ASX Announcement
Bapcor Limited (ASX: BAP)

22 October 2026

2026 ANNUAL GENERAL MEETING AND TRADING UPDATE

Bapcor will hold the 2026 Annual General Meeting (**AGM**) today at 1.30pm (AEDT). The meeting will be held in a hybrid format, with shareholders able to attend in person at Bapcor's registered office (127-139 Link Road, Melbourne Airport VIC 3045), and on the Computershare AGM platform at https://meetnow.global/MGXUGVP.

In accordance with ASX Listing Rule 3.13.3, attached are the following documents that will be presented at the AGM:

- Chair's address;
- Chief Executive Officer and Managing Director's address (including trading update); and
- Presentation to shareholders (including the direct and proxy votes received in advance of the AGM).

– Ends –

Issued by: Bapcor Limited ("Bapcor" or the "Company"), ASX:BAP, www.bapcor.com.au

Authorised by: The Board of Bapcor Limited

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BAPCOR LIMITED 2026 ANNUAL GENERAL MEETING

Chair's address

I am pleased to present my first report as Chair of Bapcor for the year ended 30 June 2026. I joined the Board in October 2025 and was appointed as Chair on 24 November 2025.

I joined Bapcor with a clear understanding that the company had experienced difficulties and that restoring performance would require significant effort, discipline and time; however, I also recognised the strength of the underlying business and the opportunity ahead.

My decision to join was underpinned by three important factors. First, the Australian and New Zealand automotive aftermarket sectors are essential industries supported by attractive long-term fundamentals. Second, Bapcor holds leading market positions with strong brands, extensive branch and store networks and meaningful competitive advantages. Finally, our thousands of team members bring deep industry expertise and a strong commitment to serving customers and improving the business.

These strengths give me confidence that Bapcor can restore performance and create sustainable long-term value for shareholders. While these fundamental strengths remain intact, it was clear that decisive action was required to reset the business and establish the foundations for recovery.

Since becoming Chair, my priorities have been clear:

- Appointing an experienced automotive aftermarket Chief Executive Officer and Managing Director to lead Bapcor;
- Strengthening the capability and automotive aftermarket experience of the broader management team;
- Resetting the balance sheet to support the turnaround;
- Working constructively with Bapcor's lenders;
- Strengthening governance and enabling management to focus on operational execution; and
- Commencing a review of Bapcor's strategy and business portfolio.

Together, these actions are directed towards building a stronger, simpler and more resilient Bapcor, better positioned to deliver sustainable long-term value for shareholders.

The Board itself has undergone substantial renewal over the past year. Annette Carey, Patria Mann and I joined the Board in October 2025. The roles of Chair and Chief Executive Officer were split in November and then Andrew Fraser joined after the end of the financial year. Each director brings relevant experience and a fresh perspective, across logistics, supply chain, finance, governance, technology and business turnaround.

Leadership renewal has also extended to management with the appointment of Chris Wilesmith as Chief Executive Officer and Managing Director in December 2025. He started in the role in January 2026 and, together with several other key executive appointments since Chris took over as CEO, has significantly increased the depth of automotive aftermarket and operational experience within the senior leadership team.

On behalf of the Board, I acknowledge former directors and executives who contributed to the initial stages of Bapcor's turnaround and thank them for their service.

The Board fully recognises that the 2026 financial year was difficult for shareholders, with underlying net profit after tax of $10.8 million. However, the turnaround initiatives implemented during the second half of the year have contributed to improved operating momentum and will assist in delivering future profitable growth.

Restoring Bapcor's financial resilience was and continues to be essential to supporting the turnaround. The $200 million equity raising conducted earlier this year, together with the improved working capital management Chris and the team have delivered, enabled Bapcor to reduce net debt to $135 million at 30 June 2026. I thank our shareholders who supported the equity raising.

No dividends were declared for the 2026 financial year, as the Board considered it prudent to preserve cash and invest in the operational turnaround. The Board also understands that executive remuneration must be closely aligned with company performance and shareholder outcomes. Accordingly, no short-term incentives were awarded to the executive team for the financial year, and the long-term incentive due this year also did not vest, both reflecting the company's performance.

A broader review of Bapcor's capital management framework is underway. This work will consider how the company should appropriately balance investment in growth, balance-sheet strength and future shareholder returns.

The Board and management have commenced a bottom-up strategy reset to leverage the depth of knowledge of the automotive industry within the business, position Bapcor for sustainable earnings growth and long-term shareholder value creation. As part of this process, a portfolio review is underway, with an initial focus on the divestment of smaller non-core assets, directing attention and investment towards those businesses that are central to our strategy and can deliver the strongest returns on invested capital. Chris will speak in greater detail about the reset strategy.

Bapcor now has renewed leadership, stronger governance, a materially improved balance sheet and a clearer operational focus. The turnaround is underway and is delivering improved performance.

I thank the management team and team members for their commitment, and our shareholders for your ongoing support.

I remain confident that the actions underway are positioning Bapcor for a stronger future and sustainable long-term value creation.

Finally, I would like to share that Bapcor also intends to conduct a competitive tender for its external audit services during the 2027 financial year. PwC has served as Bapcor's external auditor since 2012 and the current signing partner will reach the end of their maximum five-year rotation following the completion of the 2027 audit. PwC will continue as Bapcor's external auditor for the 2027 financial year. The successful firm is expected to commence as Bapcor's external auditor for the 2028 financial year, subject to shareholder approval at next year's AGM. The Board thanks PwC for its service to Bapcor.

I will now invite our Chief Executive Officer and Managing Director, Chris Wilesmith, to address the meeting.

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CEO and Managing Director's address

Thank you, Lachlan, and good afternoon, everyone.

It is a privilege to address you for the first time as Bapcor's Chief Executive Officer and Managing Director.

I have spent 21 years in the automotive aftermarket industry, in both executive and non-executive roles. It is an industry I am passionate about and know well. It plays an essential role in keeping Australians and New Zealanders moving, and Bapcor is at the heart of it.

I joined Bapcor in January because I believe in the team, the Company and its potential. We have an extensive network, recognised brands, deep product expertise and long-standing relationships with our customers and trade partners. Most importantly, we have knowledgeable and committed people across the business. Together, these strengths give us a solid foundation to improve performance and build a stronger Bapcor.

Since joining Bapcor, I have spent considerable time visiting our branches, stores, distribution centres and support offices. I have also met with customers and trade partners. What I have seen has reinforced my confidence in Bapcor's potential. Over recent years, too many initiatives created confusion and took the team's focus away from what made the business successful: delivering the right parts to customers quickly. We are now returning to these fundamentals, supported by experienced automotive aftermarket leadership, and engaging our team to help build the business for the future.

