

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

DATE:

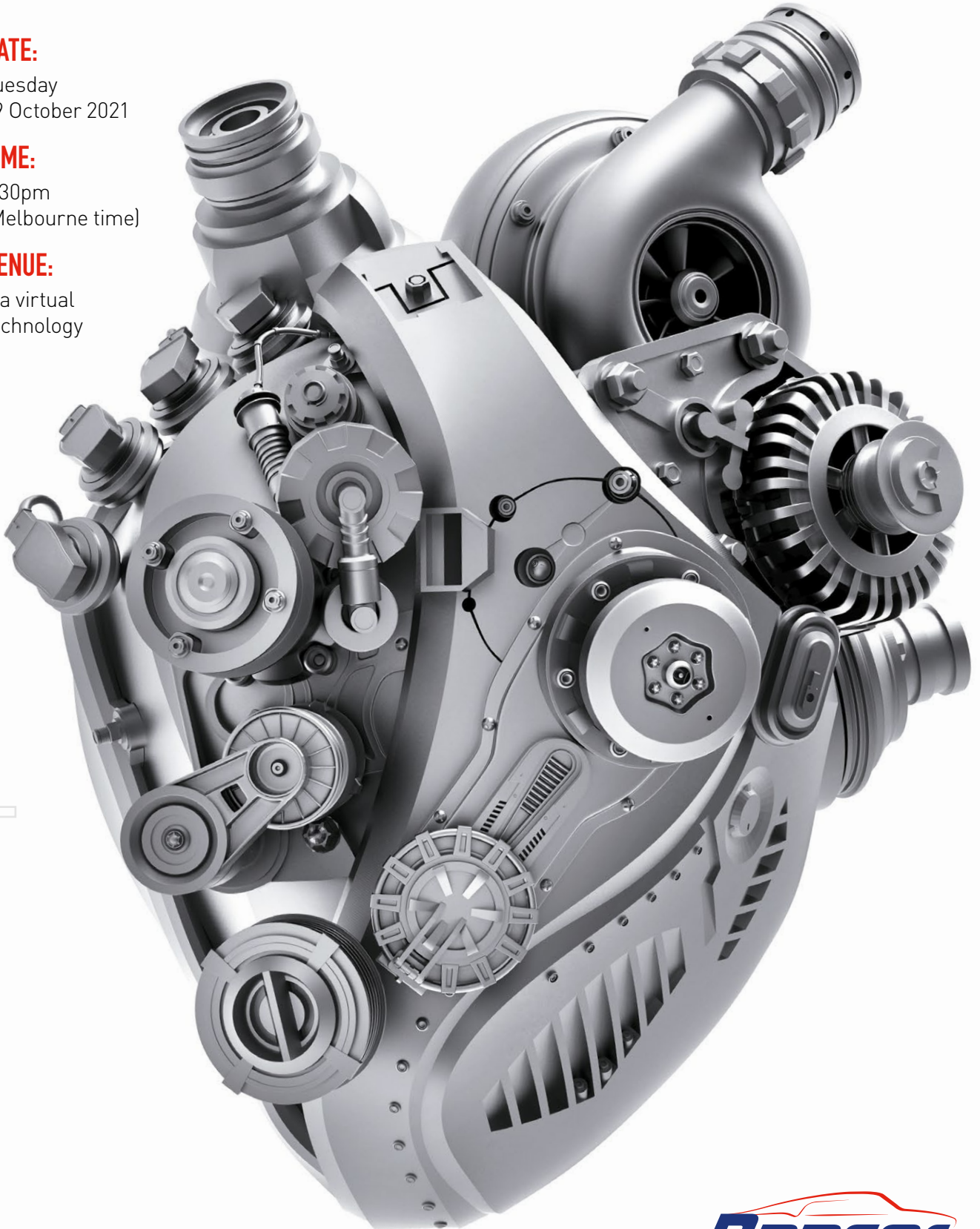
Tuesday
19 October 2021

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 2021 Annual General Meeting of shareholders on Tuesday 19 October 2021 at 1:30pm (Melbourne time) (**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 will need a smartphone, tablet or desktop or laptop computer with internet access and with the latest version of either Chrome, Safari, Edge or Firefox. To attend the Meeting online enter this link in your browser: web.lumiagm.com/328725787.

