Bapcor®

# Notice of Annual General Meeting and Explanatory Memorandum 2026

# Bapcor Limited

## ACN 153 199 912

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|---|---|
| **Date:** | Thursday 22 October 2026 |
| **Time:** | 1.30pm (AEDT) |
| **Venue:** | 127-139 Link Road, Melbourne Airport VIC 3045<br>and via virtual technology |

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# Important Information

## Hybrid meeting arrangements

Bapcor Limited (**Bapcor** or the **Company**) advises that it will hold its 2026 Annual General Meeting of shareholders on Thursday 22 October 2026 at 1.30pm (AEDT) (**Meeting**).

The Meeting will be held in a hybrid format. Accordingly, shareholders can attend:

(a) **In person:** at 127-139 Link Road, Melbourne Airport VIC 3045; or

(b) **Online:**

Securityholders can access the Computershare AGM platform from their computer, tablet or mobile device at https://meetnow.global/MGXUGVP.

Online registration will open 1 hour before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and click 'Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

Further information on how to participate in the Meeting is provided in the Virtual AGM Online Guide, at www.computershare.com.au/virtualmeetingguide.

## Questions from shareholders

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to:

(a) the Company; or

(b) the Company's auditor PricewaterhouseCoopers, in relation to the conduct of the external audit for the year ended 30 June 2026, or the content of its audit report.

Please send your questions via email to:
The Company Secretary, Bapcor Limited
companysecretary@bapcor.com

Written questions must be received by no later than **5.00pm (AEDT)** on **Thursday 15 October 2026**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

You may also ask questions during the Meeting, either in person or online via the Computershare Meeting Platform.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the meeting to address all the questions and comments raised. Please note that individual responses may be sent to the enquiring party only and may not be sent to all shareholders.

## Shareholder emails and electronic communications

We encourage you to make the switch to paperless communications.

It enables Bapcor to provide you with information more quickly and at a lower cost. To make the switch please update your details at https://www.investorcentre.com/au.

# Voting Information

## Entitlement to vote at the Annual General Meeting

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00pm (AEDT)** on **Tuesday 20 October 2026**, subject to any applicable voting exclusion.

Voting on all items of business will be conducted on a poll. You may vote in person at the meeting, or online using the Computershare Meeting Platform. Further information on how to vote using the Computershare Meeting Platform is set out in the Virtual AGM Online Guide at www.computershare.com.au/virtualmeetingguide.

## Voting by proxy

Eligible shareholders can also vote by appointing a proxy or, where a shareholder is entitled to two or more votes, two proxies.

Where two proxies are appointed, a shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that shareholder's votes (disregarding fractions).

A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

For the Proxy Form to be valid, it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority by **1.30pm (AEDT)** on **Tuesday 20 October 2026**.

Proxy Forms can be submitted in one of the following ways:

1. **Online:** All shareholders can appoint a proxy to vote on their behalf online at www.investorvote.com.au by following the instructions set out on the website.

   Shareholders who elected to receive their Notice of Meeting electronically will have received an email with a link to the Investor Vote site.

   For all other shareholders, you will receive a letter by mail with instructions on how to vote online.

   If shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (within Australia) or +61 (03) 9415 4000 (overseas).

2. **By mail:** Shareholders who have not elected to receive their Notice of Meeting electronically will have received it and their Proxy Form by mail.

   Completed proxy forms (together with any authority under which the proxy form was signed or a certified copy of the authority) must be returned to Computershare:

   **By post to:** Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or

   **By facsimile:** Within Australia – 1800 783 447 or outside Australia – +61 3 9473 2555.

3. **Custodian voting** – For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

## Voting by corporate representative

A shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting.

The appointment must comply with section 250D of the Corporations Act. The representative should send evidence of his or her appointment to the Company Secretary (companysecretary@bapcor.com) **by 1.30pm (AEDT)** on **Tuesday 20 October 2026**.

## Voting by attorney

A shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the shareholder's behalf.

An attorney need not themselves be a shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used.

The appointment may be a standing one. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

## Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give her directions about how your vote should be cast, you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 2, 3A, 3B, 4, 5 and 6. In accordance with this express authority provided by you, the Chair will vote in favour of Resolutions 2, 3A, 3B, 4, 5 and 6. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct her how to vote, please tick the appropriate boxes on the Proxy Form.

The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

If you appoint as your proxy any Director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 2, 3A, 3B, 4, 5 and 6, he or she will not vote your proxy on that item of business.

# Notice of 2026 Annual General Meeting

Notice is given that the 2026 Annual General Meeting of Bapcor Limited ACN 153 199 912 will be held at 127-139 Link Road, Melbourne Airport VIC 3045 and via virtual technology on Thursday 22 October 2026 at 1.30pm (AEDT).

## Business of the meeting

Shareholders are invited to consider the following items of business at the Annual General Meeting:

### 1. Financial and related reports

| **Item 1** | **Financial and related reports** |
|---|---|
| **Description** | 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. |

### 2. Re-election of Mr Andrew Fraser as Director

| **Resolution 1A** | **Re-election of Mr Andrew Fraser as Director** |
|---|---|
| **Description** | Mr Andrew Fraser, who was appointed as a Director on 1 July 2026, retires as a Director in accordance with rule 6.1(e) of the Constitution and, being eligible, offers himself for re-election under rule 6.1(i) of the Constitution. |
| **Resolution (Ordinary)** | To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:<br>*"**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."* |

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

| **Resolution 1B** | **Re-election of Ms Kathryn (Kate) Spargo as Director** |
|---|---|
| **Description** | Ms Kathryn Spargo, who was appointed as a Director on 1 March 2023, retires as a Director in accordance with rule 6.1(f)(i) of the Constitution and, being eligible, offers herself for re-election under rule 6.1(i) of the Constitution. |
| **Resolution (Ordinary)** | To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:<br>*"**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(f)(i) of the Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."* |

## 4. Adoption of Remuneration Report (Non-binding resolution)

| **Resolution 2** | **Adoption of Remuneration Report (Non-binding resolution)** |
|---|---|
| **Description** | Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in Bapcor's 2026 Annual Report and is available from the Company's website (www.bapcor.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company. |
| **Resolution (Ordinary)** | To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:<br>*"**THAT** the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2026 be adopted."* |
| **Voting Exclusion** | The Company will disregard any votes cast on this resolution:<br>(a) by or on behalf of a member of Key Management Personnel (**KMP**) named in the remuneration report for the year ended 30 June 2026, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and<br>(b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.<br>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:<br>(c) in accordance with the directions of how to vote on the Proxy Form; or<br>(d) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form. |

## 5. Grant of FY26 Performance Rights to CEO & Managing Director under the LTIP

| **Resolution 3A** | **Approval for the grant of FY26 Performance Rights to CEO & Managing Director under the LTIP** |
|---|---|
| **Description** | This resolution seeks shareholder approval for the issue of FY26 Performance Rights to Mr Chris Wilesmith, the Company's Managing Director and CEO, in relation to his long term incentive for FY26. |
| **Resolution (Ordinary)** | To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:<br>*"**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."* |
| **Voting Exclusion** | The Company will disregard any votes cast:<br>(a) in favour of this resolution by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTIP, or any of their Associates; and<br>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.<br>However, this does not apply to a vote cast on the resolution by:<br>(c) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way;<br>(d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chair to vote on this resolution as the Chair decides; or<br>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<br>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this resolution; and<br>(ii) the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way. |

## 6. Grant of FY27 Performance Rights to CEO & Managing Director under the LTIP

| **Resolution 3B** | **Approval for the grant of FY27 Performance Rights to CEO & Managing Director under the LTIP** |
|---|---|
| **Description** | This resolution seeks shareholder approval for the issue of FY27 Performance Rights to Mr Chris Wilesmith, the Company's Managing Director and CEO, in relation to his long term incentive for FY27. |
| **Resolution (Ordinary)** | To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:<br>*"**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."* |
| **Voting Exclusion** | The Company will disregard any votes cast:<br>(a) in favour of this resolution by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTIP, or any of their Associates; and<br>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.<br>However, this does not apply to a vote cast on the resolution by:<br>(c) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way;<br>(d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chair to vote on this resolution as the Chair decides; or<br>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<br>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this resolution; and<br>(ii) the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way. |