I have also heard clearly where we need to improve. Our customers expect us to be competitive, to have the right products in the right place and to be easy to do business with. Our team members want clearer priorities, better tools and systems, and greater accountability across the organisation. And our trade partners want stronger collaboration and a shared focus on sustainable growth. The message has been consistent, and we are acting on it.

Industry fundamentals

Before I discuss our operational priorities, I would like to spend a few minutes on the industry in which we operate and how we are positioning Bapcor for the future.

I have spent much of my career in the automotive aftermarket industry, and I remain very positive about its future. Whether the future is combustion engines, electric, hybrid, hydrogen or even hover vehicles, one thing will remain constant: people will always need to travel and move goods. At Bapcor, we are passionate about keeping people on the road, for work or play.

This is an essential and vibrant industry. Vehicles need to be serviced, maintained and repaired to keep people and businesses moving. Demand is supported by attractive long-term fundamentals, while the changing composition of the vehicle parc is creating new opportunities for businesses that are prepared to adapt.

At its most fundamental level, the aftermarket is driven by the number of vehicles on the road. The Australian vehicle parc has grown by approximately 2.2 per cent per annum over the past decade, largely supported by population growth and is forecast to grow at a similar rate over the next decade. More vehicles on the road means an ongoing requirement for servicing, maintenance, replacement parts and repairs. This provides a solid underlying demand base and an attractive platform for Bapcor to grow.

The composition of the vehicle parc is just as important as its overall size. Vehicles are staying on the road for longer, with strong growth expected in the number of vehicles aged more than 20 years. At

the same time, the number of vehicles operating outside their original manufacturer warranty is expected to increase. Both trends are positive for the independent aftermarket.

Older vehicles typically require more frequent maintenance and repair. And once vehicles move beyond their warranty period, their owners are also more likely to use the independent workshops and repair networks we serve.

However, an ageing and increasingly diverse vehicle parc also creates greater complexity. We need to anticipate demand accurately and manage a broader range of parts without tying up unnecessary capital in slow-moving or obsolete inventory. We will also embrace data and AI capabilities to ensure we have the right products for the active vehicle parc in the locations we operate.

The vehicle parc is also evolving. Electric, hybrid and plug-in hybrid vehicles are becoming more common. While internal-combustion vehicles will remain the majority of the parc for many years, the transition will change the mix of products customers require. We need to continue supporting the large existing ICE fleet while ensuring our product offering evolves with the newer vehicle technologies.

Chinese vehicle brands are also gaining market share and increasing the range of vehicles the aftermarket must support. Bapcor has well-established supply partnerships in China, but we need to ensure we have the right products available as demand for these vehicles grow.

These fundamentals give us confidence in Bapcor's long-term opportunity. But they also highlight why standing still is not an option. We must improve performance today while preparing Bapcor for the changes ahead.

As this slide illustrates, the parts may change, but what our customers need from us does not: the right parts, the right service and reliable delivery. Bapcor's role is to anticipate these changes, adapt our offer and ensure we remain relevant to our customers, regardless of the vehicles they drive.

Strategy
That brings me to our strategy.

We have redefined our Purpose and Vision to create a shared understanding of what Bapcor stands for, where we are heading and how we create value for our team members, customers, trade partners and ultimately our shareholders.

In setting our purpose we recognise that we are passionate about keeping people on the road and our vision is to be the trusted automotive partner for the road ahead, driven by passion, expertise and reliability.

The road ahead is an important concept for Bapcor. We recognise that the vehicle parc will continue to evolve, and our business must evolve with it. We need to adapt our business so we remain relevant, competitive and positioned for long-term success. We also know we cannot do this alone. Success will depend on strong partnerships across the automotive aftermarket industry. That is why we are focused on working more closely with our customers and trade partners, while ensuring Bapcor is the partner of choice across the industry.

Our strategy sets out where we will play, how we will win and the capabilities we need to build.

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Where we play
We will focus on the automotive aftermarket segments where Bapcor's brands, networks, product expertise and customer relationships provide a genuine competitive advantage. We will play in four distinct areas:

- Distribution of parts for passenger and light commercial vehicles;
- Distribution of parts for heavy commercial vehicles;
- Retailing of automotive parts and accessories; and
- Servicing and repair of passenger and light commercial vehicles

Our portfolio review will assess businesses against this strategic direction. There is opportunity to simplify the Group, including through the divestment of smaller non-core businesses.

How we will win
Within our chosen markets, we will win by rebuilding the strengths for which Bapcor has traditionally been known: personalised service, deep knowledge, the reach and responsiveness of our network, and fair value for customers.

To deliver this strategy we will focus on five priorities: Team, Customer, Future Fit, Efficiency and Growth, with investment in technology being a key enabler across each of these priorities.

- First, our team. We want to attract, engage and retain a passionate team.

- Second, customer. We are creating a culture that is fascinated by the customer experience, with the customer at the heart of everything we do. We are focused on building a business that continuously improves and remains relevant to our customers' needs.

- Third, becoming future fit. As the vehicle parc evolves, we will adapt our product offering, capabilities and technology to ensure we remain relevant and competitive.

- Fourth, efficiency. While we have made good progress in strengthening the business, there is more to do as we continue to simplify, improve and build a stronger foundation for growth.

- And finally, growth. The market is changing, creating new opportunities. This has prompted us to review our position in each of our market segments, to ensure we position ourselves to maximise the value of these opportunities.

The industry fundamentals are attractive, and our strategic direction is clear. However, we also recognise that Bapcor must execute better, restore performance and deliver value for our shareholders.

FY26 Performance
As Lachlan mentioned, the 2026 financial year was challenging. Whilst group revenue of $1.9 billion only declined 1.8 per cent on the prior year, underlying net profit after tax was $10.8 million. The operating result reflected lower sales, margin pressure and a higher cost of doing business. External conditions also affected performance, including higher fuel, freight and oil-related product costs and softer consumer and business confidence. However, these external factors do not change our responsibility to execute better.

The statutory net loss after tax was $431.6 million, including $442.4 million of post-tax significant items. These items predominantly related to non-cash impairments of assets.

Encouragingly, sales momentum improved during the final five months of the financial year compared with the first seven months. Networks and Retail returned to like-for-like sales growth over that period,

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while Trade stabilised. This was early progress but it demonstrated that the actions implemented during the second half were beginning to gain traction.

Our operational turnaround is focused on four areas: enhancing profitability, optimising the cost of doing business, improving capital efficiency and returning Bapcor to sustainable growth. I will briefly talk to what we have done in each of these areas.

- *Enhancing profitability* - We are focusing on improving profitability through stronger pricing and margin discipline and better promotional effectiveness across the business. In Trade and Retail, targeted pricing initiatives have improved our competitiveness. We have tightened controls over discounting and price overrides and introduced more data-led pricing.

