

NOTICE OF ANNUAL GENERAL MEETING



Established 1913
AP EAGERS
A.B.N. 87 009 680 013

The Annual General Meeting of A.P. Eagers Limited will be held on Wednesday, 24 May 2017 at 9.00 am at the Company's **new registered office at 5 Edmund Street, Newstead, Queensland.**

ORDINARY BUSINESS

1. Financial Reports

To receive and consider the financial report, directors' report and independent auditor's report for the Company and its controlled entities for the year ended 31 December 2016.

(Refer to Item 1 of the Explanatory Notes.)

2. Election of Director – Ms Sophie Moore

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Ms Sophie Moore, who having been appointed by the board since the last Annual General Meeting, retires and, being eligible, offers herself for election in accordance with the Company's constitution, be elected as a director of the Company."

(Refer to Item 2 of the Explanatory Notes.)

3. Election of Director – Mr Marcus Birrell

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Marcus Birrell, who having been appointed by the board since the last Annual General Meeting, retires and, being eligible, offers himself for election in accordance with the Company's constitution, be elected as a director of the Company."

(Refer to Item 3 of the Explanatory Notes.)

4. Re-election of Director – Mr Tim Crommelin

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Tim Crommelin, who retires by rotation in accordance with the Company's constitution, and being eligible, be re-elected as a director of the Company."

(Refer to Item 4 of the Explanatory Notes.)

5. Remuneration Report

To consider and, if thought fit, pass the following advisory resolution under section 250R(2) *Corporations Act 2001* (Cth):

"That the remuneration report for the year ended 31 December 2016 be adopted."

Voting Restriction: Members of the Company's key management personnel and their closely related parties (in each case as defined in the *Corporations Act*) are not entitled to vote on this resolution in any capacity. However, any such person may vote as a proxy for another person who is entitled to vote on this resolution if the proxy form directs the proxy how to vote on this resolution. In addition, this prohibition does not apply to the Chairman of the meeting acting as proxy for a person entitled to vote where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy.

(Refer to Item 5 of the Explanatory Notes.)

SPECIAL BUSINESS

6. Renewal of Proportional Takeover Provisions of Constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

"That the proportional takeover provisions contained in Article 80 and Article 81 of the Company's constitution be renewed for a period of three years from the date this resolution is passed."

Note: This resolution must be approved by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

(Refer to Item 6 of the Explanatory Notes.)

NEW LOCATION FOR MEETING

The meeting will be held at the Company's **new registered office at 5 Edmund Street, Newstead, Queensland.**

ENTITLEMENT TO VOTE

You will be eligible to vote at the meeting if you are a registered holder of ordinary shares in the Company as at 7.00pm on Monday, 22 May 2017.

PROXIES

If you are a shareholder entitled to attend and vote at the meeting, you may appoint a proxy to attend and vote on your behalf. You may direct the proxy how to vote.

To appoint a proxy, you must do either of the following:

- > appoint the proxy online at the online address of the Company's share registry; or
- > complete the enclosed proxy form and ensure it is received by the share registry by post or facsimile,

at least 48 hours before the meeting commences (ie. no later than 9.00am on Monday, 22 May 2017).

The share registry's online and other contact details are listed below.

If a proxy is appointed by a shareholder under power of attorney, the original or a certified copy of the power of attorney must also be received by the share registry at least 48 hours before the meeting commences (ie. no later than 9.00 am on Monday, 22 May 2017).

If you are entitled to cast two or more votes, you may appoint either one or two proxies. To appoint a second proxy, follow the instructions on the enclosed proxy form.

A proxy may be an individual or a body corporate but need not be a shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

A body corporate that is a shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the meeting. The body corporate or representative must provide a "certificate of appointment of corporate representative" prior to the representative's admission to the meeting confirming its authority to act as the body corporate's representative. The share registry can provide a form of the certificate on request.