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/onlinemeetingguide.

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 2021, 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 15 October 2021**.

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.

The Chair 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 **1:30pm (Melbourne time)** on **Sunday 17 October 2021**, 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. 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/onlinemeetingguide

The Chair 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).

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 certified copy of that power of authority **by 1:30pm (Melbourne time)** on **Sunday 17 October 2021**.

Proxy Forms can be submitted in one of the following 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:** Shareholders who elected to receive their Notice of Meeting by mail will have received it and their Proxy Form 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 (03) 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
- **By facsimile:** Australia – 1800 783 447, overseas – +61 3 9473 2555.

3. **Custodian voting** – For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

VOTING INFORMATION continued

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 1:30pm (Melbourne time) on Sunday, 17 October 2021.**

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 Chair 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 Chair 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 Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give the Chair directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 3 (Adoption of Remuneration Report), Resolution 4 (Grant of FY22 Performance Rights to Chief Executive Officer), and Resolution 6 (Spill Resolution). In accordance with this express authority provided by you, the Chair will vote **IN FAVOUR** of Resolution 3 (Adoption of Remuneration Report) and Resolution 4 (Grant of FY22 Performance Rights to Chief Executive Officer), and **AGAINST** Resolution 6 (Spill Resolution) (if that resolution is put to the Meeting). If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct the Chair how to vote, please tick the appropriate boxes on the Proxy Form.

The Chair of the Meeting intends to vote all available undirected proxies **IN FAVOUR** of each resolution, except for Resolution 2 (Election of non-Board endorsed Director) and Resolution 6 (Spill Resolution). The Chair will vote all available undirected proxies **AGAINST** Resolution 2, and Resolution 6 (if that resolution is put to the Meeting).

If you appoint as your proxy any Director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 3 (Adoption of Remuneration Report), Resolution 4 (Grant of FY22 Performance Rights to Chief Executive Officer), and Resolution 6 (Spill Resolution), he or she will not vote your proxy on that item of business.

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS GIVEN THAT THE 2021 ANNUAL GENERAL MEETING OF BAPCOR LIMITED ACN 153 199 912 WILL BE HELD VIRTUALLY ON TUESDAY 19 OCTOBER 2021 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 2021. |

2. Re-election of Board endorsed Director

| RESOLUTION 1 | RE-ELECTION OF MS MARGARET HASELTINE AS DIRECTOR |
|-----------------------|--|
| DESCRIPTION | Ms Margaret Haseltine, who was appointed as a Director on 30 May 2016, 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 Margaret Haseltine, having been appointed as a Director on 30 May 2016 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> |

3. Election of non-Board endorsed Director

| RESOLUTION 2 | ELECTION OF NON-BOARD ENDORSED DIRECTOR |
|--------------|---|
| DESCRIPTION | Mr Daniel Benedict Wallis, a shareholder of the Company, has nominated himself for election as Director of the Company, in accordance with clause 6.1(n) of the Constitution. |
| RESOLUTION | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Daniel Benedict Wallis, having self-nominated for election in accordance with clause 6.1(n) of the Constitution, be elected as a Director of the Company."</i> |

4. Adoption of Remuneration Report (advisory non-binding resolution)

| RESOLUTION 3 | ADOPTION OF REMUNERATION REPORT (ADVISORY NON-BINDING RESOLUTION) |
|--------------|--|
| DESCRIPTION | Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2021 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. However, if at least 25% of the votes validly cast are against this resolution, it will constitute a 'second strike', and the conditional Resolution 6 (Spill Resolution) will be put to shareholders for their consideration and vote. |
| RESOLUTION | 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 2021 be adopted."</i> |

NOTICE OF 2021 ANNUAL GENERAL MEETING continued

VOTING EXCLUSION

The Company will disregard any votes cast on this Resolution 3:

- by or on behalf of a member of Key Management Personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2021, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution 3:

- in accordance with the directions of how to vote on the Proxy Form; or
- by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form.

5. Grant of FY22 Performance Rights to Chief Executive Officer

RESOLUTION 4

APPROVAL FOR ISSUE OF FY22 PERFORMANCE RIGHTS TO CEO UNDER THE LTIP

DESCRIPTION

Resolution 4 seeks shareholder approval for the issue of performance rights to Mr Darryl Abotomey, the Company's CEO and Managing Director, in relation to FY22.