- *Optimising the cost of doing business* – We are simplifying the way the business operates, improving productivity, reducing complexity and cost and making it is easier for team members and customers. We have established an internal recruitment capability, reduced high-cost emergency replenishment orders and improved supply chain labour efficiency.

- *Improving capital efficiency* – We are focusing on improving capital discipline through stronger working capital management with an emphasis on reducing inventory and overdue debtors and better capital allocation discipline. During the second half, we reduced overdue debtors and inventory, which together with other working capital initiatives, delivered a $68.5 million cash benefit.

- *Returning to growth* – We are focusing on rebuilding sales momentum through stronger customer engagement, improved product availability and targeted promotional activity. We have filled critical customer-facing vacancies, strengthened frontline leadership and improved product availability. We have also introduced consistent customer feedback measures and are rebuilding closer, more collaborative relationships with our trade partners. These actions are helping us improve the customer experience and rebuild sales momentum.

Together, these four priorities are strengthening Bapcor's operating foundations. We have made early progress, but there is more to do. Our focus now is disciplined execution and translating that progress into sustainable earnings and growth.

People & Safety

Delivering the turnaround and strategy requires experienced leaders who understand our industry, our customers and the importance of strong operational execution.

During the year, we strengthened the leadership team. Craig Magill moved into the role of Executive General Manager of Trade, bringing extensive automotive aftermarket experience and deep knowledge of Bapcor. We also welcomed Rebekah Newman as Chief People and Culture Officer, Angus McDonald as Chief Operating and Strategy Officer, and Guy Nicholls, former CEO of Ryco Group, is leading CVG. Next week, Steve Gardner joins us as Executive General Manager of Retail.

Kim Kerr, Martin Storey, Morris Lieberman and George Sakoufakis remain in their existing roles.

We have also strengthened leadership within our operating businesses adding significant automotive, merchandising, operational and people leadership experience across the Group. The leadership team is focused on clear priorities, stronger accountability and disciplined execution. We are building greater capability across the business to deliver the operational turnaround and strategy.

Nothing is more important than the safety and wellbeing of our people. Our safety performance during the year was not good enough. We need stronger safety leadership across the business, clearer workplace practices and more disciplined management of risk across the business. We are taking action, with one clear objective: that every team member returns home safely each day.

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During the year, more than 100 team members completed leadership development programs. We also expanded our engagement and recognition initiatives, and we are seeing improved retention across the business. It has been particularly pleasing to welcome back a number of experienced former team members, especially within Burson.

Trading update & outlook
Turning now to our outlook and first-quarter trading performance.

Firstly, and most importantly, we reaffirm the FY27 outlook we provided with our FY26 results in August, which is on the screen now.

In relation to our first-quarter performance, the turnaround initiatives implemented during the second half of FY26 have continued to gain traction.

Total Trade parts sales increased by 2.5 per cent compared with the first quarter of FY26 and increased 1.6 per cent on a like-for-like basis. Importantly, our market share in Trade was higher than in the same quarter of FY26. This is a positive sign that our focus on competitive pricing, product availability and customer engagement is beginning to deliver results.

Sales across our Networks businesses, comprising CVG, JAS and Wholesale, increased by 4.1 per cent. We also achieved modest like-for-like sales growth in New Zealand, in local currency.

The Retail environment remains soft, with total and like-for-like sales negatively impacted by cost-of-living pressures and less effective promotional activity. Growth in non-discretionary categories was more than offset by declines in discretionary categories. We have promotional activities in place to help build sales momentum through the important Black Friday and Christmas trading periods.

Encouragingly, on a constant-currency basis, Group like-for-like sales increased by 0.5 per cent versus the comparable quarter, and total sales increased by 0.3 per cent.

We are also seeing the benefits of the targeted pricing initiatives implemented during the second half of FY26, with gross margin percentage improving in both Trade and Retail compared with the prior corresponding period.

Alongside these revenue and margin initiatives, we are progressing cost optimisation activities across the business, including supply chain and non-product procurement cost-reduction initiatives that were implemented during the first quarter.

Our continued focus on cash generation has further strengthened the balance sheet. Net debt reduced by $19 million from 30 June 2026, to $116 million at 30 September 2026, primarily driven by operating cash flow.

The first-quarter performance provides further evidence that our turnaround initiatives are gaining traction, and we remain confident on delivering against our FY27 outlook expectations.

Closing
While it is still early in FY27, we are encouraged by the progress being made across the business. The automotive aftermarket remains an attractive industry, Bapcor has strong market positions, and we now have a clear strategic direction and priorities.

As I said earlier, whether the future is combustion engines, electric, hybrid, hydrogen or even hover vehicles, people will always need to travel and move goods. The future of our industry will be different, but I believe it will be even more exciting. Our task is to ensure Bapcor continues to evolve with it and remains the trusted automotive partner for the road ahead.

There is still significant work ahead of us, and we will remain disciplined and focused on execution. We are committed to delivering a better experience for our customers, creating opportunities for our team, strengthening partnerships with our trade partners and improving returns for shareholders.

I would like to thank our team members for their commitment and hard work, and our customers and trade partners for their support and trust. Finally, I thank our shareholders for your patience and continued support as we work to restore Bapcor's performance and realise the significant opportunity ahead.

I look forward to updating you on our progress over the year ahead.

I will now hand back to Lachlan.

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2026
Annual General Meeting

22 October 2026

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Acknowledgement of Country

Bapcor would like to acknowledge the Traditional Custodians throughout the countries we operate.

We recognise the continued connection of all First Nations people in Australia, New Zealand and Asia and we embrace building our communities together as multicultural nations.