UNDIRECTED PROXIES

An undirected proxy for any resolution may be voted as the proxy chooses, subject to the following:

- > An undirected proxy in relation to resolution 5 that is given to a member of key management personnel (other than the Chairman of the meeting) or any of their closely related parties will not be voted. To allow such a proxy to vote, the shareholder must direct the proxy how to vote by marking the relevant 'For', 'Against' or 'Abstain' box on the proxy form.
- > If a shareholder appoints the Chairman as proxy, or if the Chairman is appointed as proxy by default, in relation to resolution 5, and the shareholder does not mark the 'For', 'Against' or 'Abstain' box opposite the relevant item on the proxy form, by signing the proxy form the shareholder will be authorising the Chairman to vote in favour of the resolution, and the Chairman will vote in this way. If a shareholder wishes to appoint the Chairman as proxy to vote against or abstain from voting on resolution 5, the shareholder must mark the relevant 'Against' or 'Abstain' box on the proxy form.

The Chairman intends to vote all available proxies in favour of each resolution.

SHARE REGISTRY'S CONTACT DETAILS

Lodge your vote by:

Mail: Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Fax: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Online: www.investorvote.com.au


Intermediary Online subscribers only:
www.intermediaryonline.com

For all enquiries call:

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

By Order of the Board

21 April 2017



Denis Stark
Company Secretary

EXPLANATORY NOTES

These notes form part of the Notice of Annual General Meeting ("AGM") and are intended to provide shareholders of the Company with an explanation of the business of the meeting and proposed resolutions and assist shareholders in determining how to vote on each proposed resolution.

ITEM 1 – Financial Reports

The Corporations Act requires the financial report, directors' report and independent auditor's report to be laid before the AGM each year.

The financial report has been approved by the directors and audited by the independent auditor.

Whilst there is no requirement for the reports to be approved by shareholders, shareholders as a whole will have a reasonable opportunity at the meeting to ask questions about and make comments on the reports and management of the Company.

Shareholders will also have a reasonable opportunity to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

Shareholders may also address written questions to the Chairman about the management of the Company or to the auditor if the question is relevant to the contents of the auditor's report or the conduct of the audit of the financial report to be considered at the meeting. In accordance with section 250PA(1) of the Corporations Act, written questions for the auditor, Deloitte Touche Tohmatsu, must be submitted to the Company

by no later than the fifth business day before the day on which the AGM is held (ie. by no later than Wednesday, 17 May 2017) to the address listed on the proxy form.

ITEM 2 – Election of Director – Ms Sophie Moore B.Bus, CA, FFin

Ms Moore was appointed by the board as an executive director in March 2017. Article 47(d) of the Company's constitution requires that a director appointed by the board must retire at the next AGM and is eligible for election. Ms Moore offers herself for election at the AGM.

Ms Moore commenced with the Company as its Chief Financial Officer in August 2015. In that role, she continues to be responsible for the Company's accounting, taxation, internal audit and treasury functions.

Ms Moore was admitted as a chartered accountant in 1997. She has previously held senior finance roles with PricewaterhouseCoopers and Flight Centre Travel Group Limited.

Directors' Recommendation

The directors (with Ms Moore abstaining) recommend that shareholders vote in favour of the resolution for the election of Ms Moore as a director.

EXPLANATORY NOTES (CONTINUED)

ITEM 3 – Election of Director – Mr Marcus Birrell

Mr Birrell was appointed by the board as a non-executive director in July 2016. Article 47(d) of the Company's constitution requires that a director appointed by the board must retire at the next AGM and is eligible for election. Mr Birrell offers himself for election at the AGM.

Mr Birrell is a member of the Company's Audit, Risk & Remuneration Committee, having been appointed in March 2017.

Mr Birrell has had a distinguished career in the automotive industry, including 38 years at manufacturer, financier and retail level and 21 years as Executive Chairman of Birrell Motors Group, before that group was acquired by A.P. Eagers Limited in March 2016.

Mr Birrell is a director of Australian Automotive Dealer Association Limited, having been appointed in January 2014.

Further information about Mr Birrell is set out in the Company's 2016 annual report.

Directors' Recommendation

The directors (with Mr Birrell abstaining) recommend that shareholders vote in favour of the resolution for the election of Mr Birrell as a director.

ITEM 4 – Re-election of Director - Mr Tim Crommelin BCom, FSIA, FSLE

The Company's constitution requires directors (other than the Managing Director and alternate directors) to retire from office no later than the longer of the third AGM of the Company or 3 years, following their last election or appointment.

