

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Automotive Holdings Group Limited (ASX: AHG)

ACN/ARSN 111 470 038

1. Details of substantial holder (1)

Name A.P. Eagers Limited ACN 009 680 013 and its associated entities set out in Annexure A

ACN/ARSN (if applicable) As above and in Annexure A

There was a change in the interests of the substantial holder on

See item 3 below

The previous notice was given to the company

12/09/19

The previous notice was dated

12/09/19

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|----------------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary shares (ORD) | 277,656,346 | 83.6624% | 296,817,047 | 89.4358% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|---|---|---|-------------------------|
| 12/09/2019 | A.P. Eagers Limited | Acquisition of relevant interest pursuant to acceptances of offers dated 23 April 2019 made by A.P. Eagers Limited under its off-market takeover bid to acquire all of the ordinary shares in AHG that it does not already own (Offer) on the terms and conditions set out in its bidder's statement dated 5 April 2019 (as supplemented from time to time and varied by notice of variation dated 8 May 2019) (Bidder's Statement) | The Offer consideration as set out in the Bidder's Statement, as varied by notice of variation dated 8 May 2019 | ORD 19,160,701 | 19,160,701 |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---|---|--|--------------------------------|----------------|
| A.P. Eagers Limited | A.P. Eagers Limited | A.P. Eagers Limited | Relevant interest under section 608(1) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as registered holder of the ordinary shares | ORD 258,783,007 | 258,783,007 |
| A.P. Eagers Limited | AHG shareholders to whom the Offer was made and who have accepted the Offer | Subject to the terms of the Offer, A. P. Eagers Limited | Relevant interest under section 608(1) and/or section 608(8) <i>Corporations Act</i> pursuant to acceptances of the Offers. The ordinary shares which are the subject of acceptances of the Offer have not yet been transferred into the name of A.P. Eagers Limited. The power of A.P. Eagers Limited to dispose of the ordinary shares that are the subject of acceptances is qualified since A.P. Eagers Limited is not presently registered as the holder of the ordinary shares. | ORD 38,034,040 | 38,034,040 |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| - | - |

6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|--|--|
| A.P. Eagers Limited | 5 Edmund Street, Newstead, Queensland 4006 |
| Entities associated with A.P. Eagers Limited | See Annexure A |

Signature

print name Denis Stark capacity Company Secretary

sign here

Denis Stark

date 13/09/19

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

SUBSTANTIAL HOLDERS – ASSOCIATED ENTITIES

THIS ANNEXURE A OF TWO PAGES REFERRED TO IN FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER.

DATED: 13/09/19

SIGNED: *Denis Stark*

NAME: Denis Stark

CAPACITY: Company Secretary

ASSOCIATED ENTITIES OF A.P. EAGERS LIMITED:

| NAME | ACN | ADDRESS |
|---|-------------|--|
| Eagers Retail Pty Ltd | 009 662 211 | 5 Edmund Street, Newstead, Queensland 4006 |
| Eagers MD Pty Ltd | 009 727 753 | 5 Edmund Street, Newstead, Queensland 4006 |
| Eagers Finance Pty Ltd | 009 721 288 | 5 Edmund Street, Newstead, Queensland 4006 |
| Nundah Motors Pty Ltd | 009 681 556 | 5 Edmund Street, Newstead, Queensland 4006 |
| Eagers Nominees Pty Ltd | 009 723 488 | 5 Edmund Street, Newstead, Queensland 4006 |
| Austral Pty Ltd | 009 662 202 | 5 Edmund Street, Newstead, Queensland 4006 |
| E G Eager & Son Pty Ltd | 009 658 306 | 5 Edmund Street, Newstead, Queensland 4006 |
| A.P. Group Ltd | 010 030 994 | 5 Edmund Street, Newstead, Queensland 4006 |
| A.P. Ford Pty Ltd | 010 602 383 | 5 Edmund Street, Newstead, Queensland 4006 |
| A.P. Motors Pty Ltd | 010 579 996 | 5 Edmund Street, Newstead, Queensland 4006 |
| A.P. Motors (No.1) Pty Ltd | 010 585 234 | 5 Edmund Street, Newstead, Queensland 4006 |
| A.P. Motors (No.2) Pty Ltd | 010 585 243 | 5 Edmund Street, Newstead, Queensland 4006 |
| A.P. Motors (No.3) Pty Ltd | 010 585 252 | 5 Edmund Street, Newstead, Queensland 4006 |
| Associated Finance Pty Limited | 009 677 678 | 5 Edmund Street, Newstead, Queensland 4006 |
| Leaseline & General Finance Limited | 010 131 361 | 5 Edmund Street, Newstead, Queensland 4006 |
| City Automotive Group Pty Ltd | 067 985 602 | 5 Edmund Street, Newstead, Queensland 4006 |
| PPT Investments Pty Ltd | 000 868 860 | 5 Edmund Street, Newstead, Queensland 4006 |
| PPT Holdings No 1 Pty Ltd | 078 207 333 | 5 Edmund Street, Newstead, Queensland 4006 |
| PPT Holdings No 2 Pty Ltd | 078 207 397 | 5 Edmund Street, Newstead, Queensland 4006 |
| PPT Holdings No 3 Pty Ltd | 078 207 468 | 5 Edmund Street, Newstead, Queensland 4006 |
| Bill Buckle Holdings Pty Ltd | 062 951 106 | 5 Edmund Street, Newstead, Queensland 4006 |
| Bill Buckle Autos Pty Ltd | 000 388 054 | 5 Edmund Street, Newstead, Queensland 4006 |
| Bill Buckle Leasing Pty Ltd | 000 871 910 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adtrans Group Limited | 008 129 477 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adtrans Corporate Pty Ltd | 056 340 928 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adtrans Automotive Group Pty Ltd | 007 866 917 | 5 Edmund Street, Newstead, Queensland 4006 |
| Stillwell Trucks Pty Ltd | 008 014 720 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adtrans Trucks Pty Ltd | 008 264 935 | 5 Edmund Street, Newstead, Queensland 4006 |
| Graham Cornes Motors Pty Ltd | 008 123 993 | 5 Edmund Street, Newstead, Queensland 4006 |
| Whitehorse Trucks Pty Ltd | 116 437 702 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adtrans Used Pty Ltd | 074 561 514 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adtrans Hino Pty Ltd | 127 369 260 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adtrans Australia Pty Ltd | 008 278 171 | 5 Edmund Street, Newstead, Queensland 4006 |
| Melbourne Truck and Bus Centre Pty Ltd | 143 202 699 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adtrans Truck Centre Pty Ltd | 106 764 327 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adtrans Trucks Adelaide Pty Ltd | 151 699 651 | 5 Edmund Street, Newstead, Queensland 4006 |
| Precision Automotive Technology Pty Ltd | 163 233 207 | 5 Edmund Street, Newstead, Queensland 4006 |
| IB Motors Pty Ltd | 169 209 607 | 5 Edmund Street, Newstead, Queensland 4006 |
| IB MD Pty Ltd | 169 210 173 | 5 Edmund Street, Newstead, Queensland 4006 |
| AP Townsville Pty Ltd | 600 279 927 | 5 Edmund Street, Newstead, Queensland 4006 |
| South West Queensland Motors Pty Ltd | 600 279 589 | 5 Edmund Street, Newstead, Queensland 4006 |
| CH Auto Pty Ltd | 600 297 783 | 5 Edmund Street, Newstead, Queensland 4006 |
| BASW Pty Ltd | 601 452 199 | 5 Edmund Street, Newstead, Queensland 4006 |
| Western Equipment Rentals Pty Ltd | 131 269 184 | 5 Edmund Street, Newstead, Queensland 4006 |

| NAME | ACN | ADDRESS |
|--------------------------------------|-------------|--|
| Boonarga Welding Pty Ltd | 099 480 903 | 5 Edmund Street, Newstead, Queensland 4006 |
| Black Auto CQ Pty Ltd | 135 015 191 | 5 Edmund Street, Newstead, Queensland 4006 |
| Auto Ad Pty Ltd | 605 815 021 | 5 Edmund Street, Newstead, Queensland 4006 |
| Adverpro Pty Ltd | 612 630 618 | 5 Edmund Street, Newstead, Queensland 4006 |
| Cheap Cars Queensland Pty Ltd | 616 472 729 | 5 Edmund Street, Newstead, Queensland 4006 |
| WS Motors Pty Ltd | 608 791 804 | 5 Edmund Street, Newstead, Queensland 4006 |
| Port City Autos Pty Ltd | 160 315 579 | 5 Edmund Street, Newstead, Queensland 4006 |
| Crampton Automotive Pty Ltd | 057 283 253 | 5 Edmund Street, Newstead, Queensland 4006 |
| Motors Group (Glen Waverley) Pty Ltd | 164 997 228 | 5 Edmund Street, Newstead, Queensland 4006 |
| Motors Tas Pty Ltd | 608 791 680 | 5 Edmund Street, Newstead, Queensland 4006 |
| MB Vic Pty Ltd | 608 791 877 | 5 Edmund Street, Newstead, Queensland 4006 |
| Carzoos Pty Ltd | 608 791 911 | 5 Edmund Street, Newstead, Queensland 4006 |
| AP Eagers Foundation Ltd | 612 890 883 | 5 Edmund Street, Newstead, Queensland 4006 |
| Eurocars (SA) Pty Ltd | 114 124 346 | 5 Edmund Street, Newstead, Queensland 4006 |
| Finmo Pty Ltd | 621 801 054 | 5 Edmund Street, Newstead, Queensland 4006 |
| APE Cars Mgmt Pty Ltd | 632 136 906 | 5 Edmund Street, Newstead, Queensland 4006 |
| Webster Trucks Mgmt Pty Ltd | 632 136 899 | 5 Edmund Street, Newstead, Queensland 4006 |