RESOLUTION (ORDINARY)

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 141,376 performance rights in relation to FY22, 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."

VOTING EXCLUSION

The Company will disregard any votes cast:

- in favour of Resolution 4 by or on behalf of 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, or any of their associates; and
- on Resolution 4 as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

However, this does not apply to a vote cast on the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the chair to vote on Resolution 4 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:
 - 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 Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Amendment of Company constitution

RESOLUTION 5

AMENDMENT OF COMPANY CONSTITUTION

DESCRIPTION

The Company seeks to amend its current constitution to facilitate the holding of virtual general meetings.

RESOLUTION (SPECIAL)

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"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 accompanying this Notice be approved and adopted."

7. Spill Resolution (conditional resolution)

Note: The following Resolution 6 is conditional upon, and will only be put to the Meeting if, at least 25% of the votes validly cast on Resolution 3 (Adoption of Remuneration Report) are cast against that resolution.

| RESOLUTION 6 | SPILL RESOLUTION (CONDITIONAL RESOLUTION) |
|-----------------------|---|
| DESCRIPTION | <p>At the Company's 2020 Annual General Meeting, at least 25% of the votes validly cast on the resolution to adopt the Company's remuneration report (for the year ended 30 June 2020) were cast against that resolution. Accordingly, the Company received a 'first strike' at that meeting.</p> <p>If, at the 2021 Annual General Meeting, at least 25% of the votes validly cast on Resolution 3 (Adoption of Remuneration Report) are cast against that resolution, the Company will receive a 'second strike' at the Meeting. If this occurs, shareholders will be invited to vote on this Resolution 6 (Spill Resolution) at the 2021 Annual General Meeting, to determine whether the Directors will need to stand for re-election. If Resolution 6 (Spill Resolution) is put to shareholders, and passed at the Meeting with 50% or more of eligible votes cast in favour, then the 'spill meeting' will take place within 90 days of the Meeting.</p> <p>If you do not want a spill meeting to take place, you should vote 'against' Resolution 6.</p> |
| RESOLUTION (ORDINARY) | <p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p>"THAT, subject to and conditional on at least 25% of the votes validly cast on Resolution 3 (Adoption of Remuneration Report) of this Notice being cast against the adoption of the Remuneration Report:</p> <p>(a) An extraordinary general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this Resolution;</p> <p>(b) All of the Directors who were Directors of the Company when the resolution to make the Directors' Report for the year ended 30 June 2021 was passed (other than the Managing Director/Chief Executive Officer), and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and</p> <p>(c) Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."</p> |
| VOTING EXCLUSION | <p>The Company will disregard any votes cast on this Resolution 6:</p> <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 2021, 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 6:</p> <ul style="list-style-type: none">› in accordance with the directions of how to vote on the Proxy Form; or› by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form. |

Dated 20 September 2021

BY ORDER OF THE BOARD OF BAPCOR LIMITED



George Sakoufakis
Company Secretary

EXPLANATORY MEMORANDUM

TO NOTICE OF 2021 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 2021 to be laid before the Company's 2021 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 2021 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2021 Annual Report is available from the Company's website (www.bapcor.com.au).

The Chair 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 2021, 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: RE-ELECTION OF MS MARGARET HASELTINE AS A DIRECTOR

2.1 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. 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 Margaret Haseltine and Ms Therese Ryan 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 2019 Annual General Meeting. Given that the two Directors were re-elected on the same day, they have agreed amongst themselves that Ms Margaret Haseltine will retire, in accordance with rule 6.1(g).

