.

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 (Melbourne time) on Sunday 18 October 2020**.

Proxy Forms can be submitted in four ways:

- 1. Online:** All shareholders can appoint a proxy to vote on their behalf online at www.investorvote.com.au by following the instructions set out on the website.
Shareholders who elected to receive their Notice of Meeting electronically will have received an email with a link to the InvestorVote site.
For all other shareholders, you will receive a letter by mail with instructions on how to vote online.
- 2. By mail:** If shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas). Completed proxy forms (together with any authority under which the proxy form was signed or a certified copy of the authority) must be returned to Computershare:
By post to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
- 3. By facsimile:** Australia – 1800 783 447, overseas – +61 3 9473 2555; or
- 4. 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 send evidence of his or her appointment to the Company Secretary (companysecretary@Bapcor.com.au) by 5.00pm (Melbourne time) on 19 October 2020.

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, 6 and 7. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 6 and 7. 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, 6 and 7 he or she will not vote your proxy on that item of business.

NOTICE OF 2020 ANNUAL GENERAL MEETING

NOTICE is given that the 2020 Annual General Meeting of Bapcor Limited ACN 153 199 912 will be held virtually on Tuesday 20 October 2020 at 1.30pm (Melbourne time).

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 2020.

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 2020 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 2020 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 2019, 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. <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.

3. Re-election of Directors

Resolution 2	Re-election of Ms Jennifer Macdonald as Director
Description	Ms Jennifer Macdonald, who was appointed as a Director on 1 September 2018, retires as a Director in accordance with rule 6.1(f) 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(f) of the Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."</i>
Resolution 3	Re-election of Mr James Todd as Director
Description	Mr James Todd, who was appointed as a Director on 1 September 2020, retires as a Director in accordance with rule 6.1(e) 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 James Todd, having been appointed as a Director on 1 September 2020 and who retires as a Director of the Company in accordance with rule 6.1(e) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

Resolution 4	Re-election of Mr Mark Powell as Director
Description	Mr Mark Powell, who was appointed as a Director on 1 September 2020, retires as a Director in accordance with rule 6.1(e) 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 Mark Powell, having been appointed as a Director on 1 September 2020 and who retires as a Director of the Company in accordance with rule 6.1(e) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

4. Ratification of previous issue of securities

Resolution 5	Ratification of issue of institutional placement of Shares
Description	The Company seeks shareholder approval under ASX Listing Rule 7.4 for the prior issue of Shares under an institutional placement announced to the market on 17 April 2020.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 40,909,090 Shares on 21 April 2020 under the Company's institutional placement, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast in favour of the resolution by or on behalf of: <ul style="list-style-type: none"> • any person who participated in the issue of Shares under the institutional placement; or • an associate of that person or those persons. However, this does not apply to a vote cast in favour of the resolution by: <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; • the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> • the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and • the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

NOTICE OF 2020 ANNUAL GENERAL MEETING

5. Non-Executive Directors' Remuneration Fee Cap

Resolution 6	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, 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 \$1,200,000 to \$1,500,000."</i>
Voting Exclusion	The Company will disregard any votes cast: <ul style="list-style-type: none"> • in favour of the resolution by or on behalf of the Directors and any associates of those Directors; and • on the 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, this does not apply to a vote cast on the resolution by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; • the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> • the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and • the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Grant of FY21 Performance Rights to Chief Executive Officer

Resolution 7	Approval for issue of FY21 Performance Rights to CEO under the LTIP
Description	Resolution 7 seeks shareholder approval for the issue of performance rights to Mr Darryl Abotomey, the Company's CEO and Managing Director, in relation to FY21.
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 201,008 performance rights in relation to FY21, each to acquire 1 fully paid ordinary 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 the resolution by a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTIP; and • on the 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, this does not apply to a vote cast on the resolution by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; • the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> • the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and • the holder votes on resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Amendment of Company constitution