## 7. Grant of equity rights to CEO & Managing Director under the Group Retention Program

| **Resolution 4** | **Approval for issue of equity rights to CEO & Managing Director under the Group Retention Program** |
|---|---|
| **Description** | Resolution 4 seeks shareholder approval for the issue of equity rights to Mr Chris Wilesmith, the Company's CEO & Managing Director, pursuant to the Company's Group Retention Program. |
| **Resolution (Ordinary)** | To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:<br><br>*"**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."* |
| **Voting Exclusion** | The Company will disregard any votes cast:<br><br>(a) in favour of this resolution by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTIP, or any of their Associates; and<br><br>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.<br><br>However, this does not apply to a vote cast on the resolution by:<br><br>(c) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way;<br><br>(d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chair to vote on this resolution as the Chair decides; or<br><br>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<br><br>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this resolution; and<br><br>(ii) the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way. |

## 8. Approval of potential termination benefits for CEO & Managing Director

| **Resolution 5** | **Approval for provision of potential termination benefits to CEO & Managing Director** |
|---|---|
| **Description** | Shareholders are asked to approve the provision of potential termination benefits to Mr Chris Wilesmith, if he ceases to hold an office, or position of employment, in Bapcor or a related body corporate. |
| **Resolution (Ordinary)** | To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:<br>*"**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."* |
| **Voting Exclusion** | The Company will disregard any votes cast on this resolution:<br>(a) in any capacity by or on behalf of Mr Chris Wilesmith or any of his associates; or<br>(b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.<br>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:<br>(c) in accordance with the directions of how to vote on the Proxy Form; or<br>(d) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form. |

## 9. Approval of the issue of securities under the Long Term Incentive Plan

| **Resolution 6** | **Approval of the issue of securities under the Long Term Incentive Plan** |
|---|---|
| **Description** | Shareholder approval is sought for the issue of securities under the Company's Long Term Incentive Plan (**LTIP**), for the purposes of the Listing Rules and the Corporations Act. |
| **Resolution (Ordinary)** | To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:<br>*"**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."* |
| **Voting Exclusion** | The Company will disregard any votes cast:<br>(a) in favour of this resolution by or on behalf of any person who is eligible to participate in the LTIP, and any associates of those persons; and<br>(b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.<br>However, this does not apply to a vote cast in favour of a resolution by:<br>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or<br>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or<br>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<br>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and<br>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way. |

Dated 23 September 2026

**BY ORDER OF THE BOARD OF BAPCOR LIMITED**

**George Sakoufakis**
Company Secretary

# Explanatory Memorandum

To Notice of 2026 Annual General Meeting

## 1. Item 1: Financial and related reports

Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2026 to be laid before the Company's 2026 Annual General Meeting. There is no requirement for a formal resolution on this item.

The financial report contains the financial statements of the consolidated entity consisting of Bapcor and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2026 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2026 Annual Report is available from the Company's website (www.bapcor.com.au).

The Chair of the Meeting will allow a reasonable opportunity during the meeting for shareholders to ask questions.

Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor PricewaterhouseCoopers questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2026, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PricewaterhouseCoopers in relation to the conduct of the audit.

## 2. Resolution 1A: Re-election of Mr Andrew Fraser as a Director

### 2.1 Explanation

Mr Andrew Fraser was appointed to the Board by the Directors on 1 July 2026 pursuant to rule 6.1(d) of the Company's Constitution. Rule 6.1(d) of the Constitution provides that a Director may be appointed to the Board of the Company by the Directors as an addition to the existing Directors, or to fill a casual vacancy on the Board.

Rule 6.1(e) of the Constitution requires any Director appointed under rule 6.1(d) of the Constitution to retire from office at the next Annual General Meeting following their appointment.

Mr Fraser accordingly retires as a Director at this Meeting in accordance with rule 6.1(e) of the Company's Constitution.

Being eligible under rule 6.1(i) of the Constitution, Mr Fraser offers himself for re-election as Director.

### 2.2 About Mr Andrew Fraser

| **Name:** | **Andrew Fraser** |
|---|---|
| **Title:** | Non-Executive Director (appointed 1 July 2026) |
| **Independence:** | Andrew is considered by the Board to be an independent Director as at the date of this Notice. |
| **Qualifications:** | LLB BCom (1st Class Hons) |
| **Experience and expertise:** | Andrew has over 25 years' experience across government and the private sector, including funds management and institutional investment, supply chain, sports, and not-for-profit sectors. He brings a strong investor perspective to the Board, together with a long-standing involvement in the automotive industry. |
| **Other current directorships:** | Chair of the Bank of Queensland Limited (ASX:BOQ)<br>President of Motorsport Australia<br>Chancellor of Griffith University<br>Chair of Orange Sky Australia<br>Non-Executive Director of the Brisbane Broncos (ASX:BBL) |
| **Former listed directorships (last three years):** | None |
| **Special responsibilities:** | Member of the Audit & Risk Committee |
| **Relevant interest in Bapcor shares:** | 60,000 ordinary shares in Bapcor. |

### 2.3 Board recommendation

The Board, with Mr Fraser abstaining on making a recommendation on Resolution 1A, recommends that shareholders vote in favour of Resolution 1A.

### 2.4 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1A.

## 3. Resolution 1B: Re-election of Ms Kathryn (Kate) Spargo as a Director

### 3.1 Explanation

Rule 6.1(f)(i)(A) of the Company's Constitution requires that one third of the Directors (excluding the Managing Director, or any Directors appointed since the last annual general meeting and required to retire under rule 6.1(e) of the Constitution), rounded down to the nearest whole number, retire at each Annual General Meeting of the Company. As such, the number of Directors required to retire at the 2026 Annual General Meeting is one.

Rule 6.1(f)(i)(B) of the Constitution requires any director who, if they do not retire, will at the conclusion of the meeting have been in office for three or more years or annual general meetings since they were last re-elected, to retire from office as director.

As at the date of the AGM, Ms Kathryn (Kate) Spargo will have held office for three years since her last re-election to the Board on 17 October 2023. She is also the longest-serving director since her last re-election by shareholders.

Ms Spargo accordingly retires as a Director at this Meeting in accordance with rule 6.1(f)(i)(B) of the Company's Constitution.

Ms Spargo, being eligible under rule 6.1(i) of the Constitution, offers herself for re-election as Director.

### 3.2 About Ms Kathryn (Kate) Spargo

| **Name:** | **Kathryn (Kate) Spargo** |
|---|---|
| **Title:** | Non-Executive Director (appointed 1 March 2023) |
| **Independence:** | Kate is considered by the Board to be an independent Director as at the date of this Notice. |
| **Qualifications:** | LLB (Hons), BA, FAICD |
| **Experience and expertise:** | Kate was appointed to the Board on 1 March 2023. |
| | Kate has gained broad business experience both as a legal advisor (working in private practice and government), and over two decades of experience as a non-executive director in the public and private sectors across various industries including infrastructure, energy, renewables, healthcare, engineering services, construction, retail, financial services and intellectual property. |
| **Other current directorships:** | Non-Executive Director of Sonic Healthcare Ltd (ASX: SHL)<br>Non-Executive Director of CIMIC Group Limited<br>Non-Executive Director of Geelong Football Club Limited |
| **Former listed directorships (last three years):** | Non-Executive Director of Sigma Healthcare Ltd (ASX:SIG)<br>Non-Executive Director of Adairs Ltd (ASX:ADH) |
| **Special responsibilities:** | Chair of the Nomination, Remuneration and ESG Committee |
| **Relevant interest in Bapcor shares:** | 206,177 ordinary shares in Bapcor. |

### 3.3 Board recommendation

The Board, with Ms Spargo abstaining on making a recommendation on Resolution 1B, recommends that shareholders vote in favour of Resolution 1B.

