



15th December 2016

The Manager
Market Announcements Office
ASX Limited

By fax 1300 135 638

Dear Sir/Madam

Bapcor Limited (ABN 80 153 199 912)

Notice of changes of interests of substantial holder: Form 604

Please find attached a Form 604 (Notice of change of interests of substantial holder) in relation to shares in Bapcor Limited (ABN 80 153 199 912), lodged on behalf of Bennelong Funds Management Group Pty Ltd (ACN 144 676 344) in accordance with section 671B of the Corporations Act 2001.

Yours sincerely

A handwritten signature in black ink, appearing to read "Jeff Phillips".

Jeff Phillips
Company Secretary
Encl

Form 604**Corporations Act 2001****Section 671B****Notice of changes of interests of substantial holder**

To: Bapcor Limited
ACN: 80 153 199 912
ASX Code: BAP

1. Details of substantial holder

Name: Bennelong Funds Management Group Pty Ltd (ACN 144 676 344).

There was a change in the interests of the
substantial holder on:

5th Dec 2016

The previous notice was given to the company on

4th Nov 2016

The previous notice was dated

4th Nov 2016

2. Previous and present 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 had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities | Previous notice | | Present notice | |
|----------------------------|------------------------|---------------------|-----------------------|---------------------|
| | Person's votes | Voting power | Person's votes | Voting power |
| Ordinary shares | 13,778,849 | 5.0159% | 16,824,479 | 6.0560% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change | Consideration given in relation to change | Class and number of securities | Person's votes affected |
|----------------|--|---------------------|---|--------------------------------|-------------------------|
| Various | Bennelong Funds Management Group Pty Ltd | Purchased on market | | 3,045,630 Ordinary shares | 3,045,630 |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Persons entitled to be registered as holder | Class and number of securities |
|--|---------------------------------|---|--------------------------------|
| Bennelong Funds Management Group Pty Ltd | BNP | | 1,351,072 Ordinary shares |
| Bennelong Funds Management Group Pty Ltd | RBC | | 13,433,832 Ordinary shares |
| Bennelong Funds Management Group Pty Ltd | Citi | | 1,540,357 Ordinary shares |
| Bennelong Funds Management Group Pty Ltd | NAB Asset Servicing | | 144,218 Ordinary shares |

The custodians in the table above hold shares in Bapcor Limited as custodian and for which companies in the Bennelong Funds Management Group are either:

- the responsible entity or trustee of pooled investment products such as registered managed investment schemes (Funds); or
- the investment manager of Portfolios held for a number of institutional investors. The institutional investors are generally superannuation funds regulated under the Superannuation Industry Supervision Act 1993.

The holding of shares in Bapcor Limited was acquired as part of the wide portfolio of Australian shares and units acquired for the Funds and the Portfolios.

The members of the Bennelong Funds Management Group and the Custodians may hold relevant interests due to the capacity of these entities to dispose of the shares in Bapcor Limited.

Each investor in a Fund owns an undivided interest in the Fund's assets, no client directly owns any asset of the Fund. The unitholding of each Fund varies from time to time as clients enter and withdraw from the Funds. The various institutional investors with portfolios delegate the management of the portfolios to the members of the Bennelong Funds Management Group.

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| Not Applicable | |

6. Addresses

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


| Name | Address |
|--|---|
| Bennelong Funds Management Group Pty Ltd | Level 1, 9 Queen Street, Melbourne VIC 3000 |

Signature

Print name: Jeff Phillips

Capacity: Company Secretary

Sign here:



Date:

15/12/16