

6 September 2019

**BY ELECTRONIC LODGEMENT**

Market Announcements Office  
ASX Limited  
Level 4, 20 Bridge Street  
Sydney NSW 2000

Dear Sir or Madam

**Appendix 3Y – Vesting and exercise of John McConnell's FY2018 STI Performance Rights and initiation of acceptance of the resulting shares into AP Eagers' takeover offer**

Attached is an Appendix 3Y which reflects:

- the vesting and exercise by John McConnell of 135,320 FY2018 STI Performance Rights (as announced in AHG's Appendix 3B lodged on 30 August 2019);
- the issue of 135,320 fully paid ordinary shares in AHG to John McConnell in respect of those exercised FY2018 STI Performance Rights (Resulting Shares); and
- the initiation by John McConnell of the acceptance of the Resulting Shares into AP Eagers' takeover offer.

Yours faithfully

A handwritten signature in purple ink, appearing to read 'David Rowland', is positioned above the printed name and title.

**David Rowland**  
Company Secretary  
Automotive Holdings Group Limited

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Company Secretary  
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# 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 Automotive Holdings Group Limited
ABN 35 111 470 038

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	John Patrick McConnell
Date of last notice	23/08/2019

### 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	Indirect (in respect of shares) Direct (in respect of performance rights)
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	AHG shares held in the name of Bond Street Custodians Limited
Date of change	30/08/2019
No. of securities held prior to change	135,320 FY2018 STI Performance Rights
Class	FY2018 STI Performance Rights (over fully paid ordinary shares)
Number acquired	135,320 fully paid ordinary shares

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

Number disposed	135,320 FY2018 STI Performance Rights (vested and exercised)  135,320 fully paid ordinary shares ( <b>Resulting AHG Shares</b> ) issued on vesting and exercise of 135,320 FY2018 STI Performance Rights, and subsequently accepted into takeover offer from A.P. Eagers Limited dated 23 April 2019 ( <b>Offer</b> )
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	In respect of FY2018 STI Performance Rights: Nil, conversion into Resulting AHG Shares  In respect of Resulting AHG Shares: 37,589 shares in A.P. Eagers Limited (based on offer price of 1 fully paid ordinary share in A.P. Eagers Limited for every 3.6 fully paid ordinary shares in AHG), pursuant to the Offer
No. of securities held after change	Nil
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<ul style="list-style-type: none"> <li>• Issue of fully paid ordinary shares resulting from exercise of 135,320 vested FY2018 STI Performance Rights.</li> <li>• Acceptance of the Offer in respect of all of those Resulting AHG Shares.</li> </ul>

## Part 2 – Change of director's interests in contracts

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.

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	-
Interest acquired	-
Interest disposed	-

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<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**

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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?	-
If prior written clearance was provided, on what date was this provided?	-

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