

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

Name of entity	A. P. Eagers Limited
ABN	87 009 680 013

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Martin Andrew Ward
Date of last notice	26 March 2013

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Four Leaf Retirement Pty Ltd is the registered holder of ordinary shares in A. P. Eagers Limited. Mr Ward is the sole director and controlling shareholder of Four Leaf Retirement Pty Ltd.
Date of change	Performance rights and options vested on 26 February 2014 and the resulting shares will issue in early March.
No. of securities held prior to change	2,759,280 ordinary shares 3,655,775 options 200,030 performance rights
Class	As described above
Number acquired	94,890 ordinary shares to be issued following vesting of performance rights
Number disposed	94,890 performance rights

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+ See chapter 19 for defined terms.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	94,890 performance rights have vested (and a corresponding number of shares will therefore be granted to Mr Ward) and 815,215 options have vested, following achievement of performance hurdles for the year ended 31 December 2013 in accordance with the A.P. Eagers Executive Incentive Plan, as approved by shareholders at the company's annual general meeting on 28 May 2010.
<b>No. of securities held after change</b>	2,854,170 ordinary shares 3,655,775 options 105,140 performance rights
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As described above

### Part 2 – Change of director's interests in contracts n/a

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

### Part 3 – +Closed period

+ See chapter 19 for defined terms.

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Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	n/a
If prior written clearance was provided, on what date was this provided?	n/a

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<sup>+</sup> See chapter 19 for defined terms.