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

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

2.2 About Ms Margaret Haseltine

| | |
|---|---|
| NAME: | Margaret Haseltine |
| TITLE: | Chair (appointed 17 February 2021) Independent, Non-Executive Director (appointed 30 May 2016) |
| QUALIFICATIONS: | Bachelor of Arts Degree Diploma in Secondary Teaching (Auckland University) Fellow of the Australian Institute of Company Directors (AICD) |
| EXPERIENCE AND EXPERTISE: | <p>During her career, Margaret gained extensive leadership and human capital management skills, which she brings to her role as Chair of the Board.</p> <p>Margaret has spent more than 30 years in various senior executive roles in FMCG, including senior roles at Mars Food Australia, subsidiary of Mars Inc., where she was responsible for strategy, risk management, product innovation & brand launching, and implementation of new systems.</p> <p>From 2002 to 2007, Margaret served as the CEO of Mars Food Australia, with responsibility for the APAC market and was also responsible for ensuring sustainability of the business and its supply chain.</p> <p>Margaret currently serves as a non-executive director of ASX listed Metcash Limited, and was a director of various government and not-for-profit boards, including National Food Precinct, Central Coast Grammar school and AGRIFOOD Skills.</p> |
| OTHER CURRENT DIRECTORSHIPS: | Metcash Limited (ASX:MTS) Newcastle Permanent Building Society Limited (a Mutual bank) |
| FORMER LISTED DIRECTORSHIPS (LAST 3 YEARS): | None |
| SPECIAL RESPONSIBILITIES: | Member of the Nomination, Remuneration, Environment, Safety & Governance Committee |
| RELEVANT INTEREST IN BAPCOR SHARES: | 49,849 ordinary shares |

2.3 Board Recommendation

The Board, with Ms Haseltine abstaining on making a recommendation on Resolution 1, recommends that shareholders vote in favour of Resolution 1.

2.4 Chair's available proxies

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

EXPLANATORY MEMORANDUM continued

3. RESOLUTION 2: ELECTION OF NON-BOARD ENDORSED DIRECTOR

3.1 Explanation

Clause 6.1(n) of the Bapcor Constitution states that a member may nominate themselves as a candidate for election as a director at a general meeting, by signing a notice of nomination and serving it on the Company (at least 35 business days prior to the general meeting).

In accordance with clause 6.1(n) of the Constitution, the Company has received a signed notice of nomination from one of its members, Mr Daniel Benedict Wallis. Accordingly, Mr Wallis offers himself for election as Director of the Company.

3.2 Board position

The Board of Bapcor is comprised of experienced senior leaders from diverse backgrounds who collectively possess the skills, knowledge and experience necessary to govern an ASX-listed entity.

The Company currently has in place a structured Director recruitment process, which facilitates the identification of suitable Board members as and when they are required. This process involves assessing potential candidates against a range of criteria, including a pre-established Board skills matrix, as well as the strategic needs of the Company and the personal attributes and qualifications of the candidate. This process is managed by the Nomination, Remuneration and ESG Committee, with input from external consultants as necessary.

Having regard to this selection criteria, the size of the Board and the current needs of the business, that Mr Wallis is a director of a company that is a franchisee of two Autobarn stores which could result in a conflict of interest, and that there has been inadequate time or information provided for the Board in order to assess the skills and experience of Mr Wallis compared to any other potential Director candidates, the Board has determined that it would not be appropriate to recommend Mr Wallis be appointed as a Director at this time.

3.3 Statement from Daniel Wallis

At the Company's request, Mr Wallis has provided the statement below (which is unedited by the Company) for inclusion in this Notice. The statement has not been independently verified by the Company, and the Company does not make any representation as to its accuracy.

"Danny holds a Bachelor of Computing from Monash University (Melbourne). Danny was the founder of DWS Limited, an I.T. Company. Established in 1991 DWS specialises in providing I.T. solutions to Australia's largest companies. Danny successfully listed DWS on the ASX in 2006. Under Danny's stewardship DWS grew in revenue and profits and employed over 800 people when it was successfully sold to Indian Company HCL Technologies Limited in 2021.

Danny has over 40 years' experience in I.T. and has considerable knowledge and experience in complex I.T. systems, having worked on many large installations and transformations.

Danny was a 42% shareholder and a director of Autobarn prior to its sale to Metcash in 2012. He has intimate knowledge of all aspects of auto parts industry.

Danny has considerable experience as a director and chairman of private and public companies. He is presently a director of philanthropic trusts.

Danny has management and leadership skills of the highest levels. Throughout his career he has interacted with all levels of management, suppliers and customers to achieve optimal outcomes. He has been instrumental in negotiating, securing and delivering on contracts in both the private and public sector across diverse industries."

3.4 Board recommendation

The Board does not consider the election of Mr Wallis to be in the best interests of shareholders. Accordingly, the Board recommends that shareholders vote **AGAINST** Resolution 2.