Resolution 8	Amendment of Company constitution
Description	The Company seeks to amend its current constitution so that is consistent with applicable laws, regulations and ASX Listing Rules.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution: <i>"THAT, for the purposes of section 136(2) of the Corporations Act 2001 (Cth), and for all other purposes, the amendments to the Company constitution as set out in the explanatory memorandum be approved and adopted."</i>

Dated 18 September 2020

BY ORDER OF THE BOARD OF BAPCOR LIMITED



Noel Meehan
Company Secretary

EXPLANATORY MEMORANDUM TO NOTICE OF 2020 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 2020 to be laid before the Company's 2020 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 2020 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2020 Annual Report is available from the Company's website (www.bapcor.com.au).

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

Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor PWC questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2020, 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 PWC 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 2020 Annual Report and is available from the Company's website (www.bapcor.com.au).

The 2020 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 MS JENNIFER MACDONALD 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. This number will exclude Mr James Todd and Mr Mark Powell, who are retiring under rule 6.1(d) (as set out in Resolutions 3 and 4 below). As such, the number of Directors required to retire, when rounding down, is one.

Rule 6.1(g) of the Constitution states that the Director who must retire in accordance with rule 6.1(f)(i)(A) is the Director who has been longest in office since their last election. If Directors were elected on the same day, the Director to retire must be determined by agreement among themselves, or in the absence of agreement, by lot.

Ms Jennifer Macdonald and Mr Andrew Harrison are the Directors who have been longest in office since their last election, having been re-elected to office by shareholders at the Company's 2018 Annual General Meeting. Given that the two Directors were re-elected on the same day, they have agreed among themselves that Ms Jennifer Macdonald will retire, in accordance with rule 6.1(g).

Ms Jennifer Macdonald accordingly retires as a Director at this Meeting in accordance with rule 6.1(f)(i)(A) of the Company's Constitution.

Ms Jennifer Macdonald, being eligible under rule 6.1(i) of the Constitution, offers herself for re-election as Director.

3.2 About Ms Jennifer Macdonald

Name:	Jennifer Macdonald
Title:	Independent, Non-Executive Director
Qualifications:	Bachelor of Commerce Degree Masters of Entrepreneurship and Innovation Graduate Diploma from the Securities Institute of Australia Graduate of the Australian Institute of Company Directors Member of the Institute of Chartered Accountants ANZ
Experience and expertise:	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.
Other current directorships:	Ms Macdonald is currently a board member of Australian Pharmaceuticals Industries Limited, Redbubble Limited, and Property Guru Pte. Ltd.
Former directorships (last 3 years):	Redflow Limited
Special responsibilities:	Chairman of the Audit and Risk Committee Member of the Nomination and Remuneration Committee
Relevant interest in Bapcor shares:	23,363 ordinary shares

3.3 Board Recommendation

The Board, with Ms Macdonald abstaining on making a recommendation on Resolution 2, 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.

EXPLANATORY MEMORANDUM
TO NOTICE OF 2020 ANNUAL GENERAL MEETING**4. RESOLUTIONS 3 AND 4: RE-ELECTION OF MR JAMES TODD AND MR MARK POWELL AS DIRECTORS****4.1 Explanation**

Mr James Todd and Mr Mark Powell were appointed to the Board by the Directors on 1 September 2020 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 appointed 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.

Mr James Todd and Mr Mark Powell are therefore eligible for re-election under rule 6.1(i) of the Constitution and each offer themselves up for re-election.

4.2 About Mr James Todd

Name:	James Todd
Title:	Independent, Non-Executive Director
Qualifications:	Bachelor of Commerce and Bachelor of Laws Graduate Diploma of Applied Finance Fellow of the Financial Services Institute of Australasia Member of the Australian Institute of Company Directors
Experience and expertise:	Mr Todd is an experienced company director, corporate adviser and investor. He commenced his career in investment banking and has taken active roles in a range of private and public companies. He was until recently Managing Director of Wolseley Private Equity, an independent private equity firm he co-founded in 1999.
Other current directorships:	Mr Todd is currently a board member of IVE Group, Coventry Group and HRL Holdings.
Former directorships (last 3 years):	
Special responsibilities:	Member of the Audit and Risk Committee Member of the Nomination and Remuneration Committee
Relevant interest in Bapcor shares:	Nil.

