



Sixth Supplementary Bidder's Statement

in relation to the Offer by

A.P. Eagers Limited

ABN 87 009 680 013

to purchase all of your ordinary shares in

Automotive Holdings Group Limited

ABN 35 111 470 038

for **1 APE Share for every 3.6 AHG Shares that you own.**

The AHG Board unanimously recommends that you **accept** the Offer, in the absence of a superior proposal, and that you should **accept** the Offer once AP Eagers waives the no Material Adverse Change Bid Condition.

The Offer will close at 7.00pm (Sydney time) on 16 September 2019, unless extended or withdrawn.

This document is important and requires your immediate attention.

If you are in any doubt about how to deal with this document or the Offer, you should contact your legal, financial or other professional adviser as soon as possible.

Sixth Supplementary Bidder's Statement

1 Introduction and important notices

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**). It is the sixth supplementary bidder's statement (**Sixth Supplementary Bidder's Statement**) issued by A.P. Eagers Limited ACN 009 680 013 (**AP Eagers**) in relation to its off-market takeover bid for all the ordinary shares in Automotive Holdings Group Limited ACN 111 470 038 (**AHG**) that AP Eagers does not already own.

This Sixth Supplementary Bidder's Statement supplements, and should be read together with, AP Eagers' bidder's statement dated 5 April 2019 (**Original Bidder's Statement**), first supplementary bidder's statement dated 26 April 2019 (**First Supplementary Bidder's Statement**), second supplementary bidder's statement date 1 May 2019 (**Second Supplementary Bidder's Statement**), third supplementary bidder's statement dated 8 May 2019 (**Third Supplementary Bidder's Statement**), fourth supplementary bidder's statement dated 15 May 2019 (**Fourth Supplementary Bidder's Statement**) and fifth supplementary bidder's statement dated 26 June 2019 (**Fifth Supplementary Bidder's Statement**). In this Sixth Supplementary Bidder's Statement all references to the Original Bidder's Statement are references to the Original Bidder's Statement as amended and supplemented by the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement, the Third Supplementary Bidder's Statement, the Fourth Supplementary Bidder's Statement and the Fifth Supplementary Bidder's Statement and the notice of variation dated 8 May 2019. This Sixth Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Original Bidder's Statement, the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement, the Third Supplementary Bidder's Statement, the Fourth Supplementary Bidder's Statement and the Fifth Supplementary Bidder's Statement. Unless the context requires otherwise or separately defined in this Sixth Supplementary Bidder's Statement, terms defined in the Original Bidder's Statement have the same meaning in this Sixth Supplementary Bidder's Statement.

A copy of this Sixth Supplementary Bidder's Statement was lodged with ASIC on 5 July 2019. Neither ASIC nor any of its officers takes any responsibility for the content of this Sixth Supplementary Bidder's Statement.

2 Proposal to undertake to divest of Kloster Motor Group

Attached, in annexure A, is the ASX announcement, released on 5 July 2019 regarding AP Eagers' proposal to divest of the Kloster Motor Group (Klosters) business pursuant to an undertaking it is proposing to offer the ACCC under section 87B of the CCA. Whilst AP Eagers does not consider that its merger with AHG would have the effect, or be likely to have the effect, of substantially lessening competition in any market, it has proposed to enter into the undertaking in order to assist in securing a *merger authorisation* from the ACCC. The proposed undertaking remains subject to the ACCC's acceptance, following a period of market consultation.

It is anticipated that the terms of the proposed undertaking will be published by the ACCC on its website at www.accc.gov.au/public-registers/mergers-registers/merger-authorisations-register/ap-eagers-limited-proposed-acquisition-of-automotive-holdings-group-limited.

Further information regarding the *merger authorisation* process is set out in section 13.8 of the Original Bidder's Statement.

3 Further information

AHG Shareholders who have any questions in relation to the Offer should contact their legal, financial or other professional adviser or call the AP Eagers Offer information line on 1300 560 339 (or +61 2 8011 0354 for overseas domiciled holders) between 9.00am and 5.00pm (Sydney time) Monday to Friday.

4 Approval of Sixth Supplementary Bidder's Statement

This Sixth Supplementary Bidder's Statement has been approved by a unanimous resolution passed by the Directors of AP Eagers.

Dated 5 July 2019

Signed for and on behalf of

A.P. Eagers Limited

by



Tim Crommelin

Chairman

Annexure A

ASX announcement 5 July 2019



5 July 2019

Market Announcements Office
ASX Limited

Proposal to divest Kloster Motor Group to assist in securing ACCC authorisation for merger with AHG

AP Eagers Limited (ASX: APE) has offered to divest Kloster Motor Group (“Klosters”) to assist in securing regulatory authorisation for AP Eagers’ proposed merger with Automotive Holdings Group Limited (“AHG”).

The offer to divest Klosters is to satisfy an undertaking AP Eagers is proposing to provide to the ACCC, which will remain subject to the regulator’s acceptance following public consultation.

Klosters is an 85-year-old automotive retailer based in the Newcastle and Hunter Valley region and has been owned by AP Eagers since 2007. The business employs 410 people and generates approximately \$420 million in annual revenue.

Klosters has a diverse portfolio of nine major vehicle brands (BMW, Ford, Honda, Hyundai, MINI, Mitsubishi, Nissan, Suzuki and Volkswagen), operating dealerships in Newcastle (under Kloster Motor Group), Cardiff (under Cardiff Motor Group) and Maitland (under Highway Group).

Whilst AP Eagers believes its merger with AHG will not substantially lessen competition in any market, it will offer the proposed undertaking to divest its dealerships in Newcastle and the Hunter Valley to address the regulator’s preliminary concerns so it can proceed with the merger in a timely manner.

AP Eagers has entered into a Heads of Agreement with the Tony White Group (“TWG”) for the sale of Klosters at an estimated sale price of \$54 million for net assets and goodwill.

TWG, owned by Anthony White, is a progressive organisation that continuously strives for industry best practice while maintaining focus on customer satisfaction.

AP Eagers CEO Martin Ward said: *“Klosters has an established reputation locally for the highest standards of customer service built on integrity, credibility and quality. We believe TWG represents an excellent fit with Klosters and our staff who are the foundation of this iconic business in the Newcastle and Hunter Valley region.”*

The sale of Klosters is expected to complete in November 2019, subject to satisfactory due diligence, completion of formal transaction documentation, manufacturer approval and ACCC authorisation of the AHG merger.

AP Eagers will continue to work closely with the ACCC to finalise the undertaking and complete the merger authorisation process.

ENDS

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