3.5 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies **AGAINST** Resolution 2.

4. RESOLUTION 3: ADOPTION OF REMUNERATION REPORT (ADVISORY NON-BINDING RESOLUTION)

4.1 Explanation

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2021 Annual Report and is available from the Company's website (www.bapcor.com.au).

The 2021 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.

4.2 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 3 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.

4.3 First strike

At the 2020 Annual General Meeting, 57% of the votes cast in respect of the resolution to adopt the Company's Remuneration Report were cast against that resolution. Because the votes "against" exceeded 25% of the votes cast, the Company recorded a "first strike" under section 250U of the Corporations Act.

In response to the "first strike", the Company engaged extensively with its shareholders and proxy advisors, and undertook a review (both internally and with external advisors) of the executive and non-executive remuneration practices of the Company during the 2021 financial year. Details of this review are provided in the Company's 2021 Remuneration Report.

If the number of votes against the 2021 Remuneration Report represent at least 25% of all the votes validly cast, the Company will receive a "second strike". Under the Corporations Act, if the Company receives a second strike, a resolution must immediately be put to shareholders allowing them, if they so choose, to pass a resolution to hold fresh elections for directors (**Spill Resolution**). Resolution 6 of the Notice is, in effect, the Spill Resolution. If the Spill Resolution is passed, it will be necessary for the Board to convene a further general meeting (**Spill Meeting**) of the Company within 90 days of the Meeting in order to consider the composition of the Board. See paragraph 7 of the Explanatory Memorandum for further details.

4.4 Voting Exclusion

A voting exclusion statement applies to this Resolution 3, as set out in the Notice.

4.5 Board Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

4.6 Chair's available proxies

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

EXPLANATORY MEMORANDUM continued

5. RESOLUTION 4: APPROVAL TO ISSUE FY22 PERFORMANCE RIGHTS TO CEO UNDER LTIP

5.1 Explanation

Resolution 4 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 FY22.

5.2 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 4 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 4, 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 4 are provided below.

5.3 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 FY22 LTIP performance rights offer.

5.4 Number of performance rights proposed to be granted

The maximum face value of the CEO's FY22 grant is \$1,181,925 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 2021, which has been calculated as **\$8.3601**. Based on a VWAP of \$8.3601, the number of performance rights to be granted under Resolution 4 is **141,376**.

5.5 Performance Period

The performance period will be three years from 1 July 2021 to 30 June 2024.

5.6 Performance hurdles

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

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

The performance hurdles are described in detail below:

| PERFORMANCE HURDLE | DESCRIPTION | | | | | | | | | | |
|---------------------------------------|---|------------------------|---|---------------------------|-----|------------------------|-----|---------------------------------------|--|---------------------------------|------|
| TSR HURDLE | <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> <tr> <th>TSR percentile ranking</th><th>Percentage of performance rights that will vest</th></tr> <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> </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 FY21 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 FY21 EPS of \$0.3832 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> <tr> <th>Growth in EPS (CAGR)</th><th>Percentage of performance rights that will vest</th></tr> <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> </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 | | | | | | | | | | |
| 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% | | | | | | | | | | |

EXPLANATORY MEMORANDUM continued

The FY22 comparator group companies are as follows:

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

5.7 Restriction Period

Any rights that satisfy the vesting hurdles will be subject to a restriction period of one year, before Mr Abotomey can exercise the rights. Following satisfaction of vesting hurdles Mr Abotomey has up to 15 years to exercise the rights.

5.8 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.

5.9 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; and
- › 201,008 performance rights in relation to FY21.

The grant of these performance rights were approved by shareholders at the Company's 2019 and 2020 Annual General Meetings, 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.

EXPLANATORY MEMORANDUM continued

5.10 Voting Exclusion

A voting exclusion statement applies to this Resolution 4, as set out in the Notice.

5.11 Board Recommendation

Mr Darryl Abotomey abstains from making a voting recommendation on Resolution 4 as it relates to a grant of performance rights to him. The other Directors recommend that shareholders vote in favour of Resolution 4.

5.12 Chair's available proxies

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

6. RESOLUTION 5: AMENDMENT OF COMPANY CONSTITUTION

6.1 Explanation

In accordance with section 136(2) of the Corporations Act, the Company may modify its constitution by a special resolution of its shareholders.