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Introduction

How to vote

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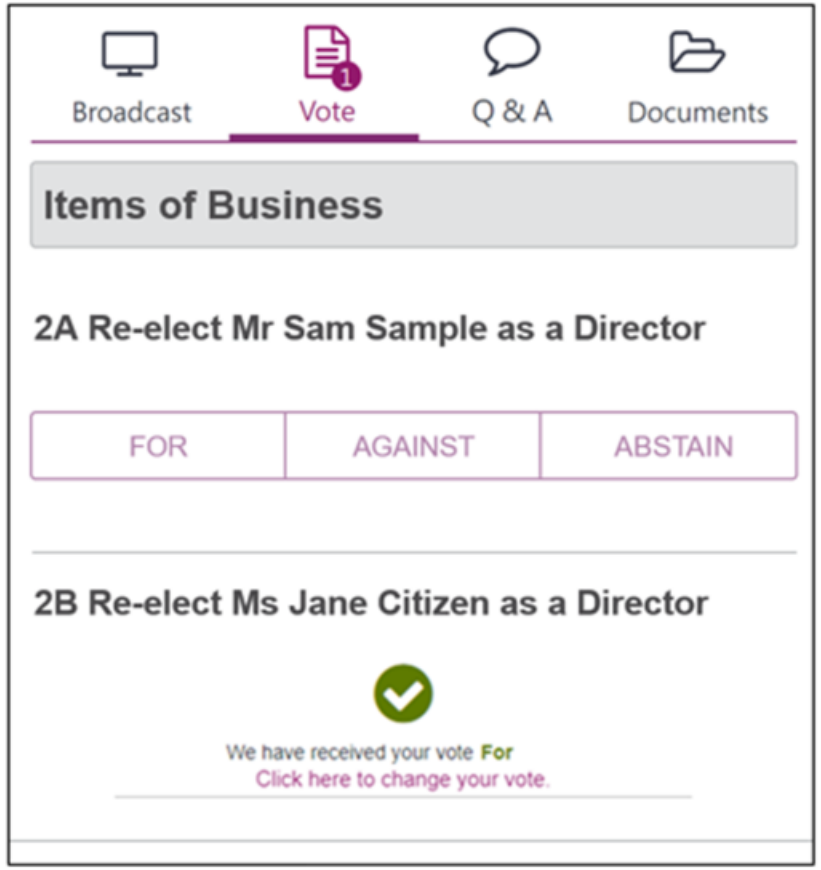
- When the poll is open, select the vote icon at the top of the screen
- To vote, select either For, Against or Abstain
- You will see a vote confirmation
- To change or cancel your vote “click here to change your vote” at any time until the poll is closed



How to ask a question

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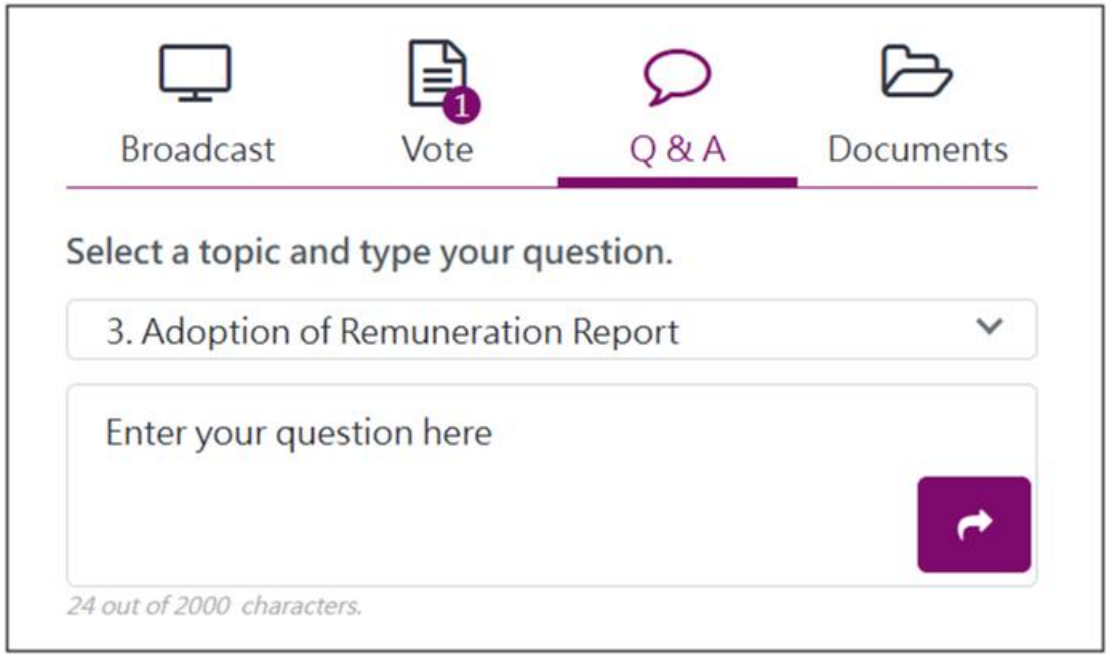
- To ask a written question, select the Q & A icon
- Select the topic your question relates to from the drop-down list
- Type your question in the text box and **press** the send icon
- To ask a verbal question follow the instructions below the broadcast window.



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Chair's address

Lachlan Edwards

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CEO & MD's address

Chris Wilesmith

Market context

The fundamental driver of the Australian aftermarket – the vehicle parc - remains robust

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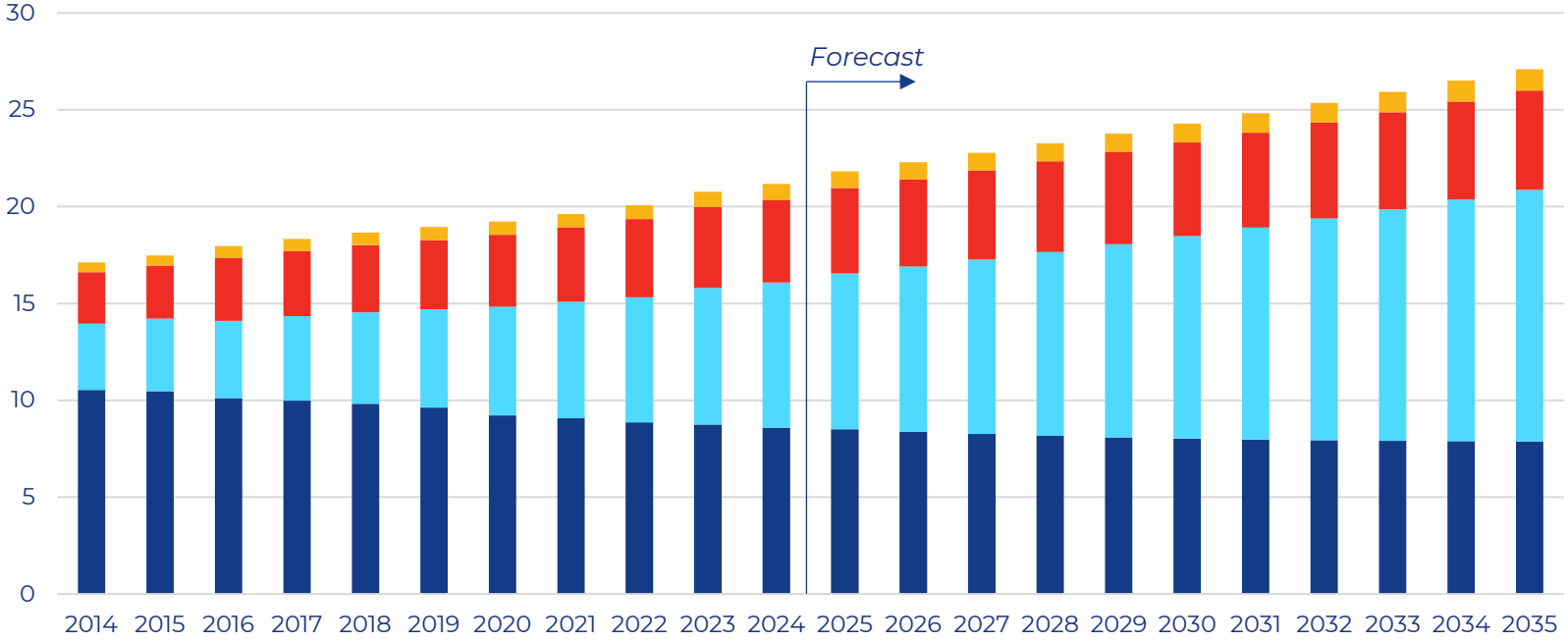
Australian vehicle parc, by segment (2014-35F)
Millions of vehicles