### 3.4 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1B.

## 4. Resolution 2: Adoption of Remuneration Report (advisory non-binding resolution)

### 4.1 Explanation

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2026 Annual Report and is available from the Company's website (www.bapcor.com.au).

The 2026 Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the basis for remunerating non-executive directors and senior executives, including the Managing Director/Chief Executive Officer.

### 4.2 Non-binding vote

The vote on this item is advisory only and will not require the Company to alter the arrangements set out in the Remuneration Report if Resolution 2 is not passed. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

### 4.3 Voting exclusion

A voting exclusion statement applies to this resolution, as set out in the Notice.

### 4.4 Board recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

### 4.5 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

# 5. Resolution 3A & 3B: Approval for the grant of FY26 and FY27 Performance Rights to the CEO & Managing Director under the LTIP

## 5.1 Explanation

Resolution 3A seeks shareholder approval for the grant of FY26 Performance Rights under the LTIP to Mr Chris Wilesmith, the Company's Managing Director and CEO, as the long term incentive component of his total remuneration for FY26, noting that the FY26 Performance Rights have been pro-rated on the basis of Mr Wilesmith's services with the Company commencing on 14 January 2026 (**CW Start Date**).

Resolution 3B seeks shareholder approval for the grant of FY27 Performance Rights under the LTIP to Mr Chris Wilesmith, the Company's Managing Director and CEO, as the long term incentive component of his total remuneration for FY27.

## 5.2 Summary of Listing Rule 10.14

Listing Rule 10.14 states that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme, unless the issue has been approved by the holders of its ordinary securities:

| | |
|---|---|
| 10.14.1 | A director of the entity. |
| 10.14.2 | An Associate of a director of the entity. |
| 10.14.3 | A person whose relationship with the entity or a person in rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders. |

## 5.3 Why is approval being sought under Listing Rule 10.14

For the purposes of Listing Rule 10.14.1, Mr Wilesmith is a Director of the Company. The Company wishes to have flexibility to satisfy the FY26 & FY27 Performance Rights by way of issuing new Shares or acquiring Shares on-market.

Accordingly, shareholders are asked to approve the grant of FY26 & FY27 Performance Rights to the CEO & Managing Director under the LTIP, and on the terms and conditions set out below.

If shareholder approval is obtained, the FY26 Performance Rights which are the subject of Resolution 3A and the FY27 Performance Rights which are the subject of Resolution 3B will be granted to Mr Wilesmith as soon as practicable following the Meeting, and in any event within 3 years of the date of the Meeting.

Approval of Resolution 3A and Resolution 3B will also result in the FY26 & FY27 Performance Rights being included as an exception to the approval requirements of Listing Rule 7.1. This means that the FY26 & FY27 Performance Rights granted to the CEO & Managing Director, and any other Shares issued pursuant to this approval, will not deplete the 15% limit available under Listing Rule 7.1.

## 5.4 Terms of performance rights

If the applicable performance hurdles are met, each FY26 and FY27 Performance Right entitles Mr Wilesmith to acquire one Share in the Company **plus** the number of additional Shares calculated in accordance with the following formula (**Additional Shares**):

> ***N = (D/P)***
>
> *where:*
>
> ***N*** *means the number of Additional Shares which may be delivered on exercise of each Performance Right;*
>
> ***D*** *means the aggregate dollar value of dividends paid per Share from the day following the end of the relevant Performance Period until the Performance Rights are automatically exercised (**Exercise Date**); and*
>
> ***P*** *means the market value[1] of one Share as at the Exercise Date.*

Upon Vesting of Mr Wilesmith's FY26 Performance Rights and/or FY27 Performance Rights, the Company may issue the underlying Shares and Additional Shares (if applicable) to Mr Wilesmith by way of a new issue of Shares, or a transfer of Shares purchased on-market (as permitted under the LTIP). The Shares will be subject to the restrictions set out in section 5.9 below.

## 5.5 Number of FY26 and FY27 Performance Rights proposed to be granted and value attributed

### FY26 Performance Rights

Mr Wilesmith will be granted performance rights for his FY26 long term incentive (**FY26 Performance Rights**), which will be calculated based on the maximum face value of his pro-rated FY26 grant ($1,599,498), being his LTI opportunity for FY26 at 150% of his pro-rated total fixed remuneration. Mr Wilesmith's FY26 Performance Rights have been pro-rated to reflect the CW Start Date.

Up to 453,231 FY26 Performance Rights will be granted to Mr Wilesmith, as determined by dividing the maximum face value of Mr Wilesmith's FY26 grant ($1,599,498) by $3.5291 (being the 10-day VWAP of the Company's Shares traded on the ASX in the 10 trading days immediately following the release of the Company's FY25 financial results on 29 August 2025, rounded down to the nearest whole number).

### FY27 Performance Rights

Mr Wilesmith will be granted performance rights for his FY27 long term incentive (**FY27 Performance Rights**), which will be calculated based on the maximum face value of his FY27 grant ($1,950,000), being his LTI opportunity for FY27 at 150% of his total fixed remuneration.

Up to 2,524,271 FY27 Performance Rights will be granted to Mr Wilesmith, as determined by dividing the maximum face value of Mr Wilesmith's FY27 grant ($1,950,000) by $0.7725 (being the 10-day VWAP of the Company's Shares traded on the ASX in the 10 trading days immediately following the release of the Company's FY26 financial results on 27 August 2026, rounded down to the nearest whole number).

1. Market value of Shares as at a given date means the VWAP of Bapcor Shares traded on the ASX in the 10 trading days immediately following the release of: (a) the Company's FY25 financial results (in respect of the FY26 Performance Rights); or (b) FY26 financial results (in respect of the FY27 Performance Rights), or any other valuation methodology approved by the Board.

## 5.6 Performance period

### FY26 Performance Rights

The performance period will be three years from 1 July 2025 to 30 June 2028 (**FY26 Performance Period**).

### FY27 Performance Rights

The performance period will be three years from 1 July 2026 to 30 June 2029 (**FY27 Performance Period**).

## 5.7 Performance hurdles

### FY26 Performance Rights

The FY26 Performance Rights will Vest subject to the following performance hurdles:

(a) 50% of the FY26 Performance Rights will be subject to a hurdle based on the Company's Total Shareholder Return (**TSR**) relative to the TSR of the constituents of the S&P/ASX 200 index (**ASX 200 Index**) as at 30 June 2025 less Financials and Mining; and

(b) 50% of the FY26 Performance Rights will be subject to a hurdle based on the Company's return on invested capital (**ROIC**) measured over the financial year ended 30 June 2028 (**FY28**).

### FY27 Performance Rights

The FY27 Performance Rights will Vest subject to the following performance hurdles:

(a) 50% of the FY27 Performance Rights will be subject to a hurdle based on the Company's TSR relative to the TSR of the constituents of the S&P/ASX 300 index (**ASX 300 Index**) as at 30 June 2026 less Financials and Mining; and

(b) 50% of the FY27 Performance Rights will be subject to a hurdle based on the Company's ROIC measured over the financial year ended 30 June 2029 (**FY29**).

