

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme Bapcor Ltd (ASX:BAP)

ACN/ARSN _____

1. Details of substantial holder (1)

Name PARADICE INVESTMENT MANAGEMENT PTY LTD

ACN/ARSN (if applicable) ABN 64 090 148 619

The holder became a substantial holder on 14/05/2018

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FPO	15,243,705	15,243,705	5.439%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
SEE ANNEXURE 1		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
SEE ANNEXURE 1			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

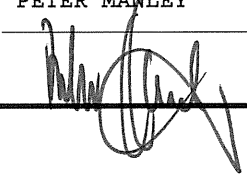
7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
PARADICE INVESTMENT MGT	L27, CHIFLEY TOWER, 2 CHIFLEY SQUARE, SYDNEY NSW 2000

Signature

print name **PETER MANLEY** capacity **COMPANY SECRETARY**

sign here  date **16/05/2018**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

BECOMING A SUBSTANTIAL SHAREHOLDER

ANNEXURE 1

STOCK: Bapcor Ltd (ASX:BAP)

DETAILS OF RELEVANT INTERESTS


Holder of Relevant Interest	Nature of Relevant Interest	Class & Number of Securities
Paradice Investment Management Pty Ltd	Power to (or to control) exercise vote and/or dispose of the securities as discretionary investment managers or advisers of superannuation funds, pooled superannuation trusts, managed investment schemes and investment management agreements	15,243,705 Fully Paid Ordinary Shares

Holder of Relevant Interest	Registered Holder of Securities	Person entitled to be registered as holder	Nature of Relevant Interest	Class & No of Securities	Persons Votes
Paradice Investment Management Pty Ltd	National Nominees Ltd	National Nominees Ltd	Investment Manager	3,044,040	3,044,040
Paradice Investment Management Pty Ltd	Citicorp Nominees Ltd	Citicorp Nominees Ltd	Investment Manager	2,127,489	2,127,489
Paradice Investment Management Pty Ltd	HSBC Nominees Aust Ltd	HSBC Nominees Aust Ltd	Investment Manager	6,515,605.00	6,515,605.00
Paradice Investment Management Pty Ltd	JP Morgan Nominees Aust Ltd	JP Morgan Nominees Aust Ltd	Investment Manager	3,354,171	3,354,171
Transcontinental Asset Management Pty Ltd	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Investment Manager	202,400	202,400
			TOTAL	15,243,705	15,243,705

CONSIDERATION

Holder of Relevant Interest	Transaction Date	Consideration	Class & No of Securities
Paradice Investment Management Pty Ltd	24/01/2018	\$ 2,480.00	- 433
Paradice Investment Management Pty Ltd	29/01/2018	-\$ 1,127.54	- 192
Paradice Investment Management Pty Ltd	1/02/2018	-\$ 684.70	- 116
Paradice Investment Management Pty Ltd	6/02/2018	-\$ 337.95	- 60
Paradice Investment Management Pty Ltd	8/02/2018	-\$ 2,176.42	- 379
Paradice Investment Management Pty Ltd	12/02/2018	\$ 348,219.24	- 61,741
Paradice Investment Management Pty Ltd	14/02/2018	-\$ 2,741.46	- 485
Paradice Investment Management Pty Ltd	16/02/2018	-\$ 7,423.03	- 1,304
Paradice Investment Management Pty Ltd	16/02/2018	\$ 39,647.54	- 6,971
Paradice Investment Management Pty Ltd	19/02/2018	-\$ 277.95	- 49
Paradice Investment Management Pty Ltd	20/02/2018	-\$ 3,372.69	- 602
Paradice Investment Management Pty Ltd	21/02/2018	-\$ 2,708.21	- 486
Paradice Investment Management Pty Ltd	21/02/2018	\$ 20,391,665.36	- 3,670,525
Paradice Investment Management Pty Ltd	23/02/2018	-\$ 1,759,267.37	- 303,768
Paradice Investment Management Pty Ltd	26/02/2018	-\$ 4,511,830.60	- 766,753
Paradice Investment Management Pty Ltd	27/02/2018	-\$ 1,983,571.64	- 335,937
Paradice Investment Management Pty Ltd	28/02/2018	\$ 9,891.39	- 1,721
Paradice Investment Management Pty Ltd	1/03/2018	\$ 8,525.55	- 1,458
Paradice Investment Management Pty Ltd	2/03/2018	-\$ 1,758.17	- 303
Paradice Investment Management Pty Ltd	5/03/2018	-\$ 1,435.63	- 250
Paradice Investment Management Pty Ltd	9/03/2018	-\$ 12,029.89	- 2,045
Paradice Investment Management Pty Ltd	15/03/2018	-\$ 710.58	- 121
Paradice Investment Management Pty Ltd	16/03/2018	-\$ 2,724.88	- 464
Paradice Investment Management Pty Ltd	19/03/2018	-\$ 1,753.01	- 298
Paradice Investment Management Pty Ltd	20/03/2018	-\$ 1,429.76	- 241
Paradice Investment Management Pty Ltd	22/03/2018	-\$ 2,878.90	- 497
Paradice Investment Management Pty Ltd	23/03/2018	-\$ 8,827.28	- 1,570
Paradice Investment Management Pty Ltd	27/03/2018	-\$ 1,204.85	- 208
Paradice Investment Management Pty Ltd	29/03/2018	-\$ 10,580.81	- 1,862
Paradice Investment Management Pty Ltd	6/04/2018	-\$ 17,151.69	- 3,029
Paradice Investment Management Pty Ltd	11/04/2018	-\$ 1,303.41	- 231
Paradice Investment Management Pty Ltd	13/04/2018	-\$ 131,971.19	- 23,132
Paradice Investment Management Pty Ltd	16/04/2018	-\$ 521,320.62	- 90,896
Paradice Investment Management Pty Ltd	17/04/2018	-\$ 2,661,269.06	- 457,165
Paradice Investment Management Pty Ltd	18/04/2018	-\$ 188,201.54	- 32,550
Paradice Investment Management Pty Ltd	19/04/2018	-\$ 214,748.63	- 37,069
Paradice Investment Management Pty Ltd	20/04/2018	-\$ 2,569,999.14	- 445,687
Paradice Investment Management Pty Ltd	23/04/2018	-\$ 7,961.10	- 1,372
Paradice Investment Management Pty Ltd	24/04/2018	-\$ 2,325.34	- 398
Paradice Investment Management Pty Ltd	27/04/2018	-\$ 546,873.32	- 98,352
Paradice Investment Management Pty Ltd	30/04/2018	\$ 16,984.55	- 2,880
Paradice Investment Management Pty Ltd	1/05/2018	-\$ 2,148.55	- 364
Paradice Investment Management Pty Ltd	3/05/2018	-\$ 22,770,094.34	- 3,614,247
Paradice Investment Management Pty Ltd	4/05/2018	-\$ 5,727,019.08	- 911,084
Paradice Investment Management Pty Ltd	7/05/2018	-\$ 1,173.01	- 187
Paradice Investment Management Pty Ltd	9/05/2018	-\$ 4,349.70	- 699
Paradice Investment Management Pty Ltd	10/05/2018	-\$ 7,703.67	- 1,236
Paradice Investment Management Pty Ltd	11/05/2018	-\$ 25,250.43	- 4,019
Paradice Investment Management Pty Ltd	14/05/2018	-\$ 10,085,627.34	- 1,596,041
		-\$32,989,930.87	4,990,049.00

This is annexure 1 of 1 pages referred to in form 603 Notice of Initial Substantial Holder



 16/05/2018
 DATE
 COMPANY SECRETARY
 CAPACITY