

**Form 603
Corporations Act 2001
Section 671B**

Notice of Initial Substantial Holder

To: **Bapcor Limited**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FMR LLC and the entities listed in Annexure A ("FMR")
ACN/ARSN (if applicable)

The holder became a substantial holder on

22 December 2016

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)
Ordinary shares	14,048,942	14,048,942	5.06%

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:

Refer to Annexure A

4. Details of present registered holders

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

Refer to Annexure A

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:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD \$	Common Stock	Common Stock
9/5/2016	FMR	BUY	6.30	172,465	172,465
9/28/2016	FMR	Institutional Placement	5.85	919,973	919,973
9/28/2016	FMR	Institutional Placement	5.85	129,986	129,986
9/28/2016	FMR	Institutional Placement	5.85	7,000	7,000
9/28/2016	FMR	Institutional Placement	5.85	9,726	9,726
9/28/2016	FMR	Institutional Placement	5.85	441,696	441,696
9/28/2016	FMR	BUY	5.85	34,627	34,627
11/18/2016	FMR	BUY	5.22	399,860	399,860
11/18/2016	FMR	BUY	5.22	20,892	20,892
11/18/2016	FMR	BUY	5.22	40,742	40,742
11/18/2016	FMR	BUY	5.22	70,098	70,098
11/21/2016	FMR	BUY	5.22	342,765	342,765
11/21/2016	FMR	BUY	5.22	17,945	17,945
11/21/2016	FMR	BUY	5.22	34,974	34,974
11/21/2016	FMR	BUY	5.22	60,089	60,089
11/22/2016	FMR	BUY	5.20	75,876	75,876
11/22/2016	FMR	BUY	5.20	71,109	71,109
11/22/2016	FMR	BUY	5.20	61,907	61,907
11/22/2016	FMR	BUY	5.20	14,322	14,322
11/23/2016	FMR	BUY	5.11	85,640	85,640
11/23/2016	FMR	BUY	5.13	134,196	134,196
11/23/2016	FMR	BUY	5.11	80,257	80,257
11/23/2016	FMR	BUY	5.13	125,760	125,760
11/23/2016	FMR	BUY	5.11	69,877	69,877
11/23/2016	FMR	BUY	5.13	109,495	109,495
11/23/2016	FMR	BUY	5.11	16,170	16,170
11/23/2016	FMR	BUY	5.13	25,337	25,337
11/24/2016	FMR	BUY	5.10	44,380	44,380
11/24/2016	FMR	BUY	5.10	41,988	41,988
11/24/2016	FMR	BUY	5.10	36,221	36,221
11/24/2016	FMR	BUY	5.10	8,393	8,393
11/30/2016	FMR	BUY	4.97	9,983	9,983

