

31 January 2017

To: Hellaby Holdings Limited
Level 5
10 Viaduct Harbour Ave
Auckland
New Zealand
Attention: Richard Jolly
By email: richard@hellabyholdings.co.nz

NOTICE OF DOMINANT OWNERSHIP

1. We refer to the takeover offer by Bapcor Finance Pty Ltd (**Bapcor**) offer dated 21 October 2016 (the **Offer**) to purchase all of the equity securities in Hellaby Holdings Limited (**Hellaby**).
2. Bapcor has now received acceptances in respect of the ordinary shares in Hellaby which, on registration of the transfer of those shares (when taken together with the ordinary shares in Hellaby already held by Bapcor) will result in Bapcor holding 90% or more of the voting rights in Hellaby.
3. As at the time of this notice, and as a result of acceptances of the Offer, Bapcor holds or controls 90% or more of the voting rights in Hellaby. In accordance with Rule 51 of the Takeovers Code, Bapcor therefore gives notice that it has become a "dominant owner" in Hellaby for the purposes of Part 7 of the Takeovers Code.

Yours faithfully

A handwritten signature in black ink, appearing to read "Darryl Abotomey".

Darryl Abotomey
Chairman
Bapcor Finance Pty Ltd

- cc. The Takeovers Panel
Level 3, Solnet House
70 The Terrace
Wellington
By email: takeovers.panel@takeovers.govt.nz
- cc. NZX Limited
Level 2, NZX Centre
11 Cable Street
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