	CAGR% (2014-26)	CAGR% (26-35)	
Total	**2.2**	**2.2**	
Heavy commercial	4.8	2.5	
Light commercial	4.5	1.4	
SUV	7.9	4.8	2.2
Passenger	(1.9)	(0.7)	

Source: Fifth Quadrant, September 2026 Australian Parc & Warranty Forecast

Market context

The vehicle parc is evolving, driven by electrification, rapid growth of Chinese manufacturing, warranty expansion, and increased vehicle lifespan (1 of 2)

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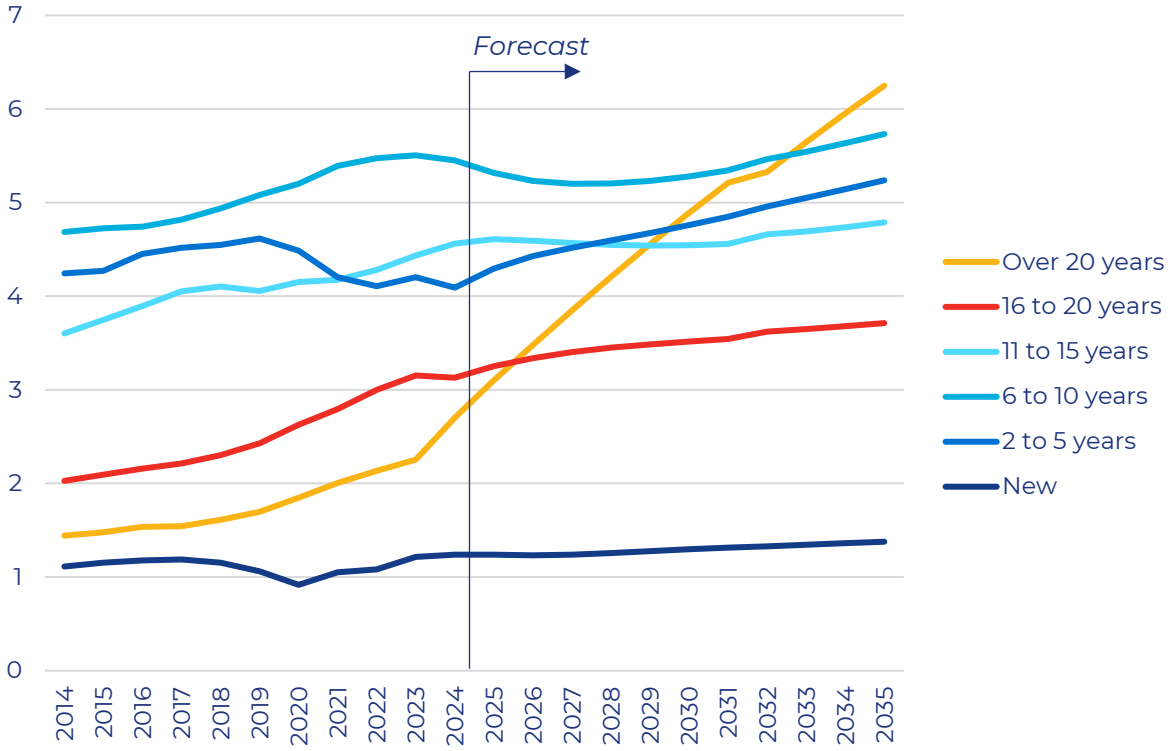
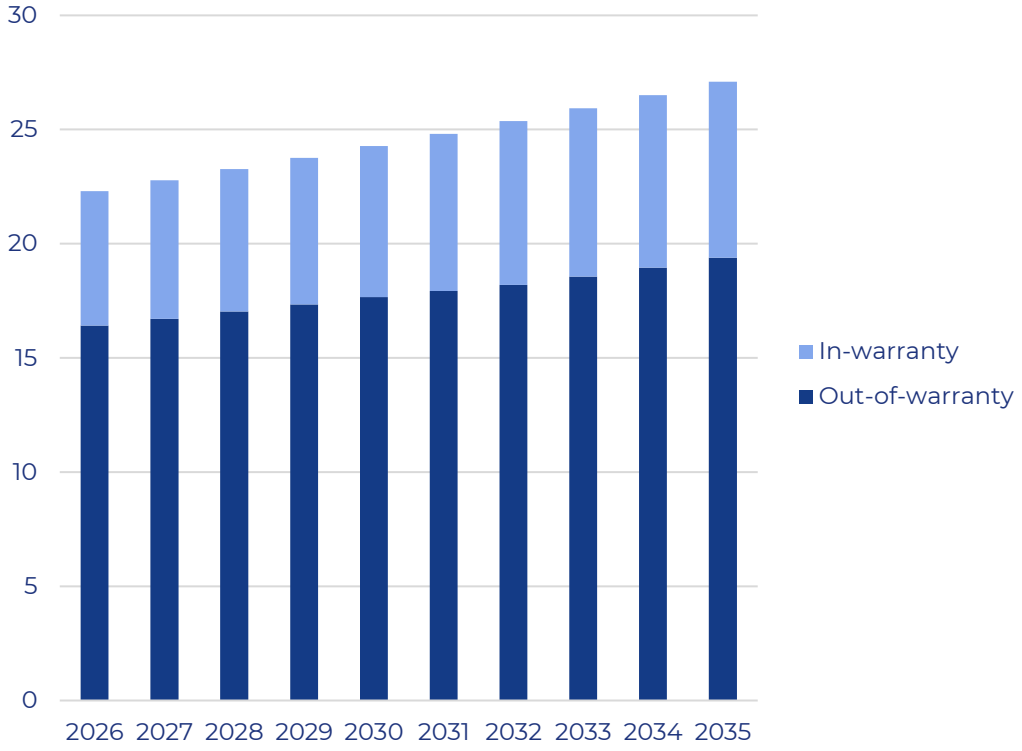
Australian vehicle parc (passenger, SUV, LCV, HCV), by age bracket (2014-35F)
Millions of vehicles