12/8/2016	FMR	BUY	5.47	176,796	176,796
12/14/2016	FMR	BUY	5.34	13,606	13,606
12/14/2016	FMR	BUY	5.34	7,756	7,756
12/14/2016	FMR	BUY	5.34	25,691	25,691
12/14/2016	FMR	BUY	5.34	28,235	28,235
12/14/2016	FMR	BUY	5.34	34,953	34,953
12/14/2016	FMR	BUY	5.34	23,278	23,278
12/15/2016	FMR	BUY	5.44	39,251	39,251
12/15/2016	FMR	BUY	5.44	22,287	22,287
12/15/2016	FMR	BUY	5.44	74,120	74,120
12/15/2016	FMR	BUY	5.44	81,445	81,445
12/15/2016	FMR	BUY	5.44	100,797	100,797
12/15/2016	FMR	BUY	5.44	67,205	67,205
12/16/2016	FMR	BUY	5.46	14,621	14,621
12/16/2016	FMR	BUY	5.46	8,219	8,219
12/16/2016	FMR	BUY	5.46	27,623	27,623
12/16/2016	FMR	BUY	5.46	30,353	30,353
12/16/2016	FMR	BUY	5.46	37,550	37,550
12/16/2016	FMR	BUY	5.46	25,090	25,090
12/19/2016	FMR	BUY	5.47	5,135	5,135
12/19/2016	FMR	BUY	5.47	6,101	6,101
12/19/2016	FMR	BUY	5.47	284,066	284,066
12/19/2016	FMR	BUY	5.47	2,943	2,943
12/19/2016	FMR	BUY	5.47	9,702	9,702
12/19/2016	FMR	BUY	5.47	10,662	10,662
12/19/2016	FMR	BUY	5.47	13,190	13,190
12/19/2016	FMR	BUY	5.47	8,820	8,820
12/19/2016	FMR	BUY	5.47	23,012	23,012
12/20/2016	FMR	BUY	5.70	4,953	4,953
12/20/2016	FMR	BUY	5.70	5,884	5,884
12/20/2016	FMR	BUY	5.70	273,261	273,261
12/20/2016	FMR	BUY	5.70	2,839	2,839
12/20/2016	FMR	BUY	5.70	9,358	9,358
12/20/2016	FMR	BUY	5.70	10,283	10,283
12/20/2016	FMR	BUY	5.70	12,721	12,721
12/20/2016	FMR	BUY	5.70	8,507	8,507
12/20/2016	FMR	BUY	5.70	22,194	22,194
12/21/2016	FMR	BUY	5.79	5,654	5,654
12/21/2016	FMR	BUY	5.79	6,679	6,679
12/21/2016	FMR	BUY	5.79	311,526	311,526
12/21/2016	FMR	BUY	5.79	3,221	3,221
12/21/2016	FMR	BUY	5.79	10,679	10,679
12/21/2016	FMR	BUY	5.79	10,341	10,341
12/21/2016	FMR	BUY	5.79	14,521	14,521
12/21/2016	FMR	BUY	5.79	9,715	9,715
12/21/2016	FMR	BUY	5.79	25,375	25,375

12/22/2016	FMR	BUY	5.75	3,738	3,738
12/22/2016	FMR	BUY	5.75	4,439	4,439
12/22/2016	FMR	BUY	5.75	206,233	206,233
12/22/2016	FMR	BUY	5.75	2,135	2,135
12/22/2016	FMR	BUY	5.75	7,058	7,058
12/22/2016	FMR	BUY	5.75	6,836	6,836
12/22/2016	FMR	BUY	5.75	9,595	9,595
12/22/2016	FMR	BUY	5.75	6,421	6,421
12/22/2016	FMR	BUY	5.75	297	297
			Total Buys (including placement)	5,910,719	5,910,719

6. Associates

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

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

7. Addresses

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

Refer to Annexure A

Sign Here _____

Dated: 28 December 2016

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FMR LLC

Annexure A

Investment Manager	Address	Custodian	Nature of relevant interest	Sum of Numerator Shares
FIAM LLC	900 Salem Street, Smithfield, RI 02917 United States	BANK OF NEW YORK MELLON	Investment Discretion / Voting Power	75,716
		JPMORGAN CHASE BANK		86,958
		NORTHERN TRUST CO (C)		88,237
		STATE STREET BANK AND TR CO		213,258
Fidelity Institutional Asset Management Trust Company	900 Salem Street, Smithfield, RI 02917 United States	BANK OF NEW YORK MELLON		353,514
		BROWN BROTHERS HARRIMAN AND CO		752,608
		JP MORGAN, BOURNEMOUTH (C)		176,796
		NORTHERN TRUST CO (C)		178,155
FIDELITY MANAGEMENT & RESEARCH (HONG KONG) LIMITED	Floor 19, 41 Connaught Road Central, Hong Kong	STATE STREET BANK AND TR CO		1,100,937
		BROWN BROTHERS HARRIMAN AND CO		67,442
FMR CO., INC	245 Summer Street, Boston, MA 02210 United States	JPMORGAN CHASE BANK		1,051,449
		STATE STREET BANK AND TR CO		632,977
FMR INVESTMENT MANAGEMENT (UK) LIMITED	10 Paternoster Square, 4th Floor, London EC4M 7LS, United Kingdom	BROWN BROTHERS HARRIMAN AND CO		183,851
		JPMORGAN CHASE BANK		591,831
		NORTHERN TRUST CO (C)	8,495,213	
Grand Total				14,048,942