### Performance hurdles

The performance hurdles are described below:

<table>
<tr><th>Performance Hurdle</th><th>Description</th></tr>
<tr><td>TSR Hurdle</td><td>
TSR will be tested following the performance period by comparing the Company's TSR performance over the performance period relative to the TSR of the constituents of the ASX 200 Index less Financials and Mining as at 30 June 2025 (for the FY26 Performance Rights) and the constituents of the ASX 300 Index less Financials and Mining as at 30 June 2026 (for the FY27 Performance Rights). The test will be conducted by an independent, external provider.
TSR incorporates both share appreciation and dividends. For Bapcor and the ASX 200 Index constituents less Financials and Mining as at 30 June 2025 (for the FY26 Performance Rights) and the ASX 300 Index constituents less Financials and Mining as at 30 June 2026 (for the FY27 Performance Rights), the Share price at the start and end of the performance period will be determined as the 10-day VWAP of the Company's Shares preceding the start and end of the performance period. Dividends will be assumed to have been reinvested on the ex-dividend date.
The table below sets out the percentage of FY26 and FY27 Performance Rights subject to the TSR hurdle that will Vest depending on the Company's relative TSR performance:
<table>
<tr><th>TSR percentile ranking</th><th>Percentage of performance rights that will Vest</th></tr>
<tr><td>Below the 50th percentile</td><td>Nil</td></tr>
<tr><td>At the 50th percentile</td><td>50% of TSR tranche</td></tr>
<tr><td>Above 50th to 87.5th percentile</td><td>Straight line pro-rata vesting</td></tr>
<tr><td>At or above 87.5th percentile</td><td>100% of TSR tranche</td></tr>
</table>
</td></tr>
</table>

| Performance Hurdle | Description |
|---|---|
| **ROIC Hurdle** | **FY26 Performance Rights**<br>Consistent with prior years, the ROIC percentage hurdle for the FY26 Performance Rights will be based on ROIC measured over FY28, calculated as:<br>$\textit{ROIC \% hurdle} = \dfrac{\textit{FY28 underlying earnings before interest (after tax)}}{\textit{FY28 Average Invested Capital}}$<br>**FY28 Average Invested Capital** is calculated as the average of:<br>(i) Bapcor's FY28 opening net equity plus net debt; and<br>(ii) Bapcor's FY28 closing net equity plus net debt.<br>The table below sets out the percentage of performance rights subject to the ROIC hurdle that will Vest depending on the Company's ROIC percentage at the end of the Performance Period: |

| Company's ROIC | Percentage of Performance Rights that will Vest |
|---|---|
| Below 10.2% | Nil |
| Between 10.2% and max 12.2% | Straight line pro-rata vesting |
| At or above max of 12.2% | 100% of ROIC tranche |

**FY27 Performance Rights**

The ROIC percentage hurdle for the FY27 Performance Rights will similarly be based on ROIC measured over FY29, calculated as:

$$\textit{ROIC \% hurdle} = \frac{\textit{FY29 underlying earnings before interest (after tax)}}{\textit{FY29 Average Invested Capital}}$$

**FY29 Average Invested Capital** is calculated as the average of:

(i) Bapcor's FY29 opening net equity plus net debt; and

(ii) Bapcor's FY29 closing net equity plus net debt.

The table below sets out the percentage of performance rights subject to the ROIC hurdle that will Vest depending on the Company's ROIC percentage at the end of the Performance Period:

| Company's ROIC | Percentage of Performance Rights that will Vest |
|---|---|
| Below 9.5% | Nil |
| Between 9.5% and max 11.5% | Straight line pro-rata vesting |
| At or above max of 11.5% | 100% of ROIC tranche |

Performance against each hurdle will be tested separately. There will be no retesting and any FY26 and FY27 Performance Rights that do not Vest at the end of the applicable Performance Period will lapse. The Board retains discretion to adjust the relative TSR measure, ROIC measure or Vesting outcomes in appropriate circumstances, to ensure that a participant is neither advantaged nor disadvantaged by matters outside of management's control that may materially affect achievement of the relative TSR or ROIC measures.

## 5.8 Automatic exercise

Vesting of the Performance Rights will be tested within 60 days of the end of the Performance Period. Performance Rights which have Vested will automatically be exercised into Shares.

## 5.9 Restriction period

To the extent that the Performance Rights Vest, Mr Wilesmith will be prohibited from the sale, transfer or dealing of the underlying Shares for a period of 12 months from the Vesting date.

## 5.10 Change of control

Mr Wilesmith commenced with the Company as Managing Director and Chief Executive Officer on 14 January 2026.

### FY26 Performance Rights

Under Mr Wilesmith's Service Agreement, if a Change of Control occurs that results in Bapcor no longer being listed on ASX (**Delisting CoC Event**) prior to 30 June 2028, that would result in the FY26 Performance Rights becoming incapable of vesting, Mr Wilesmith's entitlement to FY26 Performance Rights will be satisfied by way of a cash payment.

The amount of the cash payment will be determined by the Board having regard to the circumstances at the time, including the period of time served, and the extent to which performance can reasonably be assessed as at the date of the Delisting CoC Event, subject to a minimum amount of 100% and maximum amount of 150% of Mr Wilesmith's pro-rated total fixed remuneration ($1,066,332 and $1,599,498 respectively).

### FY27 Performance Rights

If a Change of Control occurs during the FY27 Performance Period, the FY27 Performance Rights will Vest in accordance with the rules of the LTIP in the event of a Change of Control, being on a pro-rata basis based on the proportion of the Performance Period which has elapsed as at the date of the Change of Control, unless the Board determines otherwise in its absolute discretion.

## 5.11 Other terms

Mr Wilesmith will receive the FY26 and FY27 Performance Rights at no cost. The FY26 and FY27 Performance Rights do not carry any voting rights, or in general, a right to participate in other corporate actions such as bonus issues.

No dividends will be payable on the FY26 or FY27 Performance Rights prior to Vesting. However, Mr Wilesmith may receive Additional Shares in relation to the FY26 and/or FY27 Performance Rights (calculated in accordance with section 5.4 above) as a "dividend equivalent", to ensure a sense of shareholder alignment.

The other terms of the performance rights, including treatment in the event of cessation of employment, change of control, claw back and so on, are governed by the LTIP. A summary of the LTIP is set out in Annexure A to this explanatory memorandum.

No loans are provided by the Company in connection with the FY26 Performance Rights or FY27 Performance Rights.

## 5.12 CEO's current total remuneration package

Mr Wilesmith's current total remuneration package is as follows:

(a) **Total fixed remuneration:** $1,300,000 (including superannuation) per annum (**TFR**).

(b) **Long term incentive:** Mr Wilesmith will participate in the Company's LTIP. The LTIP target will be determined by the Board within the range (subject to any threshold) of 50% of his TFR, and a maximum of 150% of his TFR.

(c) **Short term incentive:** Mr Wilesmith will participate in the Company's Short Term Incentive Plan (**STIP**). The STIP target will be determined by the Board within the range (subject to any threshold) of 50% of his TFR, and a maximum of 150% of his TFR. The FY26 STIP thresholds were not met, and so no short term incentive is payable to Mr Wilesmith in respect of FY26.

### 5.13 Other information

The Company has determined to utilise performance rights as a mechanism to provide long term incentives to key executives such as Mr Wilesmith, on the basis that performance rights (as compared to other types of equity securities) motivate executives to take a long term view of the Company's performance, provide immediate Share price exposure and links reward to investors' experience. In addition, the Company considers that the performance period of three years (and further 12-month restriction on sale and transfer of the Shares allocated in respect of Vested FY26 and FY27 Performance Rights) is consistent with the Board's objectives of driving a sustainable business, growing shareholder value and retaining talented executives.

As at the date of this Notice, Mr Wilesmith has not received any securities under the LTIP.

A summary of the material terms of the LTIP is set out in Annexure A of this explanatory memorandum.

Details of the FY26 Performance Rights and FY27 Performance Rights issued to Mr Wilesmith under the LTIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule.

### 5.14 What happens if shareholder approval is not obtained?

If shareholder approval is not obtained for Resolution 3A and/or Resolution 3B, the performance rights the subject of the relevant resolution will not be issued to Mr Wilesmith. Under these circumstances, the Board may consider alternative ways to remunerate and incentivise Mr Wilesmith, which may include providing Mr Wilesmith with an equivalent cash incentive.

