



Investment
Management

18 October 2016

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of Initial Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of Bapcor Limited (BAP).

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Chris Millard'.

Chris Millard
Company Secretary

{00008785.DOC}
BT Investment Management Limited
ABN 28 126 385 822

GPO Box 7072
Sydney NSW 2001
Australia

The Chifley Tower
Level 15, 2 Chifley Square
Sydney NSW 2000
Australia
Tel 612 8253 2999

www.btim.com.au

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme BAPCOR LIMITED (BAP)

ACN/ARSN ACN 153 199 912

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

The holder became a substantial holder on 14/10/2016

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	14,245,535	14,245,535	
Total	14,245,535	14,245,535	5.16%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
BT Investment Management (Fund Services) Limited	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	7,673,755	Ordinary
BT Investment Management (Institutional) Limited	BT Investment Management (Institutional) Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in	6,571,780	Ordinary

	that capacity, can exercise the power to vote or dispose of the shares.		
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4. Details of present registered holders

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

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
BT Investment Management (Fund Services) Limited *	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	7,673,755 Ordinary
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank Australia and New Zealand Banking Group State Street Australia Limited	See Annexure 'A'	6,571,780 Ordinary

*BT Investment Management (Fund Services) Limited has appointed BT Investment Management (Institutional) Limited to act as the investment manager of the trusts of which it is responsible entity, giving BT Investment Management (Institutional) Limited the capacity to exercise the power to vote or dispose of the shares. BT Investment (Institutional) Limited therefore also has a relevant interest in shares in which BT Investment Management (Fund Services) Limited has a relevant interest.

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	

6. Associates

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

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

7. Addresses

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

Name	Address
BT Investment Management Limited (BTT)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BAPCOR LIMITED (BAP)	The Company Secretary, BAPCOR LIMITED (BAP) 61 Gower Street PRESTON VIC 3072 Tel: 61 3 9914 5555

Signature

Print name Chris Millard Capacity Company Secretary

Sign here _____ Date 18/10/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members, is clearly set out in paragraph 7 of the form.
 - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
 - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for BT Investment Management Limited ACN 126 365 822.

Chris Millard – Company Secretary, BT Investment Management Limited 18/10/2016

Sales & Purchases for the period : 14/06/2016 to 14/10/2016

SECURITY: BAP

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	144,644	768,059.64	Ordinary	144,644
28/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	18,089	103,649.97	Ordinary	18,089
28/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	25,115	142,653.20	Ordinary	25,115
29/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	84,464	482,289.44	Ordinary	84,464
29/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	14,672	84,070.56	Ordinary	14,672
2/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	39,031	223,257.32	Ordinary	39,031
4/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	197,390	1,087,618.90	Ordinary	197,390
4/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	732,114	0.00	Ordinary	732,114
4/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	3,435	0.00	Ordinary	3,435
13/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	368,908	2,095,397.44	Ordinary	368,908
13/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	117,115	668,726.65	Ordinary	117,115
	Total		1,744,977	5,655,723.12		
	BT Investment Management (Fund Services) Limited Total :		1,744,977	5,655,723.12		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
30/06/2016	Australia and New Zealand Banking Group	Buy	6,780	38,103.60	Ordinary	6,780
28/07/2016	Australia and New Zealand Banking Group	Buy	2,500	14,325.00	Ordinary	2,500
28/07/2016	Australia and New Zealand Banking Group	Buy	3,470	19,709.60	Ordinary	3,470
29/07/2016	Australia and New Zealand Banking Group	Buy	399	2,286.27	Ordinary	399
29/07/2016	Australia and New Zealand Banking Group	Buy	2,298	13,121.58	Ordinary	2,298
2/08/2016	Australia and New Zealand Banking Group	Buy	1,062	6,074.64	Ordinary	1,062
4/08/2016	Australia and New Zealand Banking Group	Buy	6,455	35,567.05	Ordinary	6,455
4/10/2016	Australia and New Zealand Banking Group	Buy	24,159	0.00	Ordinary	24,159
13/10/2016	Australia and New Zealand Banking Group	Buy	4,737	27,048.27	Ordinary	4,737
13/10/2016	Australia and New Zealand Banking Group	Buy	14,923	84,762.64	Ordinary	14,923
	Total		66,783	240,998.65		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	53,899	0.00	Ordinary	53,899
29/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	1,542	8,804.82	Ordinary	1,542
29/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	268	1,535.64	Ordinary	268
2/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	713	4,078.36	Ordinary	713
4/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	33,777	186,111.27	Ordinary	33,777
4/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	31,533	0.00	Ordinary	31,533
4/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	127,053	0.00	Ordinary	127,053
13/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	54,244	308,105.92	Ordinary	54,244
13/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	17,220	98,326.20	Ordinary	17,220
	Total		320,249	606,962.21		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/09/2016	JP Morgan Chase Bank	Buy	27,514	162,607.74	Ordinary	27,514
4/10/2016	JP Morgan Chase Bank	Buy	23,529	0.00	Ordinary	23,529
	Total		51,043	162,607.74		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/07/2016	State Street Australia Limited	Buy	38,613	219,321.84	Ordinary	38,613
28/07/2016	State Street Australia Limited	Buy	27,811	159,357.03	Ordinary	27,811
28/07/2016	State Street Australia Limited	Buy	19,032	108,101.76	Ordinary	19,032
28/07/2016	State Street Australia Limited	Buy	13,708	78,546.84	Ordinary	13,708
29/07/2016	State Street Australia Limited	Buy	29,292	167,257.32	Ordinary	29,292
29/07/2016	State Street Australia Limited	Buy	5,089	29,159.97	Ordinary	5,089
29/07/2016	State Street Australia Limited	Buy	2,502	14,336.46	Ordinary	2,502
29/07/2016	State Street Australia Limited	Buy	14,406	82,258.26	Ordinary	14,406
2/08/2016	State Street Australia Limited	Buy	13,537	77,431.64	Ordinary	13,537
2/08/2016	State Street Australia Limited	Buy	6,657	38,078.04	Ordinary	6,657
4/08/2016	State Street Australia Limited	Buy	66,618	367,065.18	Ordinary	66,618
4/08/2016	State Street Australia Limited	Buy	32,760	180,507.60	Ordinary	32,760
4/10/2016	State Street Australia Limited	Buy	252,820	0.00	Ordinary	252,820
4/10/2016	State Street Australia Limited	Buy	124,322	0.00	Ordinary	124,322
13/10/2016	State Street Australia Limited	Buy	121,083	687,751.44	Ordinary	121,083
13/10/2016	State Street Australia Limited	Buy	38,439	219,486.69	Ordinary	38,439
13/10/2016	State Street Australia Limited	Buy	22,489	128,412.19	Ordinary	22,489
13/10/2016	State Street Australia Limited	Buy	70,842	402,382.56	Ordinary	70,842
	Total		900,020	2,959,454.82		

BT Investment Management (Institutional Limited Total :

1,338,095 3,970,023.42