

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 and movement of 1% or more in a substantial holding*

Date of relevant event: 8 March 2017

Date this disclosure made: 8 March 2017

Date last disclosure made: 7 March 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: 97,727,180 ordinary shares
- (b) total in class: 97,727,180 ordinary shares
- (c) total percentage held in class: 100% (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.

During the period between 21 February 2017 and 1 March 2017 (inclusive) Bapcor received executed instruments of transfer in respect of 950,674 ordinary shares in relation to the compulsory acquisition process under Part 7 of the Takeovers Code, resulting in Bapcor acquiring a relevant interest in a further 950,674 ordinary shares in Hellaby for an aggregate price of \$3,422,426.40 (reflecting the Offer price of \$3.60 per share). The period for returning instruments of transfer under the compulsory acquisition process expired at 11.59 pm on 1 March 2017.

On 8 March 2017, Bapcor made payment of the relevant consideration in respect of returned instruments of transfer under the compulsory acquisition process under Part 7 of the Takeovers Code, for 142,698 ordinary shares for an aggregate price of \$513,712.80, resulting in Bapcor becoming the registered holder and beneficial owner of these 142,698 ordinary shares and therefore in a change in the nature of Bapcor's relevant interest in these shares.

On 8 March 2017, Bapcor executed an instrument of transfer on behalf of all of those Hellaby shareholders that had not accepted the offer or returned a completed instrument of transfer under the compulsory acquisition process, and paid to Hellaby the consideration in respect of those shares (being \$5,351,742.00 in respect of 1,486,595 shares). This consideration will be held on trust by Hellaby in accordance with Part 7 of the Takeovers Code.

Bapcor has now become the registered holder and beneficial owner of all 97,727,180 ordinary shares in Hellaby (representing 100% of all of the ordinary shares in Hellaby).

Details after relevant event

Details for Bapcor

Nature of relevant interest: Registered holder and beneficial owner of 97,727,180 ordinary shares in Hellaby.

For that relevant interest,—

- (a) number held in class: 97,727,180 ordinary shares
- (b) percentage held in class: 100% (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.