### 5.15 Voting exclusion

A voting exclusion statement applies to each of Resolution 3A and Resolution 3B, as set out in the Notice.

### 5.16 Board recommendation

Mr Chris Wilesmith abstains from making a voting recommendation on Resolution 3A and Resolution 3B as it relates to a grant of performance rights to him. The other Directors recommend that shareholders vote in favour of Resolution 3A and Resolution 3B.

### 5.17 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3A and Resolution 3B.

## 6. Resolution 4: Approval for issue of equity rights to the CEO & Managing Director under the Group Retention Program

### 6.1 Explanation

Resolution 4 seeks shareholder approval for a one-time issue of equity rights to Mr Chris Wilesmith, under the Company's Group Retention Program, and pursuant to the rules of the LTIP.

## 6.2 Group Retention Program

The Board determined that a targeted retention program was an appropriate mechanism to support leadership stability during the turnaround period. The Company had experienced substantial senior executive turnover and the Board considered that the loss of the CEO during the turnaround would create further disruption and materially increase execution risk.

The Group Retention Program was established to support retention of key personnel responsible for delivering the Company's turnaround from 1 January 2026 through to 30 June 2027. As the executive with primary accountability for delivery of the turnaround, the inclusion of the CEO was considered important to ensure alignment across the key personnel participating in the Group Retention Program through this period.

The eighteen-month performance period was designed to provide stability through this period, rather than operate as an additional long-term incentive. The Board considered that this period covered the phase during which leadership continuity was most critical, while the equity component is aligned to shareholders' interests. The award is one-off, targeted and time-limited, rather than an ongoing component of executive remuneration.

In determining the quantum of the award, the Board considered the criticality of the roles, the heightened retention risk, and the degree of disruption that would arise from a further leadership change. The Board considered the award sufficient to provide a meaningful but proportionate retention incentive to support the execution of the turnaround during this critical period.

Equity rights granted under the Group Retention Program are made pursuant to Bapcor's existing LTIP.

## 6.3 Summary of Listing Rule 10.14

Listing Rule 10.14 states that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme, unless the issue has been approved by the holders of its ordinary securities:

| | |
|---|---|
| 10.14.1 | A director of the entity. |
| 10.14.2 | An Associate of a director of the entity. |
| 10.14.3 | A person whose relationship with the entity or a person in rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders. |

## 6.4 Why approval is being sought under Listing Rule 10.14

For the purposes of ASX Listing Rule 10.14.1, Mr Wilesmith is a Director of the Company, and as such Bapcor is required to obtain shareholder approval to grant securities, including equity rights, to Mr Wilesmith under an employee incentive plan.

If shareholder approval is given, the equity rights the subject of Resolution 4 will be granted to Mr Wilesmith as soon as practicable after the Meeting, and in any event within 3 years of the Meeting.

Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if shareholder approval is obtained for Resolution 4, approval is not required for the purposes of ASX Listing Rule 7.1.

For all purposes of approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, further details in respect of Resolution 4 are provided below.

## 6.5 Terms of equity rights

If the applicable vesting conditions are met, each equity right entitles Mr Wilesmith to acquire one fully paid ordinary share in the Company.

Equity rights which have vested are automatically exercised into Shares.

Following automatic exercise of a vested equity right, the Company may issue the underlying shares to Mr Wilesmith by way of a new issue of shares, or a transfer of shares purchased on-market (as permitted under the LTIP).

## 6.6 Number of equity rights proposed to be granted and value attributed

The total value of Mr Wilesmith's award under the Group Retention Program is $634,524, which is equivalent to 50% of his total fixed remuneration (pro-rated to 30 June 2027) (**Retention Award**).

The Retention Award comprises the following components:

(a) **Cash Award** – 50% of the Retention Award will be delivered as a one-off cash payment (net of applicable taxes and superannuation contributions), subject to satisfaction of the applicable GRP Vesting Conditions over the period to 30 June 2027 (the GRP Vesting Date); and

(b) **Equity rights** – 50% of the Retention Award will be delivered as a grant of equity rights, under the rules of the LTIP. Each equity right is an entitlement to acquire one Share at no cost, subject to the satisfaction of the applicable GRP Vesting Conditions over the period to 30 June 2027.

Subject to the satisfaction of applicable GRP Vesting Conditions, Mr Wilesmith will be granted 215,891 equity rights, comprising:

(c) 159,212 initial equity rights (**Initial Equity Right**s), determined by dividing the value of the Cash Award by $1.9927, being the 10-day VWAP of Bapcor shares over the 10 trading days up to and including 31 December 2025; and

(d) 56,679 additional equity rights (**Additional Equity Rights**) to address the impact of the Company's equity capital raise announced on 26 February 2026 (**Capital Raise**), calculated by applying an adjustment factor of 35.6% to the previously allocated Initial Equity Rights. This calculation is based on the discount to the theoretical ex-rights price (**TERP**) associated with the retail entitlement offer under the Capital Raise and is intended to reflect an estimate of the value foregone by participants in the FY26 Group Retention Program as a result of not being able to participate in that offer.

## 6.7 GRP Vesting Period

The Retention Award will vest to the extent that the relevant vesting conditions are tested and satisfied or waived in respect of the period from 1 January 2026 to 30 June 2027 (**GRP Vesting Period**).

## 6.8 GRP Vesting Conditions

Vesting of the Retention Award (including both the cash and equity rights components) is subject to:

(a) continued service during the GRP Vesting Period and no resignation having been tendered on or before 30 June 2027;

(b) there being no active performance management plan; and

(c) achievement of a 'successful' performance rating and meeting values and behaviour gateways.

The Board retains discretion to adjust the GRP Vesting Conditions in appropriate circumstances, including for matters outside of management's influence and the impact of any material acquisitions or corporate activity during the GRP Vesting Period, to ensure that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the GRP Vesting Conditions.

The Board's decision as to whether the GRP Vesting Conditions have been satisfied is final and binding.

Vesting of the Retention Award will be tested within 60 days of the end of the GRP Vesting Period. Any equity rights which have vested pursuant to the Retention Award will automatically be exercised into Shares.

## 6.9 Restriction period

To the extent that the equity rights forming part of the Retention Award vest, Mr Wilesmith will be prohibited from the sale, transfer or dealing of the underlying Shares for a period of 12 months from the GRP Vesting date.

## 6.10 Other terms

The offer to Mr Wilesmith under the Group Retention Program is made on a one-time basis only, and it is not intended that future offers will be made with respect to the Group Retention Program.

Mr Wilesmith will receive the Retention Award at no cost. The equity rights issued under the Group Retention Program do not carry any voting or dividend rights.

If there is a Change of Control of the Company (such as by way of a takeover bid or scheme of arrangement), unless the Board determines otherwise the Cash Award and unvested Equity Rights will vest on a pro-rata basis based on the proportion of the vesting period elapsed at the date of the Change of Control.

The other terms of the equity rights, including treatment in the event of cessation of employment, claw back and so on, are governed by the LTIP. A summary of the LTIP is set out in Annexure A to this Explanatory Memorandum.

No loans are provided by the Company in connection with the equity rights awarded under the LTIP.

## 6.11 Other information

Details of Mr Wilesmith's total current remuneration package are outlined in section 5.12.

The Company has determined to utilise both cash incentives and equity-based incentives to attract, motivate and retain KMPs. Equity rights align executive interests with those of shareholders, encourage long-term value creation and support retention through multi-year vesting conditions.

Mr Wilesmith has not previously received the securities under the LTIP.

A summary of the material terms of the LTIP is set out in Annexure A of this explanatory memorandum.

Details of the equity rights issued to Mr Wilesmith under the LTIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule.

## 6.12 What happens if shareholder approval is not obtained?

If shareholder approval is not obtained for Resolution 4, the equity rights the subject of this resolution will not be issued to Mr Wilesmith. Under these circumstances, the Board may consider alternative ways to remunerate and incentivise Mr Wilesmith, which may include providing Mr Wilesmith with an equivalent cash incentive.