Australian vehicle parc (passenger, SUV, LCV, HCV), by brand warranty status (2026F-35F)
Millions of vehicles



Source: Fifth Quadrant, September 2026 Australian Parc & Warrant Forecast

Market context

The vehicle parc is evolving, driven by electrification, rapid growth of Chinese manufacturing, warranty expansion, and increased vehicle lifespan (2 of 2)

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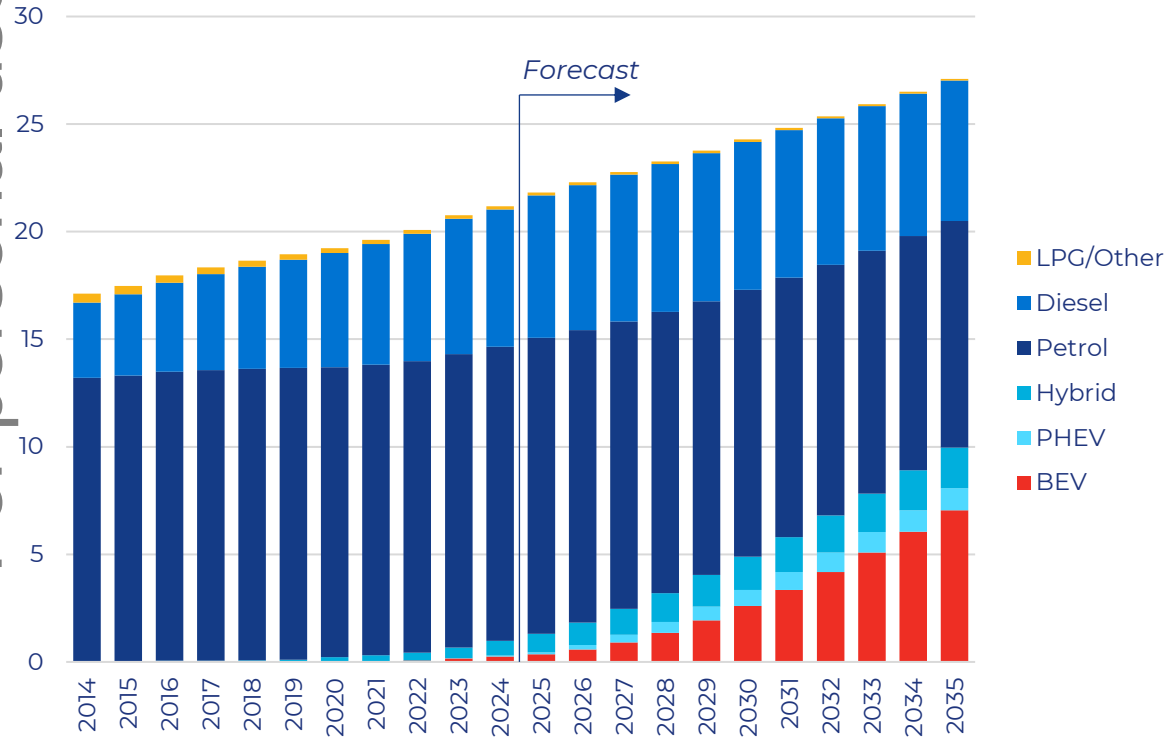
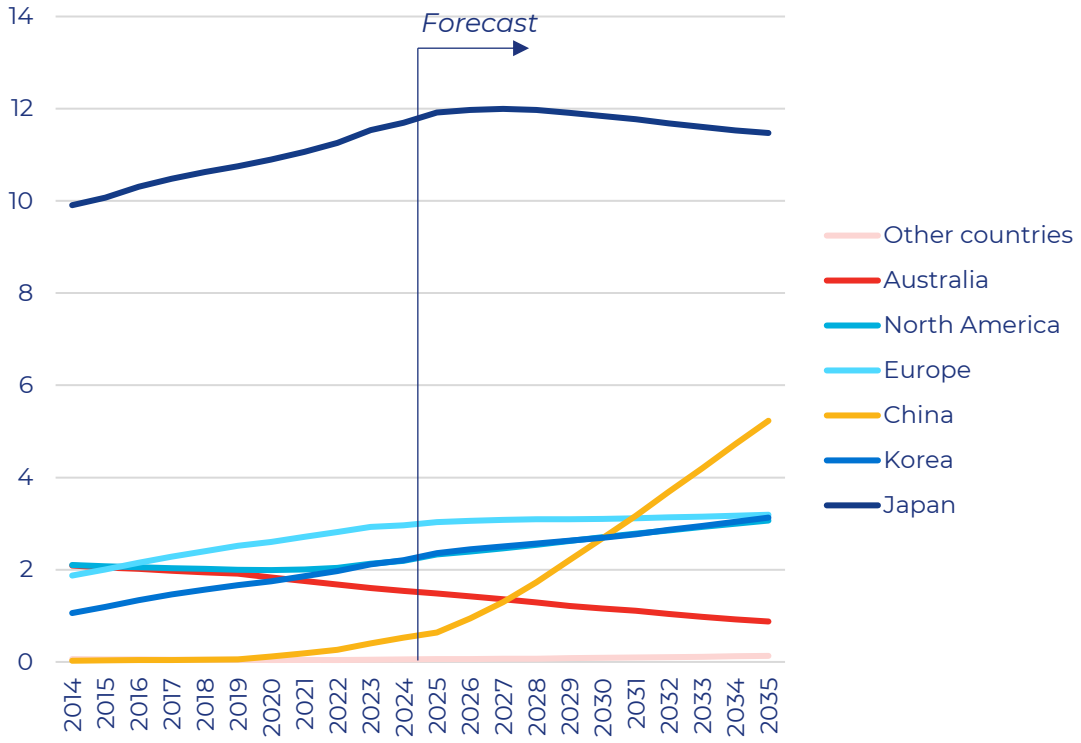
Australian vehicle parc (passenger, SUV, LCV and HCV), by drivetrain (2014-35F)
Millions of vehicles



Australian vehicle parc (passenger, SUV, LCV and HCV), by brand Country of Origin (2014-35F)
Millions of vehicles



Source: Fifth Quadrant, September 2026 Australian Parc & Warranty Forecast
Note: Brand Country of Origin (COO) classifies as follows: Japan (Toyota, Mazda, Nissan, Mitsubishi, Subaru, Suzuki, Honda, Isuzu, Lexus); Korea (Hyundai, Kia); USA (Ford, Tesla, Jeep); Europe (VW, Audi, BMW, Mercedes, Volvo, Land Rover); China (MG, GWM, BYD, LDV); Australia (Holden)

