



26 February 2026

ASX Market Announcements Office
ASX Limited
Level 50, South Tower, Rialto
525 Collins Street,
Melbourne VIC 3000

Bapcor Limited (ASX Code: BAP)
Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by Bapcor Limited (ACN 153 199 912) (**Company** or **Bapcor**).

Bapcor has today announced a fully underwritten pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of 1 new fully paid ordinary share (**New Share**) for every 1.36 fully paid ordinary shares in Bapcor held by eligible existing shareholders in Bapcor as at 7.00pm (Sydney time) on Monday, 2 March 2026. In addition to the Entitlement Offer, Bapcor will separately conduct a placement to institutional and sophisticated investors (**Placement**).

The Company advises that:

- (a) the New Shares will be offered without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**);
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by ASIC;
- (c) as at the date of this notice, the Company has complied with:
 - i. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - ii. sections 674 and 674A of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice; and
- (e) the potential effect the issue of the New Shares under the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given the structure of the Entitlement Offer as a pro-rata non renounceable entitlement offer, the underwriting arrangements in respect of the Entitlement Offer, and the Placement, the Company does not expect that the issue of New Shares under the Entitlement Offer will have a material effect on the control of the Company, and it is not expected that any person will acquire voting power of 20% or more in the Company as a result of the issue of New Shares under the Entitlement Offer. Further details are provided below.

Potential effect on control of the Company:

If all eligible shareholders take up all of their entitlement under the Entitlement Offer, those eligible shareholders will not be diluted and they will continue to hold the same percentage interest in Bapcor.

If those participating shareholders also participate in the Oversubscription Facility¹, they may increase their percentage holding in Bapcor (subject to availability, scale-back and any requirements under law, in Bapcor's absolute discretion).

To the extent that an eligible shareholder does not take up their entitlements under the Entitlement Offer, that eligible shareholder's percentage holding in Bapcor shares will be diluted by the issue of New Shares under the Entitlement Offer.

Bapcor's shareholders who are ineligible to participate in the Entitlement Offer in accordance with ASX Listing Rule 7.7.1 will have their percentage holding in Bapcor diluted as a result of the issue of New Shares under the Entitlement Offer.

¹ The Oversubscription Facility is subject to a 35% cap and law.





The Entitlement Offer is fully underwritten by Macquarie Capital (Australia) Limited (**Underwriter**).

As of the date of this notice, the Entitlement Offer is not expected to have any material effect or consequence on the day to day operations of the Company.

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

Authorised by: Chair of the Board of Bapcor

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