In accordance with the Company's constitution, Mr Crommelin retires by rotation, is eligible for re-election, and offers himself for re-election as a director of the Company at the AGM.

Having been initially appointed as a director of the Company in February 2011, Mr Crommelin was last re-elected to the board at the Company's AGM in May 2014.

As an independent non-executive director, Mr Crommelin chairs the Company's board and is a member of the Audit, Risk & Remuneration Committee.

Mr Crommelin has broad knowledge of corporate finance, risk management and acquisitions and over 40 years' experience in the stockbroking and property industry. He is Executive Chairman of Morgans Financial Ltd and a Director of Senex Energy Ltd, Abney Hotels Ltd and Australian Cancer Research Foundation. He is a member of the University of Queensland Senate. He was previously the Deputy Chairman of Queensland Gas Company Ltd and CS Energy Ltd.

Further information about Mr Crommelin is set out in the Company's 2016 annual report.

Directors' Recommendation

The directors (with Mr Crommelin abstaining) recommend that shareholders vote in favour of the resolution for the re-election of Mr Crommelin as a director.

ITEM 5 – Remuneration Report

The purpose of this motion is to consider whether to adopt the Company's remuneration report for 2016. The proposed resolution is required to be put to shareholders in accordance with the Corporations Act.

The remuneration report is set out on pages 11 to 18 of the Company's 2016 annual report, which is available at www.apeagers.com.au.

The remuneration report:

- > describes the Company's remuneration arrangements for non-executive directors, the Chief Executive Officer and other key management personnel;
- > explains the relationship between remuneration and the Company's performance; and
- > details the performance hurdles which have been set for executives.

The board believes the remuneration arrangements, as outlined in the remuneration report, are consistent with good practice, appropriate for the Company given its size and business objectives, and helping to drive the Company's performance for the benefit of shareholders.

More than 98% of proxies received for the Company's AGM last year were in favour of the remuneration report or at the Chairman's discretion, with the resolution passed on a show of hands.

Although the shareholders' resolution on this motion will be advisory only and not binding on the Company, if 25% or more of the votes cast are against the adoption of the remuneration report, the remuneration report for the following year must address any comments received from shareholders or explain why no action has been taken in response to those comments.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the remuneration report.

A voting restriction applies to this resolution, as set out in the Notice of Annual General Meeting.

ITEM 6 – Renewal of Proportional Takeover Provisions of Constitution

(a) Background

The Company's constitution includes, at Articles 80 and 81, proportional takeover approval provisions that enable the Company to refuse to register shares subject to acquisition under a proportional takeover bid, unless the bid is approved by a resolution passed by shareholders in general meeting.

Articles 80 and 81 were renewed by shareholders in accordance with the Corporations Act at the AGM on 21 May 2014. In accordance with the constitution and the Corporations Act, those Articles will cease to have effect on 20 May 2017 unless they are renewed for a further three-year period by a special resolution of shareholders.

EXPLANATORY NOTES (CONTINUED)

(b) Proportional takeover bids

In a proportional takeover bid, the bidder offers to buy only a proportion of each shareholder's shares in the target company.

This means that control of the target company may pass without shareholders having the chance to sell all their shares to the bidder, and that the bidder may take control of the target company without paying an adequate premium for gaining control.

To deal with this possibility, the Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote on whether to accept or reject the offer and that decision will be binding on all shareholders.

Such a provision allows shareholders to decide collectively whether the proportional takeover bid is acceptable in principle, and may ensure that the bid is appropriately priced.

(c) The effect of the proportional takeover provisions in the constitution

The effect of Articles 80 and 81 of the constitution is that if a proportional takeover bid is made for A. P. Eagers Limited, the Company must refuse to register a transfer of shares giving effect to any acceptance of the bid unless the takeover bid is approved by shareholders in a general meeting.

The directors must convene a meeting of shareholders to vote on a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on before the fourteenth day before the last day of the takeover bid period, the resolution will be deemed to have been approved. This effectively means that shareholders as a body may only prohibit a proportional takeover bid from being made by rejecting such a resolution.

