

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: 1 March 2017

Date this disclosure made: 2 March 2017

Date last disclosure made: 28 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: 95,289,911 ordinary shares
- (b) total in class: 97,727,180 ordinary shares
- (c) total percentage held in class: 97.506% (rounded to three decimal places)

For **last** disclosure,—

- (a) total number held in class: 95,289,911 ordinary shares
- (b) total in class: 97,727,180 ordinary shares
- (c) total percentage held in class: 97.506% (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 1 March 2017, Bapcor made payment of the relevant consideration in respect of returned instruments of transfer under the compulsory acquisition process for 169,227 ordinary shares for an aggregate price of \$609,217.20, resulting in Bapcor becoming the registered holder and beneficial owner of these 169,227 ordinary shares and therefore in a change in the nature of Bapcor's relevant interest in these shares.

The period for returning instruments of transfer under the compulsory acquisition process expired at 11.59pm on 1 March 2017. The 1,486,615 ordinary shares in respect of which neither an acceptance form under the Offer nor an instrument of transfer under the compulsory acquisition has been received by Bapcor will be transferred to Bapcor on or around 8 March 2017 in accordance with Part 7 of the Takeovers Code.

Details after relevant event

Details for Bapcor

Nature of relevant interest: Registered holder and beneficial owner of 169,227 ordinary shares in Hellaby.

For that relevant interest,—

- (a) number held in class: 169,227 ordinary shares
- (b) percentage held in class: 0.173% (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.