The future of the automotive aftermarket industry is bright

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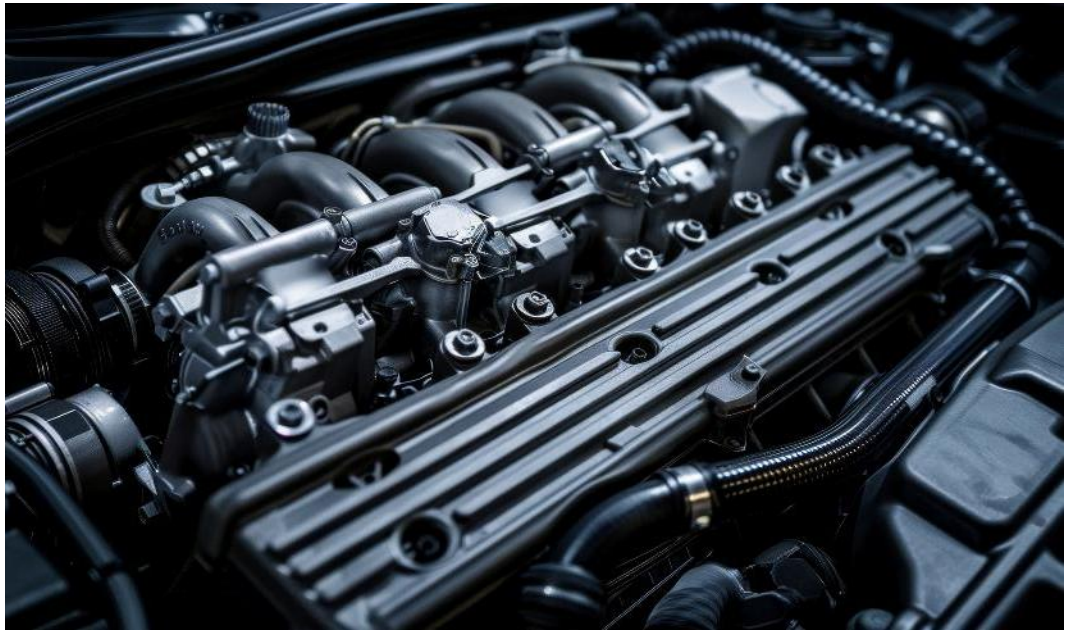

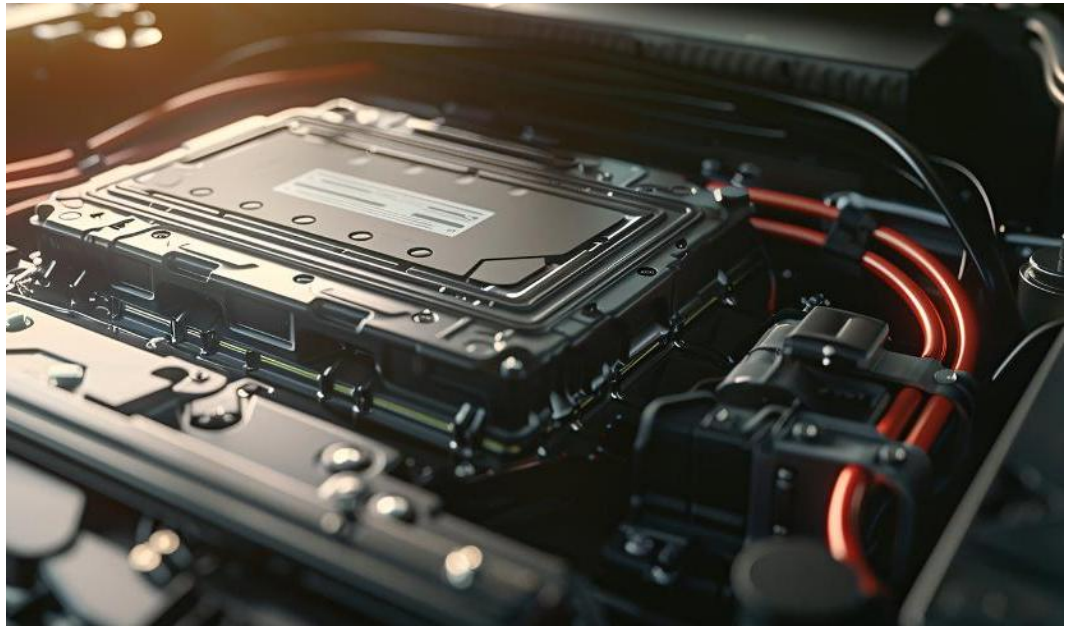

The parts may change, but what our customers need from us doesn't: the right parts, the right service and reliable delivery

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Bapcor

Driving Forward

OUR STRATEGY ON A PAGE

PURPOSE

We are passionate about keeping people on the road.

VISION

To be the trusted automotive partner for the road ahead, driven by passion, expertise and reliability.

OUR MARKETS

- Parts distribution for PLCVs
- Parts distribution for heavy commercial vehicles
- Retailing of automotive parts and accessories
- Service & repair of PLCVs

Supported by sales, installation and servicing of equipment

WHY WE WIN WITH CUSTOMERS

- → Personalised service
- → Knowledge
- → Network
- → Trusted for value

OUR STRATEGIC PILLARS

TEAM

Develop a **winning culture** amongst the aftermarket's most **trusted, knowledgeable** and **passionate** team

FUTURE FIT

Win from the vehicle evolution, by **adapting and cementing** our role in the automotive aftermarket

CUSTOMER

Anticipate customers' needs, provide **value at every touchpoint** and become **the instinctive choice**

EFFICIENCY

Simplify & focus our systems, processes and supply chain to **unlock a tech-forward future**

GROWTH

Invest in **disciplined** above market **growth**

FOUNDATIONAL ENABLERS

- PEOPLE & PARTNERS
- TECHNOLOGY
- SUPPLY CHAIN

OUR VALUES

- We do the right thing.
- We are in it together.
- We give a damn.
- We get it done.