## 6.13 Voting exclusion

A voting exclusion statement applies to this Resolution 4, as set out in the Notice.

## 6.14 Board recommendation

Mr Chris Wilesmith abstains from making a voting recommendation on Resolution 4 as it relates to a grant of equity rights to him. The other Directors recommend that shareholders vote in favour of Resolution 4.

## 6.15 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

# 7. Resolution 5: Approval for provision of potential termination benefits to the CEO & Managing Director

## 7.1 Explanation

Resolution 5 seeks approval of any potential Termination Benefits (as defined below) that Mr Chris Wilesmith may be entitled to receive in the event that he ceases holding a managerial or executive office in the Company.

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provide certain limitations on the payment of 'termination benefits' to officers of listed entities.

The term 'benefit' has a wide operation and includes any automatic and accelerated vesting of incentive securities upon termination or cessation of employment in accordance with their terms, or the exercise of any Board discretion to determine such automatic or accelerated vesting will occur.

## 7.2 Part 2D.2 of the Corporations Act

Sections 200B and 200E of the Corporations Act (**Termination Provisions**) restrict the benefits that can be given to certain individuals in connection with those individuals ceasing employment or ceasing to hold an office with the Company (**Termination Benefits**). The term 'benefits' is defined broadly to include payments, real or personal property, legal or equitable interests in property or rights.

The Termination Provisions apply to individuals who hold a 'managerial or executive office' in the Company (or a related body corporate of the Company), or individuals who have held such an office during the three years before they ceased to hold such an office or position of employment. Mr Chris Wilesmith, as CEO & Managing Director, holds a 'managerial or executive office' in the Company.

Under the Termination Provisions, Mr Wilesmith may only be given a Termination Benefit exceeding his average annual base salary over the relevant period (**Benefit Cap**) if it is approved by shareholders, or an exemption applies.

A consequence of the Termination Provisions is that the Company may be prohibited from providing certain termination benefits to Mr Wilesmith if he ceases to be employed by Bapcor, which he would otherwise be entitled to under his Service Agreement and incentive arrangements. On this basis, the Company is seeking shareholder approval for the potential provision of those benefits to Mr Wilesmith (to the extent that they exceed the Benefit Cap), in the event that he ceases holding a managerial or executive office in the Company.

## 7.3 Reason for Resolution 5

Depending on the value of the potential Termination Benefits, and the equity interests of the Company at the time such benefits may crystallise, it is not presently possible to determine if the value of the potential Termination Benefits payable to Mr Wilesmith would exceed the statutory cap under the Corporations Act.

Shareholder approval is therefore being sought under Part 2D of the Corporations Act in order to provide flexibility to the Company.

## 7.4 Nature of Termination Benefits

The Termination Benefits that may be provided to Mr Wilesmith under his Service Agreement are outlined below (noting that the application of these may vary depending on the circumstances of his departure).

### (a) Termination with notice

Under the terms of the Service Agreement, Mr Wilesmith's employment may be terminated (by either party) with 12 months' written notice.

The Company may bring Mr Wilesmith's employment to an immediate end at the outset of, or at any time during, the notice period, and pay Mr Wilesmith his total fixed remuneration in lieu of the balance of the notice period (**Notice Payment**). Based on Mr Wilesmith's current total fixed remuneration, this Notice Payment would be a maximum of $1,300,000 (including superannuation), assuming he was paid out for the full 12-month notice period. However, this number may vary depending on changes to Mr Wilesmith's total fixed remuneration.

Upon termination of Mr Wilesmith's employment (by either party), he is also entitled to the following payments:

(i) any accrued components of his total fixed remuneration to which he is entitled;

(ii) any deferred amount of any payment under the LTIP as assessed by the Board which he may have an entitlement to and which has Vested under any LTIP; and

(iii) at the end of the financial year in which his employment is terminated, a pro-rata payment based on the number of months of employment in that financial year prior to termination, of the amount of any payment under the LTIP as assessed by the Board which he has an entitlement to during that financial year. Any payment of such amount will be subject to the Vesting conditions applying to the LTIP at the time of the Board's assessment.

### (b) Termination without notice

If Mr Wilesmith's employment is terminated without notice (due to serious, wilful or persistent misconduct), Mr Wilesmith is entitled to the following payments:

(i) any accrued components of his total fixed remuneration to which he is entitled; and

(ii) any deferred amount of any payment under the LTIP as assessed by the Board which he may have an entitlement to and which has Vested under any LTIP.

### (c) Change of Control

#### (i) FY26 Performance Rights

If a Delisting CoC Event occurs prior to 30 June 2028, that would result in the FY26 Performance Rights becoming incapable of vesting, Mr Wilesmith's entitlement to FY26 Performance Rights will be satisfied by way of a cash payment (**FY26 CoC Benefits**). The amount of the cash payment will be determined by the Board having regard to the circumstances at the time, including the period of time served, and the extent to which performance can reasonably be assessed as at the date of the Delisting CoC Event, subject to a minimum amount of 100% and maximum amount of 150% of Mr Wilesmith's pro-rated total fixed remuneration ($1,066,332 and $1,599,498 respectively).

#### (ii) FY27 Performance Rights

If a Change of Control occurs during the FY27 Performance Period, the FY27 Performance Rights will Vest in accordance with the rules of the LTIP in the event of a Change of Control, being on a pro-rata basis based on the proportion of the Performance Period which has elapsed as at the date of the Change of Control, unless the Board determines otherwise in its absolute discretion.

#### (iii) Group Retention Program Equity Rights

In relation to the Retention Award granted to Mr Wilesmith under the Group Retention Program the subject of Resolution 4, if there is a Change of Control, unless the Board determines otherwise, the Cash Award (being $317,262) and the unvested Equity Rights as described in section 6.6, will vest on a pro-rata basis based on the proportion of the vesting period elapsed at the date of the Change of Control.

The Change of Control benefits described above may amount to Termination Benefits, if they are paid to Mr Wilesmith in connection with (or at the same time as) his cessation of employment as CEO of Bapcor.

## 7.5 Matters, events or circumstances that will affect the value of the Termination Benefits

The value of Mr Wilesmith's Termination Benefits cannot be currently ascertained, as it is dependent on a number of factors, not all of which are within the Company's control. The matters, events or circumstances that are likely to affect the value of the Termination Benefits include:

(a) in relation to the Notice Payment, the amount Mr Wilesmith is entitled to receive from the Company by way of remuneration at the time of termination of office or employment, and the time at which Mr Wilesmith's employment is brought to an end by the Company;

(b) in relation to the FY26 CoC Benefits, the period of time served, and the extent to which performance can reasonably be assessed as at the date of the Delisting CoC Event (noting however that the FY26 CoC Benefits will be a minimum amount of 100% and maximum amount of 150% of Mr Wilesmith's pro-rated total fixed remuneration ($1,066,332 and $1,599,498 respectively));

(c) in the case of benefits associated with the LTIP, the time period served by Mr Wilesmith from the date of grant until the date of cessation of employment, and the satisfaction of any applicable performance conditions, and the market price of Shares at the time that Shares are delivered upon the vesting of the Performance Rights or Equity Rights;

(d) the date on which Mr Wilesmith ceases to be employed by the Company; and

(e) the circumstances of Mr Wilesmith's cessation of employment (for example, whether cessation of employment arises due to resignation or termination for misconduct).

## 7.6 Approval sought

The Company is seeking Shareholder approval for the purposes of sections 200B, 200C and 200E of the Corporations Act, in respect of any of the Termination Benefits outlined in section 7.4 above which may be provided to Mr Wilesmith in connection with his termination.