4.3 About Mr Mark Powell

Name:	Mark Powell
Title:	Independent, Non-Executive Director
Qualifications:	Master's Degree in Logistics Master of Business Administration specialising in Lean Thinking Graduate Member of the Australian Institute of Company Directors Fellow of the Chartered Institute of Logistics and Transport
Experience and expertise:	Mr Powell is a professional company director who has accrued over 30 years' executive experience in retail, logistics and wholesale in the UK, Spain, North America, Australia and New Zealand. Mr Powell has acted as UK Logistics Operations Director for Tesco Plc and Divisional Head for Booker Wholesale, as well as running Wal-Mart Canada's logistics operations. Before becoming a non-executive director, Mr Powell was also the Group CEO for a NZX listed business, The Warehouse Group.
Other current directorships:	Mr Powell is currently a board member of JB Hi-Fi Group and Kiwi Property Group Limited.
Former directorships (last 3 years):	
Special responsibilities:	Member of the Audit and Risk Committee Member of the Nomination and Remuneration Committee
Relevant interest in Bapcor shares:	10,000 ordinary shares.

4.4 Board Recommendation

The Board, with Mr Todd and Mr Powell abstaining on making a recommendation on Resolutions 3 and 4, recommends that shareholders vote in favour of Resolutions 3 and 4.

4.5 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 3 and 4.

5. RESOLUTION 5: RATIFICATION OF ISSUE OF INSTITUTIONAL PLACEMENT SHARES

5.1 Explanation

The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for a previous issue of securities made by the Company during the last 12 months under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period without shareholder approval (**15% Placement Capacity**).

ASX Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue Equity Securities pursuant to its 15% Placement Capacity, by permitting the ratification of previous issues of Equity Securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval.

If shareholders of a company approve the ratification of such previous issues of Equity Securities at a general meeting, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

Accordingly, if shareholders ratify the previous issue of Equity Securities made by the Company by way of approving Resolution 1, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.

5.2 Background

On 16 April 2020, the Company announced a capital raising consisting of the following elements:

1. A fully underwritten \$180 million pro-rata institutional placement (**Placement**); and
2. A non-underwritten share purchase plan to raise up to \$30 million (this was subsequently increased to \$56 million, as announced on 20 May 2020, due to strong support shown by eligible shareholders).

On 21 April 2020, the Company issued 40,909,090 Shares under the Placement using its 15% Placement Capacity pursuant to Listing Rule 7.1. The Company seeks ratification of the issue of these securities under ASX Listing Rule 7.4

5.3 Specific information required for Resolution 5

In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:

No. of securities issued	40,909,090 fully paid ordinary shares
Issue price	\$4.40
Date of issue	21 April 2020
Recipients of issue	A number of Bapcor's existing institutional shareholders and other institutional investors who subscribed to the Placement, as introduced to the Company by the joint lead managers and underwriters to the Placement, UBS AG and Morgan Stanley.
Use of funds raised	To reduce Bapcor's net debt position.
Voting exclusion statement	A voting exclusion statement applies to this item of business, as set out in the Notice.

5.4 Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 5.

5.5 Chairman's available proxies

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

EXPLANATORY MEMORANDUM
TO NOTICE OF 2020 ANNUAL GENERAL MEETING**6. RESOLUTION 6: APPROVAL TO INCREASE NON-EXECUTIVE DIRECTORS' REMUNERATION FEE CAP****6.1 Explanation**

Resolution 6 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:

- (a) 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;
- (b) The increase will allow for annual incremental adjustments to Non-Executive Directors fees in line with market conditions; and
- (c) 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.