The Company proposes to amend its constitution, as outlined below, to reflect recent developments in the law and general corporate and commercial practice.

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 5 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.

If shareholders vote in favour of this special resolution, the amended constitution will operate with effect from the conclusion of the Meeting.

6.2 Background

Prior to the COVID-19 pandemic, virtual shareholder meetings were not expressly permitted by the Corporations Act. However, as a response to the COVID-19 outbreak in 2020, the Australian Government introduced temporary relief for companies to enable the holding of virtual shareholder meetings. This relief expired on 21 March 2021.

On 13 August 2021 the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) was enacted, under which the relief relating to virtual shareholder meetings has been extended until 31 March 2022. The effect of this relief is that all companies are permitted to host shareholder meetings using virtual technology, regardless of whether it is permitted by their constitution, until 31 March 2022.

In addition to the temporary legislation, the Government has also released exposure draft legislation which, if passed by parliament, will impose *permanent* reforms to the Corporations Act to allow virtual shareholder meetings (beyond 31 March 2022). However, importantly, these reforms will only permit virtual meetings *if they are required or permitted by the company's constitution*.

In light of these proposed reforms, Bapcor seeks shareholder approval to amend its existing constitution so that the holding of virtual shareholder meetings is expressly permitted. This will afford the Company the flexibility to hold virtual meetings in the future (subject to the passing of the relevant legislation), should this be necessary or appropriate in the circumstances.

Bapcor is committed to ensuring that shareholders are afforded the opportunity to attend and participate in meetings to the maximum extent possible, and does not view virtual meetings as a permanent replacement for physical "in-person" meetings. However, the Company considers that having the flexibility to hold virtual shareholder meetings is valuable, particularly in the context of the ongoing COVID-19 pandemic.

6.3 Proposed amendments

The proposed amendments to the Constitution will achieve two key objectives:

- › **Virtual meetings:** the Company will be permitted to hold general meetings “by means of such telephone, electronic or other communications facilities as approved by the Board”, so long as participants are able to communicate with each other simultaneously, and members are given a reasonable opportunity to participate in the meeting; and
- › **Direct voting:** “direct voting” by shareholders (a vote delivered to the Company by post, fax or other electronic means) will be expressly permitted. This amendment is necessary to allow shareholders to validly vote at a virtual meeting, using the relevant online platform.

The proposed amendments to the Constitution are available for viewing on the Company’s website (www.bapcor.com.au/governance).

6.4 Board Recommendation

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

6.5 Chair’s available proxies

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

7. RESOLUTION 6: SPILL RESOLUTION (CONDITIONAL RESOLUTION)

7.1 Explanation

Resolution 6 (Spill Resolution) is a contingent resolution and will only be put to a vote at the Meeting if at least 25% of the votes cast on Resolution 3 (Adoption of Remuneration Report) are cast against that resolution. Such an “against” vote will constitute a “second strike” for the Company.

If less than 25% of votes cast are against the Remuneration Report at this Annual General Meeting, then there will be no ‘second strike’, and Resolution 6 (Spill Resolution) will not be put to the Annual General Meeting.

If the Spill Resolution is put forward to the Meeting, the Spill Resolution will be considered as an ordinary resolution. If this Spill Resolution is passed and becomes effective, then it will be necessary for the Board to convene a Spill Meeting within 90 days of this Annual General Meeting in order to consider the composition of the Board.

If the Company receives a “second strike”, and this Resolution 6 is passed, it will be necessary for the Board to convene a Spill Meeting within 90 days of this 2021 Annual General Meeting in order to consider the composition of the Board.

7.2 Mechanics of potential Spill Meeting

Shareholders should note the following if the Spill Resolution is approved and a Spill Meeting is required to be held by the Company:

- (a) The following Non-Executive Directors would automatically cease to hold office at the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that Spill Meeting:
 - (i) Margaret Haseltine*
 - (ii) Therese Ryan
 - (iii) Jennifer Macdonald
 - (iv) James Todd
 - (v) Mark Powell

* Assumes that Margaret Haseltine is re-elected at the Annual General Meeting under Resolution 1 of this Notice.