## 7.7 What happens if shareholder approval is not obtained?

If Resolution 5 is not approved at the meeting, Mr Wilesmith will not be entitled to be paid any of the Termination Benefits, unless they fall within an exception under the Corporations Act, or alternatively the Company will need to seek Shareholder approval for the giving of the potential Termination Benefits at the time of termination, to the extent they are not otherwise permitted at that time.

## 7.8 Voting exclusion

A voting exclusion statement applies to this Resolution 5, as set out in the Notice.

## 7.9 Board recommendation

The Board, with Mr Chris Wilesmith abstaining, recommends that shareholders vote in favour of Resolution 5.

## 7.10 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 5.

# 8. Resolution 6: Approval of the issue of securities under the Long Term Incentive Plan

## 8.1 Explanation

Shareholder approval is sought for the issue of securities under the Company's Long Term Incentive Plan (**LTIP**).

Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period exceeds 15% of the number of ordinary shares on issue at the commencement of that 12-month period (**Placement Capacity**).

Listing Rule 7.2 contains a number of exceptions to the prohibition contained in Listing Rule 7.1. In particular, under Exception 13 in Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of Equity Securities under that scheme are not counted for the purposes of Listing Rule 7.1. Resolution 4 is designed to satisfy the requirements of Listing Rule 7.2.

## 8.2 Purpose of LTIP

The purpose of the LTIP is to provide incentives to senior executives and other eligible employees of the Company who are integral to the operations and ongoing success of the Company. These incentives are designed to encourage greater productivity from senior executives and eligible employees and to better enable the Company to retain its personnel.

Should Resolution 6 be passed, the Company will have the necessary flexibility to issue securities as an incentive to senior executives and other eligible employees, and the issue of securities under the LTIP will not be included within the Company's placement capacity pursuant to Listing Rule 7.1.

## 8.3 Information required by Listing Rule 7.2 (Exception 13)

(a) A summary of the LTIP is provided in Annexure A.

(b) The LTIP was last approved by Shareholders at the Company's 2019 Annual General Meeting on 1 November 2019. Since that date, 11,903,017 rights have been issued under the LTIP.

(c) For the purposes of Listing Rule 7.2 (Exception 13), the Company will only issue a maximum of 33,637,653 of securities under the LTIP (representing 5% of the Company's issued capital at the date of this Notice). This maximum is not intended to be a prediction of the actual number of securities to be issued under the LTIP, but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under Listing Rule 7.2 (Exception 13). Once that number is reached, any additional issues of securities under the LTIP will not have the benefit of Exception 13 without fresh Shareholder approval, and will only be able to be made without Shareholder approval under Listing Rule 7.1 if the Company has sufficient placement capacity available at the time under Listing Rule 7.1.

(d) A voting exclusion statement applies to this item of business, as set out in the Notice.

Since the LTIP was established, all underlying Shares delivered to participants of the LTIP upon vesting and exercise of their rights have been by way of transfer of Shares purchased on-market (as permitted under the LTIP), rather than through a new issue of Shares. Bapcor intends to continue this practice, in order to avoid dilution to Shareholders.

## 8.4 What will happen if Shareholders give, or do not give, approval?

If Resolution 6 is approved by Shareholders, the Company will be able to issue securities under the LTIP (up to the maximum number above) without depleting the Company's placement capacity pursuant to Listing Rule 7.1.

If Resolution 6 is not approved by Shareholders, the Company will not be able to rely on Exception 13 of Listing Rule 7.1 when issuing securities under the LTIP. This means that any new issue of securities under the LTIP will be deducted from the Company's Placement Capacity pursuant to Listing Rule 7.1.

An approval under this Resolution 6 is only available to the following extent:

(a) any issue of Equity Securities under the LTIP does not exceed the maximum number of securities stated above; and

(b) there are no material changes to the terms of the LTIP.

## 8.5 Board recommendation

The Board, with Mr Chris Wilesmith (being a participant of the LTIP) abstaining, recommends that shareholders vote in favour of Resolution 6.

## 8.6 Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

# Definitions

| | |
|---|---|
| **Additional Shares** | has the meaning given to that term in section 5.4 of the Explanatory Memorandum to the Notice of Meeting. |
| **Associate** | has the meaning given to that term in the ASX Listing Rules. |
| **ASX** | means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires). |
| **Bapcor or Company** | means Bapcor Limited ACN 153 199 912. |
| **Bapcor Services** | means Bapcor Services Pty Ltd ACN 610 722 168, a wholly-owned subsidiary of Bapcor. |
| **Board** | means the board of directors of the Company. |
| **Change** of **Control** | means:<br>(a) a takeover bid is announced for all of the Shares and the bidder has acquired voting power in more than 50% of those Shares;<br>(b) a court sanctions a compromise or arrangement for the purposes of, or in connection with, a scheme for the amalgamation of Bapcor with any other company or companies under Part 5.1 of the Corporations Act; or<br>(c) any other transaction which, in the reasonable opinion of the Board, would constitute a change of control in Bapcor. |
| **Constitution** | means the Company's constitution. |
| **Corporations Act** | means *Corporations Act 2001* (Cth). |
| **Closely Related Party** (of a member of KMP of an entity) | has the definition given to it by section 9 of the Corporations Act, and means:<br>(a) a spouse or child of the member;<br>(b) a child of the member's spouse;<br>(c) a dependant of the member or of the member's spouse;<br>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;<br>(e) a company the member controls; or<br>(f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage). |
| **Director** | means a director of the board of Bapcor. |
| **Equity Security** | Means:<br>(a) a share;<br>(b) a right to a share or option;<br>(c) an option over an issued or unissued security;<br>(d) a convertible security; and<br>(e) any security that ASX decides to classify as an equity security. |
| **FY26 and FY27 Performance Rights** | means the FY26 Performance Rights and the FY27 Performance Rights. |
| **FY26 Performance Rights** | means the performance rights proposed to be granted to Mr Chris Wilesmith in respect of the financial year ending 30 June 2026, as detailed in Resolution 3A of this Notice. |
| **FY27 Performance Rights** | means the performance rights proposed to be granted to Mr Chris Wilesmith in respect of the financial year ending 30 June 2027, as detailed in Resolution 3B of this Notice. |

| | |
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| **Key Management Personnel** or **KMP** | means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. |
| **Listing Rules** | means the ASX Listing Rules. |
| **LTIP** or **Plan** | means the Company's Long Term Incentive Plan. |
| **Meeting** or **Annual General Meeting** | means the Company's 2026 Annual General Meeting. |
| **Service Agreement** | means the service agreement between Mr Chris Wilesmith and Bapcor Services in respect of Mr Wilesmith's role as Managing Director of the Company. |
| **Share** | means a fully paid ordinary share in the capital of the Company. |
| **Vest** | means the time at which a FY26 Performance Right, a FY27 Performance Right and/or a Retention Award (as applicable) meets all of the relevant conditions and is automatically exercised into one Share. |
| **VWAP** | means volume weighted average price. |