6.2 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:

- (a) The current Fee Cap is \$1,200,000, as approved by shareholders at the Company's 2018 Annual General Meeting;
- (b) Shareholder approval is now sought to increase the Fee Cap by \$300,000 to \$1,500,000; and
- (c) There have been no securities issued to Non-Executive Directors under Listing Rules 10.11 or 10.14 in the preceding 3 years.

6.3 Voting Exclusion

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

6.4 Board Recommendation

Given that Resolution 6 involves the payment of fees to Directors, the Directors make no recommendations to shareholders in relation to this Resolution.

6.5 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 6.

7. RESOLUTION 7: APPROVAL TO ISSUE FY20 PERFORMANCE RIGHTS TO CEO UNDER LTIP**7.1 Explanation**

Resolution 7 seeks shareholder approval for the issue of performance rights to Mr Darryl Abotomey, the Company's Chief Executive Officer and Managing Director, as the long term incentive component of his total remuneration for FY21.

7.2 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 7 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 7, 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 7 are provided below.

7.3 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 FY21 LTIP performance rights offer.

7.4 Number of performance rights proposed to be granted

The maximum face value of the CEO's FY21 grant is \$1,181,927, 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 2020, which has been calculated as \$5.88. Based on a VWAP of \$5.88, the number of performance rights to be granted under Resolution 7 is 201,008.

7.5 Performance Period

The performance period will be three years from 1 July 2020 to 30 June 2023.

7.6 Performance hurdles

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

- (a) 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
- (b) 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	<p>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.</p> <p>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.</p> <p>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.</p> <p>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:</p> <table border="1"> <thead> <tr> <th>TSR percentile ranking</th> <th>Percentage of performance rights that will vest</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>	TSR percentile ranking	Percentage of performance rights that will vest	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%
TSR percentile ranking	Percentage of performance rights that will vest										
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	<p>EPS growth will be measured over the performance period, using FY20 EPS as the base year to calculate compound annual growth over the following three years.</p> <p>EPS growth is based on basic EPS, which is calculated in accordance with AASB 133. The FY20 EPS of \$0.30 per share will be used as the base value to determine the CAGR.</p> <p>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:</p> <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%	100%
Growth in EPS (CAGR)	Percentage of performance rights that will vest										
Below 7.5%	Nil										
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At or above 15%	100%										

EXPLANATORY MEMORANDUM
TO NOTICE OF 2020 ANNUAL GENERAL MEETING

FY21 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
REH	Reece Ltd
DMP	Domino's Pizza Enterprises Ltd
JBH	JB Hi-Fi Ltd
IEL	IDP Education Ltd
HVN	Harvey Norman Holdings Ltd
BRG	Breville Group Ltd
MTS	Metcash Ltd
PMV	Premier Investments Ltd
FLT	Flight Centre Travel Group Ltd
APE	AP Eagers Ltd
SUL	Super Retail Group Ltd
KGN	Kogan.com Ltd
IVC	InvoCare Ltd
ELD	Elders Ltd
BKL	Blackmores Ltd
ARB	ARB Corp Ltd
DDR	Dicker Data Ltd
CTD	Corporate Travel Management Ltd
CKF	Collins Foods Ltd
GUD	GUD Holdings Ltd
SLK	SeaLink Travel Group Ltd
GWA	GWA Group Ltd
SIG	Sigma Healthcare Ltd
API	Australian Pharmaceutical Industries Ltd
ASG	Autosports Group 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.

7.7 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.

7.8 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 unvested performance rights;
- where vested performance rights have resulted in the issue or transfer of shares, to require Mr Abotomey to repay to the Company the market value of those shares (net of any tax paid or payable by Mr Abotomey in relation to the receipt of shares under the LTIP); and/or
- adjust the fixed remuneration, incentives or participation in the LTIP of Mr Abotomey,

in certain circumstances including fraud, dishonesty, misconduct, where there has been a material misstatement in the Company's financial statements, or where new circumstances have come to light 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. The Board also retains a discretion as to how to treat the remaining unvested performance rights.

