

# 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

<b>Name of entity</b>	A. P. Eagers Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Martin Andrew Ward
<b>Date of last notice</b>	22 August 2016

### 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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Four Leaf Retirement Pty Ltd and Four Leaf Family Pty Ltd are the registered holders of ordinary shares in A.P. Eagers Limited. Mr Ward is the sole director and controlling shareholder of Four Leaf Retirement Pty Ltd and Four Leaf Family Pty Ltd.
<b>Date of change</b>	24 February 2017
<b>No. of securities held prior to change</b>	4,211,387 ordinary shares 2,153,985 options 372,207 performance rights
<b>Class</b>	As described above
<b>Number acquired</b>	87,268 performance rights vested and a corresponding number of shares were issued to Mr Ward following achievement of performance hurdles for the year ended 31 December 2016 in accordance with the A.P. Eagers Executive Incentive Plan, as approved by shareholders at annual general meeting. 452,127 of Mr Ward's options also vested on achievement of the performance hurdles, in accordance with shareholder approval.
<b>Number disposed</b>	As described above
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Market value of shares on date of issue - \$9.07 per share

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	4,298,655 ordinary shares 2,153,985 options 284,939 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 – <sup>+</sup>Closed period**

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

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