

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	2 April 2015

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) Note: Provide details of the circumstances giving rise to the relevant interest.	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	2,500,000 ordinary shares were sold on 23 July 2015 at \$10.00 per share. The shares were released from a trading restriction on 1 July 2015, being the 10 th anniversary of Mr Ward commencing at A.P. Eagers Limited. The shares were sold primarily to fund the tax liability triggered by the release of the trading restriction and the exercise price for 3,330,775 performance options which previously vested in accordance with the A.P. Eagers Executive Incentive Plan, as approved by shareholders at the company's annual general meeting. The 3,330,775 options are being exercised and a corresponding number of ordinary shares will be issued to Mr Ward on 31 July 2015. The exercise price is \$1.824 per option.

+ See chapter 19 for defined terms.

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No. of securities held prior to change	3,284,310 ordinary shares 5,534,760 options 455,868 performance rights
Class	As described above
Number acquired	3,330,775 ordinary shares
Number disposed	2,500,000 ordinary shares 3,330,775 options
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	As described above
No. of securities held after change	4,115,085 ordinary shares 2,203,985 options 455,868 performance rights
Nature of change 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.

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

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Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +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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