* PLCV refers to Passenger and Light Commercial Vehicles

Summary of FY26 results

FY26 EBITDA above May 26 guidance.
Initiatives to turnaround business delivered improved H2 momentum

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REVENUE	UNDERLYING NPAT	STATUTORY LOSS
$1.9B	$10.8M	$431.6M
Down 1.8% on FY25	Down 85.0% on FY25	Includes $442.4M post-tax significant items

EQUITY RAISING	CASH CONVERSION	2H SALES MOMENTUM
$200M	109.4%	Improved
Completed Raised to reduce debt and strengthen financial resilience for the turnaround	Improved 2H working capital initiatives delivered a $68.5M cashflow benefit	Sales momentum strengthened in the final five months of FY26

Business turnaround

Targeted management actions implemented in 2H26 to restore performance

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Enhance profitability

Optimise the cost of doing business

Improve capital efficiency

Return to growth

Key appointments

Strengthened the leadership team

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Craig Magill

Executive General Manager Trade

Rebekah Newman

Chief People & Culture Officer

Angus McDonald

Chief Operating & Strategy Officer

Guy Nicholls

General Manager Commercial Vehicle Group

Steve Gardner

Executive General Manager Retail

FY27 outlook reaffirmed, Q1 27 trading update

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FY27 outlook	• Reaffirming FY27 outlook provided at the August FY26 results, as follows:
	  • Underlying NPAT is expected to be materially weighted to the 2H FY27
	  • Modest revenue growth expected in FY27 due to the impact of the Middle East conflict and cost of living pressures moderating the benefits of turnaround initiatives.
	  • Benefits will be largely reinvested in technology and people
	  • Capital expenditure and depreciation and amortisation are expected to be in line with FY26 levels

Q1 27 trading update	• Q1 FY27 sales update versus Q1 FY26:
	  • Total Trade parts sales increased 2.5% and increased 1.6% on a like-for-like (LFL) basis. Importantly, market share was higher - an encouraging sign that the focus on competitive pricing, product availability and customer engagement is delivering results
	  • Sales across the Networks segment, comprising CVG, JAS and Wholesale, increased 4.1%
	  • Modest LFL sales growth in New Zealand, in local currency
	  • The retail environment remains soft, with total and LFL sales negatively impacted by cost-of-living pressures and less effective promotional activity. Growth in non-discretionary categories was more than offset by declines in discretionary categories. Promotional activity is in place to build sales momentum during the peak Black Friday and Christmas trading periods
	  • On a constant currency basis, Group LFL sales increased 0.5%, with total sales up 0.3%
	  • Total sales have declined 0.5% due to closures of unprofitable stores in Retail
	• Trade and Retail gross margin percentage improved compared with Q1 FY26, reflecting the benefits of the targeted pricing initiatives implemented in 2H FY26
	• Cost optimization activities underway across the business including supply chain and non-product procurement cost reduction initiatives implemented in Q1 FY27
	• Net debt reduced by $19M from 30 June 2026 to $116M at 30 September 2026, primarily driven by operating cash flow

The future will be different but even more exciting for our industry

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Items of Business

Item 1:

Financial and related reports

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To receive and consider the financial report of the Company and its controlled entities and the related directors' and auditor's reports in respect of the financial year ended 30 June 2026.

Resolution 1A:

Re-election of Mr Andrew Fraser as Director

"**THAT** Mr Andrew Fraser, having been appointed as a Director on 1 July 2026 and who retires as a Director of the Company in accordance with rule 6.1(e) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Proxy Results	Votes	% Total
For	437,267,091	99.58%
Against	1,046,977	0.24%
Open	803,040	0.18%
Total Valid Proxies	**439,117,108**	**100%**
Abstain	605,876	

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Resolution 1B:

Re-election of Ms Kathryn (Kate) Spargo as Director

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"**THAT** Ms Kathryn Spargo, having been appointed as a Director on 1 March 2023 and who retires as a Director of the Company in accordance with rule 6.1(e) of the Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Proxy Results	**Votes**	**% Total**
For	276,948,427	63.08%
Against	161,347,219	36.74%
Open	804,540	0.18%
Total Valid Proxies	**439,100,186**	**100%**
Abstain	622,798	

Resolution 2:

Adoption of the Remuneration Report (Non-binding resolution)

"**THAT** the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2026 be adopted."

Proxy Results	Votes	% Total
For	433,662,525	98.75%
Against	4,645,792	1.06%
Open	834,293	0.19%
Total Valid Proxies	**439,142,610**	**100%**
Abstain	560,448	

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Resolution 3A:

Approval for the grant of FY26 Performance Rights to CEO & Managing Director under the LTIP

"**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the grant of FY26 Performance Rights over Shares in the Company to Mr Chris Wilesmith (or his nominee(s)), pursuant to the terms of the LTIP and as set out in the Explanatory Memorandum accompanying this Notice."

Proxy Results	**Votes**	**% Total**
For	431,217,807	98.19%
Against	7,224,285	1.64%
Open	757,684	0.17%
Total Valid Proxies	**439,199,776**	**100%**
Abstain	523,208	

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Resolution 3B:

Approval for the grant of FY27 Performance Rights to CEO & Managing Director under the LTIP

"**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the grant of FY27 Performance Rights over Shares in the Company to Mr Chris Wilesmith (or his nominee(s)), pursuant to the terms of the LTIP and as set out in the Explanatory Memorandum accompanying this Notice."

Proxy Results	**Votes**	**% Total**
For	431,278,866	98.20%
Against	7,170,791	1.63%
Open	757,684	0.17%
Total Valid Proxies	**439,207,341**	**100%**
Abstain	515,643	

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Resolution 4:

Approval for issue of equity rights to CEO & Managing Director under the Group Retention Program

"**THAT**, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 215,891 equity rights to Mr Chris Wilesmith (or his nominee(s)), pursuant to the Group Retention Program and LTIP and on the terms set out in the Explanatory Memorandum accompanying this Notice."

Proxy Results	Votes	% Total
For	412,309,063	93.89%
Against	26,043,380	5.93%
Open	800,849	0.18%
Total Valid Proxies	**439,153,292**	**100%**
Abstain	569,692	

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Resolution 5:

Approval for provision of potential termination benefits to CEO & Managing Director

"**THAT**, for the purposes of sections 200B, 200C and 200E of the Corporations Act 2001 (Cth) and for all other purposes, shareholders approve the giving of benefits to Mr Chris Wilesmith, in connection with his ceasing to hold an office, or position of employment, in Bapcor Limited or a related body corporate, on the terms set out in the Explanatory Memorandum accompanying this Notice."

Proxy Results	Votes	% Total
For	436,135,898	99.31%
Against	2,247,429	0.51%
Open	769,386	0.18%
Total Valid Proxies	**439,152,713**	**100%**
Abstain	570,271	

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Resolution 6:

Approval of the issue of securities under the Long Term Incentive Plan

"**THAT**, for the purposes of Exception 13 in ASX Listing Rule 7.2 and for all other purposes, Shareholders approve the issue of securities under the Long Term Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Proxy Results	**Votes**	**% Total**
For	436,631,350	99.42%
Against	1,694,894	0.39%
Open	810,792	0.19%
Total Valid Proxies	**439,137,036**	**100%**
Abstain	571,044	

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General Questions

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