The Directors listed above are those who held office on 18 August 2021 when the Directors’ Report (including the Remuneration Report) for the year ended 30 June 2021 was approved (excluding Darryl Abotomey, the Managing Director/Chief Executive Officer who is not subject to re-election requirements).

Each of the above Non-Executive Directors would be eligible to seek re-election at the Spill Meeting. However, there is no assurance that any or all of them would do so.

EXPLANATORY MEMORANDUM continued

- (b) If Margaret Haseltine is re-elected at the Annual General Meeting under Resolution 1 of this Notice, she will still need to be re-elected at any Spill Meeting in order to remain in office after the Spill Meeting.
- (c) If any other directors are appointed before the Spill Meeting, they would not need to stand for election or re-election at the Spill Meeting to remain in office.
- (d) Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the Spill Meeting would be put to the vote at that meeting. Eligibility for election as a director at any Spill Meeting would be determined in accordance with the Company's Constitution.
- (e) For the Spill Resolution to be passed at the Meeting, more than 50% of the votes validly cast on the resolution must be in favour of it.

7.3 Voting Exclusion

A voting exclusion statement applies to this Resolution 6, as set out in the Notice.

7.4 Board Recommendation

In making a determination on how to vote on Resolution 6 (Spill Resolution), if it is put to shareholders at the Annual General Meeting, shareholders are encouraged to take into account the following matters:

- (a) the additional costs that will be incurred if the Company is required to hold and call a Spill Meeting;
- (b) the steps that have been taken by the Board to address shareholder concerns relating to the remuneration of Key Management Personnel since last year's annual general meeting; and
- (c) the potential disruption to the Board caused by a Spill Meeting and the impact this may have on the Company.

If Resolution 6 (Spill Resolution) is put to shareholders at the AGM and you **do not** want a Spill Meeting to be held, you should vote "against" Resolution 6. If you **do** want a Spill Meeting to be held, you should vote "for" Resolution 6.

The Directors unanimously recommend that shareholders vote **AGAINST** Resolution 6.

7.5 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies **AGAINST** Resolution 6.

DEFINITIONS

| | |
|--|--|
| Bapcor or Company | means Bapcor Limited ACN 153 199 912. |
| Board | means the board of Directors of the Company. |
| Constitution | means the Company's constitution. |
| Corporations Act | means <i>Corporations Act 2001</i> (Cth). |
| Closely Related Party (of a member of KMP of an entity) | has the definition given to it by section 9 of the Corporations Act, and means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage). |
| Director | means a director of the Board of Bapcor. |
| Equity Security | means: (a) a share; (b) a right to a share or option; (c) an option over an issued or unissued security; (d) a convertible security; and (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 or Annual General Meeting | means the Company's 2021 Annual General Meeting. |

For personal use only



bapcor.com.au



BAPCOR LIMITED
ABN 80 153 199 912

Need assistance?



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



Online:
www.investorcentre.com/contact

BAP

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

Bapcor Limited Annual General Meeting

The Bapcor Limited Annual General Meeting will be held on Tuesday, 19 October 2021 at 1.30pm (Melbourne time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For your proxy appointment to be effective it must be received by 1.30pm (Melbourne time) Sunday, 17 October 2021.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/328725787

For instructions refer to the online user guide www.computershare.com.au/onlineetingguide



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) on Sunday, 17 October 2021.**

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/au 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 Chair
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 as a virtual meeting on Tuesday, 19 October 2021 at 1.30pm (Melbourne time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3, 4 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3, 4 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolutions 2 and 6 where the Chair of the Meeting intends to vote against.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 3, 4 and 6 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.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1, 3, 4 and 5 and against Resolutions 2 and 6.

| | | Board recommendation | For | Against | Abstain |
|--------------|--|----------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Re-election of Ms Margaret Haseltine as Board endorsed Director | For | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Election of Mr Daniel Benedict Wallis as non-Board endorsed Director | Against | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Adoption of Remuneration Report (advisory non-binding resolution) | For | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Grant of FY22 Performance Rights to Chief Executive Officer | For | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Amendment of Company constitution | For | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Spill Resolution (conditional resolution) | Against | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

280035_01_V3

BAP

280035A



Computershare





BAPCOR LIMITED
ABN 80 153 199 912

BAPRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

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

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

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

You are requested to include the following;

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

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

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

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

Yours sincerely

Bapcor Limited