# Annexure A – Summary of the Bapcor Long Term Incentive Plan

| | |
|---|---|
| **General** | The objectives of the LTIP are to assist in the reward, retention and motivation of eligible employees, and align the interests of eligible employees more closely with the interests of the Company's shareholders by providing an opportunity for eligible employees to acquire an ownership interest in the Company.<br><br>Under the LTIP, the Board has the discretion to grant options and performance rights to eligible employees of the Company or a related body corporate.<br><br>Both options and performance rights give a participant in the LTIP a right to acquire shares in the Company subject to the achievement of time based or performance based vesting conditions, with options requiring the payment of an exercise price to acquire the shares and a performance right not requiring the payment of an exercise price.<br><br>The Board has the discretion to amend the rules of the LTIP, but not so as to reduce the rights of participants who hold performance rights or options under the LTIP at the time. Awards under the LTIP are made at the Board's discretion. |
| **Eligibility** | The rules allow for offers under the LTIP to be made to any full-time or part-time employee of the Company or a related body corporate as the Board determines, but excluding non-executive directors. |
| **Grant of options and performance rights** | Options and performance rights may be issued under the LTIP subject to vesting conditions, including time and performance based hurdles. The Board determines the details of the vesting conditions attaching to options and performance rights under the LTIP prior to offers of participation being made. Options or performance rights will vest upon satisfaction of any time and performance based vesting conditions. If those conditions are not met, the options or performance rights will generally expire and not be capable of exercise.<br><br>Unless otherwise determined by the Board and set out in an offer, no consideration is payable on the grant of options or performance rights offered under the LTIP. |
| **Exercise of vested performance rights** | A vested option or performance right may only be exercised after a vesting notice has been received by the participant. On exercise of vested options or performance rights, the Company must cancel the relevant options or performance rights, and deliver shares by new issue or by transferring existing shares to participants.<br><br>The Board may, in its discretion, elect to pay to a participant, the market value of all or part of the shares to which a participant would be entitled (in lieu of the issue or transfer of the relevant shares to the participant).<br><br>The Board may, in its discretion, elect to settle the vested performance rights with cash, or a combination of cash and shares, in accordance with the LTIP rules. Any cash payments will be made net of tax and any other amounts required to be deducted or withheld under applicable laws (including for the purposes of superannuation). |
| **Disposal restrictions on shares** | The Board may apply disposal restrictions as set out in the relevant offer to any shares issued or transferred in relation to vested performance rights and/or vested options. The Board may implement any procedure it considers appropriate, including entering into arrangements with the Company's share registry, to enforce the disposal restrictions and restrict the participant from dealing with any relevant shares for the restriction period. |
| **Change of Control** | In the event of a Change of Control, unless the Board determines otherwise in its absolute discretion, all unvested performance rights and unvested options will vest on a pro rata basis based on the proportion of the performance period in respect of those unvested performance rights and unvested options which has elapsed at the date of the Change of Control. |
| **Participation in reorganisations of capital** | LTIP participants will participate in bonus issues, rights issues and capital reorganisations of the Company in accordance with the LTIP rules. |

| | |
|---|---|
| **Lapse of unvested performance rights** | Subject to the Board's overriding discretion, a performance right or option will lapse on the earlier of:<br>• the expiry date specified at the date of grant;<br>• where the vesting conditions in relation to the right have not been satisfied or waived by the vesting date, the vesting date;<br>• the date on which the performance right or option is deemed to lapse or be cancelled under the LTIP rules; and<br>• the 15th anniversary of the date on which the performance right or option was granted. |
| **Trustee** | The Company may appoint a trustee, on terms and conditions that it considers appropriate, to do all such things as considered appropriate to enable the implementation of the LTIP, including to acquire and hold shares, or other securities of the Company, on behalf of participants, for transfer to future participants or otherwise for the purposes of the LTIP. |
| **Cessation of employment** | In the event that a participant in the LTIP ceases employment with the Group prior to vesting of his/her options or performance rights, the treatment of those options or performance rights will be determined by the Board in its absolute discretion, and in making its determination the Board may have regard for the facts and circumstances at the time of the cessation of employment, including the proportion of the performance period in which the participant was employed with the Group.<br>Subject to an overriding Board discretion to determine otherwise, the default position is as follows:<br>(a) if the participant is a "Bad Leaver" (due to resignation, dismissal for cause or poor performance, or other circumstances determined by the Board), any unvested performance rights or options held by the participant will immediately lapse, and any vested options or performance rights must be exercised within 60 days of cessation of employment; and<br>(b) if the participant is a "Good Leaver" (being any participant who is not a Bad Leaver), he/she will be entitled to retain a pro-rata amount of his/her unvested options or performance rights based on the proportion of the performance period for which the participant was employed by the group, and all other unvested performance rights or options will lapse. |
| **Clawback and forfeiture for fraud, dishonesty or misstatement** | If the Board, in its absolute discretion determines that:<br>(a) there has been a material misstatement in the Company's financial statements; or<br>(b) some other event or circumstances have occurred, arisen or come to light,<br>such that the vesting conditions in respect of certain vested options and/or vested performance rights were not, or should not have been determined to have been, satisfied, then the relevant participant will cease to be entitled to those vested option and/or vested performance rights, and the Board may:<br>(a) cancel the performance rights or options for no consideration;<br>(b) require that the participant forfeit shares or pay to the Company the market value of the options and/or performance rights which have been converted into shares; and/or<br>(c) adjust fixed remuneration, incentives or participation in the LTIP of the relevant participant in the current year or any future year to take account of the market value of the options and/or performance rights. |
| **Other terms** | The LTIP rules contain other terms relating to the administration, variation, suspension and termination of the LTIP. |

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colliercreative.com.au

Bapcor®

BAPCOR LIMITED
ABN 80 153 199 912

**Need assistance?**

**Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**
www.investorcentre.com/contact

BAP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

# Bapcor Limited Annual General Meeting

The Bapcor Limited Annual General Meeting will be held on Thursday, 22 October 2026 at 1:30pm (AEDT).
You are encouraged to participate in the meeting using the following options:

## MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 1:30pm (AEDT) on Tuesday, 20 October 2026.

## ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
https://meetnow.global/MGXUGVP

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

## ATTENDING THE MEETING IN PERSON

The meeting will be held at:
127 - 139 Link Road, Melbourne Airport, VIC 3045

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

BAPCOR LIMITED
ABN 80 153 199 912

BAP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

## Need assistance?

**Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**
www.investorcentre.com/contact

## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:30pm (AEDT) on Tuesday, 20 October 2026.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

**Corporate Representative**
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate “Appointment of Corporate Representative”. A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

### By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

### By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 IND

# Proxy Form

**Please mark ☒ to indicate your directions**

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

**I/We being a member/s of Bapcor Limited hereby appoint**

☐ **the Chair of the Meeting** **OR** ______

**PLEASE NOTE:** Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bapcor Limited to be held at 127 - 139 Link Road, Melbourne Airport, VIC 3045 and as a virtual meeting on Thursday, 22 October 2026 at 1:30pm (AEDT) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2, 3A, 3B, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2, 3A, 3B, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 2, 3A, 3B, 4, 5 and 6 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | | For | Against | Abstain |
|---|---|---|---|---|
| Resolution 1A | Re-election of Mr Andrew Fraser as Director | ☐ | ☐ | ☐ |
| Resolution 1B | Re-election of Ms Kathryn (Kate) Spargo as Director | ☐ | ☐ | ☐ |
| Resolution 2 | Adoption of Remuneration Report (Non-binding resolution) | ☐ | ☐ | ☐ |
| Resolution 3A | Approval for the grant of FY26 Performance Rights to CEO & Managing Director under the LTIP | ☐ | ☐ | ☐ |
| Resolution 3B | Approval for the grant of FY27 Performance Rights to CEO & Managing Director under the LTIP | ☐ | ☐ | ☐ |
| Resolution 4 | Approval for issue of equity rights to CEO & Managing Director under the Group Retention Program | ☐ | ☐ | ☐ |
| Resolution 5 | Approval for provision of potential termination benefits to CEO & Managing Director | ☐ | ☐ | ☐ |
| Resolution 6 | Approval of the issue of securities under the Long Term Incentive Plan | ☐ | ☐ | ☐ |

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s)

*This section must be completed.*

| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 | |
|---|---|---|---|
| | | | / / |
| Sole Director & Sole Company Secretary | Director | Director/Company Secretary | Date |

**Update your communication details** *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

| Mobile Number | Email Address |
|---|---|
| | |

BAPCOR LIMITED
ABN 80 153 199 912

BAPRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Bapcor Limited. Unfortunately, our correspondence has been returned to us marked “Unknown at the current address”. For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors’ report and auditor’s report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

> Securityholder Reference Number (SRN);
> ASX trading code;
> Name of company in which security is held;
> Old address; and
> New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Bapcor Limited**