

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

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

ACN/ARSN 111 470 038

This notice is given by WFM Motors Pty Ltd ACN 001 632 837 on behalf of itself, NGP Investments (No 2) Pty Ltd ACN 001 495 343, NGP Investments (No 1) Pty Ltd ACN 001 495 352, Sitil Management Pty Ltd ACN 001 495 361 each subsidiary of each of those companies, and Nicholas George Politis

### 1. Details of substantial holder (1)

Name WFM Motors Pty Ltd, NGP Investments (No 2) Pty Ltd, NGP Investments (No 1) Pty Ltd, Sitil Management Pty Ltd and N G Politis

ACN/ARSN (if applicable) Refer above

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

See item 3 below

The previous notice was given to the company on

07/08/2014

The previous notice was dated

07/08/2014

### 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)
ORD	60,906,350	19.87%	75,674,554	22.8195%

### 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
24/8/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$982,320.00	ORD 200,000	200,000
25/8/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	AHG issued 19,911,505 ordinary shares pursuant to an institutional placement announced on 19/8/16	n/a	n/a	n/a
25/8/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Share placement	\$17,909,998.28	ORD 3,962,389	3,962,389
26/8/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$280,717.18	ORD 58,015	58,015
26/8/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$143,700.00	ORD 30,000	30,000
30/8/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$140,598.00	ORD 30,000	30,000
2/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$930,260.00	ORD 200,000	200,000
5/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$231,280.00	ORD 50,000	50,000
6/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$465,870.00	ORD 100,000	100,000

8/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$268,053.14	ORD 58,218	58,218
9/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$273,642.00	ORD 60,000	60,000
13/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$72,908.39	ORD 16,217	16,217
14/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$51,164.95	ORD 11,280	11,280
16/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$100,690.28	ORD 23,046	23,046
16/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	AHG issued 5,170,072 ordinary shares pursuant to a share purchase plan announced on 19/8/16 ('SPP')	n/a	n/a	n/a
16/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition - SPP	\$15,001.88	ORD 3,319	3,319
16/9/16	NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition - SPP	\$15,001.88	ORD 3,319	3,319
19/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$88,889.77	ORD 20,673	20,673
20/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$142,127.08	ORD 33,160	33,160
21/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$409,630.77	ORD 95,465	95,465
22/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$644,220.00	ORD 150,000	150,000
23/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$94,604.40	ORD 22,000	22,000
26/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$11,846.50	ORD 2,755	2,755
27/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$52,698.41	ORD 12,276	12,276
28/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$131,196.02	ORD 30,692	30,692
29/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$40,830.05	ORD 9,500	9,500
30/9/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$68,590.40	ORD 16,000	16,000
4/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$119,607.60	ORD 28,000	28,000
5/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$50,914.97	ORD 12,004	12,004
6/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$149,103.50	ORD 35,000	35,000
7/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$85,054.00	ORD 20,000	20,000
10/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$84,450.00	ORD 20,000	20,000
11/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$25,120.20	ORD 6,000	6,000
12/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$61,600.50	ORD 15,000	15,000
13/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Acquisition	\$101,720.00	ORD 25,000	25,000

20/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$120,426.00	ORD 30,000	30,000
24/10/16	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$117,221.26	ORD 29,641	29,641
4/1/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$19,825.04	ORD 5,000	5,000
6/1/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$231,300.00	ORD 60,000	60,000
11/1/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$230,802.00	ORD 59,180	59,180
12/1/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$54,572.70	ORD 13,993	13,993
13/1/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$1,108,824.60	ORD 284,314	284,314
18/1/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$231,379.20	ORD 59,328	59,328
19/1/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$133,996.20	ORD 34,358	34,358
31/1/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$636,171.90	ORD 163,121	163,121
1/2/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$3,249,105.25	ORD 833,168	833,168
2/2/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$423,238.63	ORD 108,743	108,743
3/2/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$20,211,757.80	ORD 5,182,502	5,182,502
3/2/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$1,029,738.48	ORD 264,110	264,110
6/2/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$5,575,966.57	ORD 1,431,938	1,431,938
7/2/17	WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	Acquisition	\$3,311,018.20	ORD 849,480	849,480

#### 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
NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	NGP Investments (No 2) Pty Ltd	NGP Investments (No 2) Pty Ltd	Pursuant to section 608(3) Corporations Act 2001	ORD 5,319	5,319
WFM Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitil Management Pty Ltd; N G Politis	A. P. Eagers Ltd	A. P. Eagers Ltd	Pursuant to section 608(3) Corporations Act 2001	ORD 75,669,235	75,669,235

#### 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
Sitil Management Pty Ltd ACN 001 495 361	Parent company of substantial holder

## 6. Addresses

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

Name	Address
A. P. Eagers Limited	5 Edmund Street, Newstead Qld 4000
WFM Motors Pty Ltd, NGP Investments (No 2) Pty Ltd, NGP Investments (No 1) Pty Ltd, Sital Management Pty Ltd and N G Politis	10 Neild Avenue, Rushcutters Bay NSW 2011

## Signature

print name Daniel Thomas Ryan

capacity Director

sign here



date 07/02/2017

### 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:  
(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  
(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.

