

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 (AP Eagers)
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	27 February 2019

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	Not applicable - refer to Part 2
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable - refer to Part 2
Date of change	Not applicable - refer to Part 2
No. of securities held prior to change	Not applicable - refer to Part 2
Class	Not applicable - refer to Part 2
Number acquired	Not applicable - refer to Part 2
Number disposed	Not applicable - refer to Part 2
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable - refer to Part 2
No. of securities held after change	Not applicable - refer to Part 2
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Not applicable - refer to Part 2

+ See chapter 19 for defined terms.

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Part 2 – Change of director's interests in contracts

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	Contract arising as a result of Mr Ward's acceptance of the takeover offer made by AP Eagers to acquire all of the ordinary shares in Automotive Holdings Group Limited (AHG) that it does not already own (Offer) as set out in AP Eagers' bidder's statement dated 5 April 2019 (as supplemented).
Nature of interest	Interest arising as a result of Mr Ward's acceptance of the Offer.
Name of registered holder (if issued securities)	Not applicable - no securities have been issued under the Offer at this time.
Date of change	Mr Ward accepted the Offer on 23 April 2019. If the contract resulting from Mr Ward's acceptance of the Offer becomes unconditional, new ordinary shares in AP Eagers which he is entitled under the Offer will be issued to him on or before the earlier of: (a) one month after the Offer becomes, or is declared, unconditional; and (b) the day that is 21 days after the end of the offer period. The Offer is currently scheduled to close at 7.00pm (Sydney time) on 16 September 2019 (unless extended or withdrawn).
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	2,389,661 ordinary shares in AP Eagers
Interest acquired	If the Offer becomes unconditional, Mr Ward will be issued 83 ordinary shares in AP Eagers as consideration for the transfer of 317 ordinary shares in AHG which are currently owned by him to AP Eagers.
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Subject to the conditions of the Offer being satisfied or waived, 1 ordinary share in AP Eagers will be issued for every 3.8 ordinary shares in AHG that are transferred to AP Eagers under the Offer.
Interest after change	Not applicable - no securities have been issued under the Offer at this time.

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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