



Burson Group Limited  
A.B.N 80 153 199 91261 Gower Street (PO Box 8251 Northland)  
Preston, Victoria, 3072 Australia  
Tel: + 61 3 9914 5555 Fax: + 61 3 9914 5544  
www.burson.com.au

## **Burson Group Limited**

(ASX: BAP)

### **ASX Release**

20 May 2016

#### **General Meeting to Change Company Name**

Burson Group Limited (ASX:**BAP**) (**Burson** or the **Company**) announces that a general meeting of members will be held on **Monday 4 July 2016 at 9.30am (Melbourne time) at 61 Gower Street, Preston VIC 3072** to seek shareholder approval to change the name of the Company to 'BAPCOR Limited' and to make the necessary amendments to the Company's name in the Company's constitution.

Full details are attached in the enclosed notice of meeting, explanatory memorandum and proxy form which will be despatched to shareholders today.

**-Ends**

For further information, please contact:

**Darryl Abotomey**  
Managing Director and CEO  
+61 419 838 059  
+61 3 9914 5555

**Gregory Fox**  
Chief Financial Officer and Company Secretary  
+61 417 562 891  
+61 3 9914 5555



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## Notice of General Meeting

Notice is given that a general meeting for Burson Group Limited (ACN 153 199 912) (the **Company**) will be held on Monday 4<sup>th</sup> July 2016 at 9:30am (Melbourne time) at 61 Gower Street Preston VIC 3072 (the **Meeting**).

**Important:** The resolutions set out in this Notice should be read together with the accompanying Explanatory Memorandum.

### Business of the Meeting

Shareholders are invited to consider the following item of business at the Meeting.

#### Change of Name and Constitution

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

***'THAT the name of the Company be changed to BAPCOR Limited and that the constitution (and all other relevant records) of the Company be amended to include the new name.'***

The attached Explanatory Memorandum is incorporated into and forms part of this Notice. Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

By order of the Board of Directors

**Gregory Lennox Fox**  
**Company Secretary**

20 May 2016

**Dated**

# Notes

## Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid ordinary shares at 7:00pm (Melbourne time) on Saturday 2<sup>nd</sup> July 2016 will be taken to be holders of ordinary shares for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

## Voting by Proxy

An eligible shareholder can vote in person at the Meeting or appoint a proxy or, where a shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a shareholder.

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 of the meeting.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 9:30pm (Melbourne time) on Saturday 2<sup>nd</sup> July 2016.

Proxy Forms can be submitted in four ways:

- By **mail** to GPO Box 242, Melbourne Victoria 3001; or
- By **personal delivery** at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067;
- By **facsimile**: Australia - 1800 783 447, overseas - +61 3 9473 2555; or
- **Custodian voting** - For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice. If a Proxy Form is signed by an attorney, a shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

## Undirected Proxies

The Chair of the Meeting intends to vote undirected proxy votes in favour of the resolution.

## 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 2001* (Cth) (the **Corporations Act**). The representative should bring to the Meeting evidence of his or her appointment.



## Voting by Attorney

A shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the shareholder's behalf. An attorney need not themselves be a shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

## Special Resolution

The proposed resolution to change the name and constitution of the Company requires a special resolution, which means that, to be passed, it needs the approval of at least 75% of the votes cast by shareholders entitled to vote on the resolution.

# Explanatory Memorandum

This Explanatory Memorandum forms part of the notice convening the General Meeting of Burson Group Limited to be held on Monday 4<sup>th</sup> July 2016 at 9:30am (Melbourne time) at 61 Gower Street Preston VIC 3072.

## Change of Name and Constitution

The resolution seeks the approval of the shareholders for the Company to change its name to 'BAPCOR Limited'. Since the Company was listed on the ASX in April 2014, it has grown significantly and the variety of businesses the Company operates has expanded from the original "trade" focussed business to also include retail, wholesale and service businesses. The Board proposes this change of name on the basis that it more accurately encompasses the current and future operations of the Company. The Directors consider it may be advantageous for the Company to adopt a name that avoids confusion between the name of the listed parent company and the trading names of its business units. The change of name does not affect the Company's core business nor the ASX listing code "BAP". The change of name only impacts the listed parent company and does not affect any of the trading names or brands of the Company's businesses.

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

If the resolution is passed, the change of name will take effect when ASIC alters the details of the Company's registration. The proposed name has been reserved by the Company and if the resolution is passed, the Company will lodge a copy of that special resolution with ASIC in order to effect the change.

The Company also seeks approval under section 136(2) of the Corporations Act to amend the Company's constitution to reflect the change of name.

**Directors' recommendation:** *The Directors unanimously recommend that shareholders vote in favour of the resolution.*



BURSON GROUP LTD  
ABN 80 153 199 912

BAP

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



### Lodge your vote:



**By Mail:**

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

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

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

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

## Proxy Form

XX

For your vote to be effective it must be received by 9:30am (Melbourne time) on Saturday, 2 July 2016

### How to Vote on the Item 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 the 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 the item your vote will be invalid.

**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

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

**Joint Holding:** Where the holding is in more than one name, any of the securityholders are able to sign.

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

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

### Attending the Meeting

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

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

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



Review your securityholding



Update your securityholding

**Your secure access information is:**

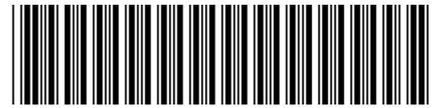
SRN/HIN: I9999999999



**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

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I/We being a member/s of Burson Group 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 General Meeting of Burson Group Limited to be held at Burson Auto Parts Head Office, 61 Gower Street, Preston, Victoria on Monday, 4 July 2016 at 9:30am (Melbourne time) and at any adjournment or postponement of that meeting.

### STEP 2 Item of Business

**PLEASE NOTE:** If you mark the **Abstain** box for the 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.

Item 1 Change of Name and Constitution

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the 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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /

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Computershare +