If the resolution is approved or deemed to have been approved, transfers of shares under the proportional takeover bid (provided they are in all other respects in order for registration) must be registered. Note that approval of the bid does not compel any shareholder to accept the bid – the decision to accept or reject a proportional takeover offer continues to be one for each individual shareholder.

If the resolution is rejected, registration of any transfer of shares resulting from that proportional takeover bid is prohibited and the offer is deemed by the Corporations Act to have been withdrawn.

If Articles 80 and 81 are renewed, they will expire three years after their renewal unless they are again renewed by a further special resolution of shareholders.

Proportional takeover provisions do not apply to full takeover bids.

(d) Reasons for proposing the resolution

The directors consider that shareholders should have the opportunity to vote on a proposed proportional takeover bid for the Company. A proportional takeover bid may result in effective control of the Company changing hands without shareholders having the opportunity of disposing of all their shares. A proportional takeover bid could result in shareholders being at risk of control of the Company passing to the bidder without payment of an adequate control premium for their shares, while also leaving them as part of a minority interest in the Company.

Articles 80 and 81 can prevent this occurring by giving shareholders the opportunity to decide whether a proportional takeover bid is acceptable and should be permitted to proceed for consideration by individual shareholders.

(e) Presently proposed acquisitions

As at the date of these Explanatory Notes, no director of the Company is aware of any proposal by any person to acquire or increase the extent of a substantial interest in the Company.

(f) Potential advantages and disadvantages for Directors

While the renewal of Articles 80 and 81 will allow the directors to ascertain shareholders' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the directors who will remain free to make their own recommendation as to whether any proportional takeover bid should be accepted.

(g) Potential advantages and disadvantages for shareholders

The directors consider that there are potential advantages associated with shareholders having the opportunity to consider and vote upon any proposed proportional takeover bid. For a proportional takeover bid to be approved, it must be approved by more than half of the shares voted at the meeting excluding the shares of the bidder and its associates, and accordingly the existence of Articles 80 and 81:

- > is likely to cause an intending bidder to formulate its offer in a way that would be attractive to the holders of a majority of shares, including appropriate pricing;
- > may have the effect of not allowing control of the Company to pass without payment of a control premium;
- > should assist shareholders to avoid being locked in as minority shareholders; and
- > will help individual shareholders assess the likely outcome of a proportional takeover bid when determining whether to accept or reject the bid.

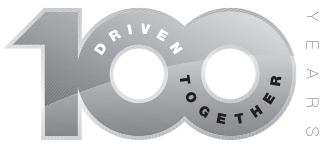
The potential disadvantages for shareholders renewing Articles 80 and 81 include:

- > proportional takeover bids for the Company may be discouraged;
- > any speculative element in the market price of the Company's shares arising from the possibility of a proportional takeover offer being made may be reduced; and
- > the provisions may be considered to constitute an unwarranted additional restriction of the right of individual shareholders to freely deal with their shares as they see fit.

There have been no full or proportional takeover bids for the Company during the time Articles 80 and 81 have been in effect. Accordingly, there has not been any example against which to review the advantages or disadvantages of the provisions for the directors and shareholders, respectively, during this period.

Directors' recommendation

The directors consider that the potential advantages for shareholders of the proportional takeover provisions outweigh the potential disadvantages. Accordingly, the directors unanimously recommend that shareholders approve the renewal of Articles 80 and 81 of the constitution and vote in favour of the resolution.



GP EAGERS

ABN 87 009 680 013



Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

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

For your vote to be effective it must be received by 9.00 am Monday 22 May 2017

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of A.P. Eagers Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 A.P. Eagers Limited to be held at the Company's new registered office at **5 Edmund Street, Newstead, Queensland on Wednesday, 24 May 2017 at 9.00 am** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 5** (except where I/we have indicated a different voting intention below) even though **Item 5** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 5** by marking the appropriate box in step 2 below.

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.

Ordinary Business

	For	Against	Abstain
2 Election of Director – Ms Sophie Moore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Mr Marcus Birrell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director – Mr Tim Crommelin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

6 Renewal of Proportional Takeover Provisions of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____