



27 February 2019

Lux Wigneswaran
Principal Adviser, Listings Compliance
ASX Limited

By email: ListingsComplianceSydney@asx.com.au

Dear Lux,

Appendix 3Y

As requested in your letter of 25 February 2019, I provide the following information.

1. The Appendix 3Y was lodged one business day after the due date as a result of administrative oversight by the company.
2. Arrangements are in place to enable the company meet its disclosure obligations under Listing Rule 3.19A. This includes agreements with directors for the provision of information necessary to enable compliance with the obligations. Director share trades and continuous disclosure rules are also considered at each scheduled board meeting. The company secretary ensures directors are aware of disclosure obligations in relation to share trades and our securities trading policy confirms the need for directors to advise of changes in relevant interests in a timely manner.
3. The current arrangements are adequate for the purpose of Listing Rule 3.19B and being enforced. Your letter serves as an additional reminder.

Yours faithfully
A. P. Eagers Limited

Denis Stark
Company Secretary



25 February 2019

Mr Denis Stark
Company Secretary
AP Eagers Limited
5 Edmund Street
Newstead QLD 4006

By email

Dear Mr Stark

AP Eagers Limited ('APE'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. APE's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 18 February 2019 for Mr Nicholas Politis (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *"The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director."*

3. Listing rule 3.19B which states that:

"An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director."

The Notice indicates that a change in Mr Politis' notifiable interest occurred on 8 February 2019. It appears that the Notice should have been lodged with ASX by 15 February 2019. Consequently, APE may have breached Listing Rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds APE of its contract with ASX to comply with the Listing Rules. In the circumstances, APE should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does APE have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does APE intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 28 February 2019

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Lux Wigneswaran
Principal Adviser, Listings Compliance (Sydney)