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

7.9 Other Information

As at the date of this Notice, Mr Abotomey's fixed annual remuneration is \$1,313,250 (inclusive of superannuation). Mr Abotomey's variable annual remuneration consists of a short term incentive of up to 100% of his fixed annual remuneration (subject to achievement of financial and non-financial targets), and a long term incentive of up to 90% of his fixed annual remuneration (subject to performance hurdles described above, and delivered in the form of performance rights).

The Company has determined to utilise performance rights as a mechanism to provide long term incentives to key executives such as Mr Abotomey, on the basis that performance rights (as compared to other types of equity securities) motivate executives to take a long-term view of the Company's performance, and links reward to investors' experience. In addition, the Company considers that the performance period of three years (and further twelve month restriction on sale for vested performance rights) is consistent with the Board's objectives of driving a sustainable business, growing shareholder value and retaining talented executives.

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 last approved by shareholders at the 2019 AGM:

- 209,560 performance rights in relation to FY20

The grant of these performance rights were approved by shareholders at the Company's 2019 Annual General Meeting, and each performance right was issued for nil acquisition price.

Details of the performance rights issued to Mr Abotomey under the LTIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule.

7.10 Voting Exclusion

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

7.11 Board Recommendation

Mr Darryl Abotomey abstains from making a voting recommendation on Resolution 7 as it relates to a grant of performance rights to him. The other Directors recommend that shareholders vote in favour of Resolution 7.

7.12 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 7.

8. RESOLUTION 8: AMENDMENT OF COMPANY CONSTITUTION

8.1 Explanation

Under the recent changes to the ASX Listing Rules, which took effect from 1 December 2019, listed entities with restricted securities on issue are required to include certain provisions in their constitutions.

Specifically, the constitution must state that:

- a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity's issuer sponsored sub register and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- the entity will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and
- if a holder of restricted securities breaches a restriction deed or a provision of the entity's constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

The Company seeks to amend its existing constitution so that it is consistent with the requirements under the ASX Listing Rules.

A copy of the proposed amended constitution will be sent to any shareholder on written request made to the Company Secretary via email (companysecretary@Bapcor.com.au).

The resolution the subject of Resolution 8 is a **special resolution**. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.

8.2 Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 8.

8.3 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 8.

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: <ul style="list-style-type: none"> (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.
Equity Security	means: <ul style="list-style-type: none"> (a) a share; (b) a right to a share or option; (c) an option over an issued or unissued security; (d) a convertible security; (e) any security that ASX decides to classify as an equity security.
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.
LTIP or Plan	means the Company's Long Term Incentive Plan.
Meeting	means the Company's 2020 Annual General Meeting.



Bapcor®



BAPCOR LIMITED
ABN 80 153 199 912

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



Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1.30pm (Melbourne time) Sunday 18 October 2020.**

Bapcor Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Bapcor Limited will be a virtual meeting, which will be conducted online on Tuesday 20 October at 1.30pm (Melbourne time).

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

To participate online you will need to visit web.lumiagm.com/300324618 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at www.computershare.com.au/virtualmeetingguide

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



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



BAPCOR LIMITED
ABN 80 153 199 912

BAP

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For your proxy appointment to be effective it must be received by **1.30pm (Melbourne time) Sunday 18 October 2020**.

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 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

XX

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 via virtual technology on Tuesday 20 October 2020 at 1.30pm (Melbourne time) 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, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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, 6 and 7 by marking the appropriate box in step 2.

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 Ms Jennifer Macdonald as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr James Todd as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Mr Mark Powell as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of issue of institutional placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval to increase Non-Executive Directors' remuneration fee cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval for issue of FY21 Performance Rights to CEO under the LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendment of Company constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





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