

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

| | |
|----------------|----------------------|
| Name of entity | A. P. Eagers Limited |
| ABN | 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.

| | |
|---------------------|--------------------|
| Name of Director | Martin Andrew Ward |
| Date of last notice | 28 February 2014 |

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.

| | |
|---|---|
| Direct or indirect interest | Direct and Indirect |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Four Leaf Retirement Pty Ltd is the registered holder of ordinary shares in A. P. Eagers Limited. Mr Ward is the sole director and controlling shareholder of Four Leaf Retirement Pty Ltd. |
| Date of change | Performance rights and options were granted on 4 July 2014 |
| No. of securities held prior to change | 2,854,170 ordinary shares 3,655,775 options 105,140 performance rights |
| Class | As described above |
| Number acquired | 2,203,985 options 455,868 performance rights |
| Number disposed | Nil |

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

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| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil consideration. Options and performance rights were granted to Mr Ward in accordance with shareholder approval obtained at annual general meeting on 21 May 2014 and the terms of the A.P. Eagers Limited Executive Incentive Plan Rules |
| No. of securities held after change | 2,854,170 ordinary shares 5,859,760 options 561,008 performance rights |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Options and performance rights were granted to Mr Ward in accordance with shareholder approval obtained at annual general meeting on 21 May 2014 and the terms of the A.P. Eagers Limited Executive Incentive Plan Rules |

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.

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| Detail of contract | |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | |
| Interest after change | |

Part 3 – +Closed period

+ See chapter 19 for defined terms.

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

⁺ See chapter 19 for defined terms.