

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: 9 February 2017

Date this disclosure made: 9 February 2017

Date last disclosure made: 7 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: 93,243,274 ordinary shares
- (b) total in class: 97,727,180 ordinary shares
- (c) total percentage held in class: 95.412% (rounded to three decimal places)

For **last** disclosure,—

- (a) total number held in class: 93,243,274 ordinary shares
- (b) total in class: 97,727,180 ordinary shares
- (c) total percentage held in class: 95.412% (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.

The offer period for the Offer closed on 7 February 2017. On 8 February 2017, Bapcor issued a compulsory acquisition notice under Part 7 of the Takeovers Code.

On 9 February 2017, Bapcor made payment of the relevant consideration in respect of valid acceptances for 437,976 ordinary shares under the terms of the Offer for an aggregate price of \$1,576,713.60, resulting in Bapcor becoming the registered holder and beneficial owner of these 437,976 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 437,976 ordinary shares in Hellaby.

For that relevant interest,—

- (a) number held in class: 437,976 ordinary shares
- (b) percentage held in class: 0.448% (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.