

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

A. P. Eagers Limited

ABN

87 009 680 013

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |                            |
|---|---|----------------------------|
| 1 | +Class of +securities issued or to be issued  | Ordinary shares fully paid |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 220,000                    |

<p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>Vesting of Performance Rights to the Chief Executive Officer and the General Manager Queensland &amp; Northern Territory following achievement of performance hurdles during the two year period ended 30 June 2010. The Performance Rights comprised the final two tranches of rights available under the Company's Share Incentive Plan established in July 2005.</p> <p>Upon vesting, the Performance Rights were automatically exercised and shares allocated.</p> <p>The performance hurdles were based on the performance of the Company's TSR measured against the TSRs of companies in the ASX 300, as described in the Company's annual report.</p> <p>Shares issued may not be sold or transferred until the earlier of:</p> <ul style="list-style-type: none"> <li>(a) The shareholder applies to the Board for the shares to be released from the holding lock and the application is approved.</li> <li>(b) The shareholder ceases employment with the Company.</li> <li>(c) The tenth anniversary of the start date.</li> <li>(d) The Board otherwise determines that the holding lock should be released.</li> </ul>
<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes subject to the disposal restrictions.</p>
<p>5 Issue price or consideration</p>	<p>Consideration paid on vesting and automatic exercise of Performance Rights – Nil. Market value of shares at date of issue - \$12.50 per share.</p>

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares issued to satisfy the requirements of A. P. Eagers Limited's Share Incentive Plan which was established in July 2005.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	7 July 2010	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		29,937,108	Ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		318,980 Performance Rights.  (The Appendix 3B dated 6 July 2010 incorrectly stated that 141,344 rights were issued on 22 June 2010, when in fact only 122,465 rights were issued on that date.)	Performance Rights granted under the A. P. Eagers Limited Executive Incentive Plan Rules approved by shareholders at the Company's annual general meeting on 28 May 2010.

<p>932,783 Options with an exercise price of \$9.12 per Option that expire on 28 August 2016.</p> <p>252,660 Options with an exercise price of \$9.12 per Option that expire 6 months following the date the audited full year financial statements for the 2016 financial year have been prepared and released to the ASX.</p> <p>467,604 Options with an exercise price of \$12.10 per Option that expire on 27 January 2017.</p>	<p>Options granted under the A. P. Eagers Limited Executive Incentive Plan Rules approved by shareholders at the Company's annual general meeting on 28 May 2010.</p>
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| <p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p> | <p>The increased capital will rank equally with existing shares for dividend purposes.</p> |
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**Part 2 - Bonus issue or pro rata issue** N/A

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| <p>11 Is security holder approval required?</p>  | <input type="text"/> |
| <p>12 Is the issue renounceable or non-renounceable?</p>   | <input type="text"/> |
| <p>13 Ratio in which the +securities will be offered</p>   | <input type="text"/> |
| <p>14 +Class of +securities to which the offer relates</p>   | <input type="text"/> |
| <p>15 +Record date to determine entitlements</p>   | <input type="text"/> |
| <p>16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p> | <input type="text"/> |

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+ See chapter 19 for defined terms.

- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents  
Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)

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- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought 

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39 Class of +securities for which quotation is sought 

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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company secretary)

Date: 7 July 2010

Print name:

Denis Stark

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+ See chapter 19 for defined terms.