

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited
and
To Hellaby Holdings Limited (**Hellaby**)

Relevant event being disclosed: *change in nature of relevant interest*

Date of relevant event: 3 February 2017

Date this disclosure made: 3 February 2017

Date last disclosure made: 2 February 2017

Substantial product holder(s) giving disclosure

Full name(s): Bapcor Finance Pty Ltd (**Bapcor**)

Summary of substantial holding

Class of quoted voting products: Ordinary shares

Summary for Bapcor

For **this** disclosure,—

- (a) total number held in class: 92,016,551 ordinary shares
- (b) total in class: 97,727,180 ordinary shares
- (c) total percentage held in class: 94.157% (rounded to three decimal places)

For **last** disclosure,—

- (a) total number held in class: 92,016,551 ordinary shares
- (b) total in class: 97,727,180 ordinary shares
- (c) total percentage held in class: 94.157% (rounded to three decimal places)

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

On 21 October 2016, Bapcor made a full cash takeover offer under the Takeovers Code to acquire all of the equity securities in Hellaby (the **Offer**). The Offer was declared unconditional in all respects on 13 January 2017.

On 3 February 2017, Bapcor made payment of the relevant consideration in respect of valid acceptances for 1,250,656 ordinary shares under the terms of the Offer for an aggregate price of \$4,502,361.60, resulting in Bapcor becoming the registered holder and

beneficial owner of these 1,250,656 ordinary shares and therefore in a change in the nature of Bapcor's relevant interest in these shares.

Details after relevant event

Details for Bapcor

Nature of relevant interest: Registered holder and beneficial owner of 1,250,656 ordinary shares in Hellaby.

For that relevant interest,—

- (a) number held in class: 1,250,656 ordinary shares
- (b) percentage held in class: 1.280% (rounded to three decimal places)
- (c) current registered holder(s): Bapcor
- (d) registered holder(s) once transfers are registered: N/A

Additional information

Address of substantial product holder(s): 61 Gower Street, (P.O. Box 8251, Northland, 3072) Preston VIC 3072, Australia

Contact details: Darryl Abotomey, +61 3 9914 5555, darryla@bapcor.com.au

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: N/A

Certification

I, Darryl Gregor Abotomey, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.