

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme A. P. Eagers Limited

ACN/ARSN 009 680 013

This notice is given by W F M Motors Pty Ltd ACN 001 632 837 on behalf of itself, each of N G P Investments (No 2) Pty Ltd ACN 001 495 343, N G P Investments (No 1) Pty Ltd ACN 001 495 352 and Nicholas George Politis, and each subsidiary of W F M Motors Pty Ltd, namely City Motor Holdings Pty Ltd, Norcal Pty Ltd, Eagle Autos Pty Ltd, BSM Investments Pty Ltd, CFM Holdings (UK) Ltd, New City Investments Ltd, West Centre Motors Pty Ltd, Valley Autos Pty Ltd and National Centre Automotive Pty Ltd

1. Details of substantial holder (1)

Name W F M Motors Pty Ltd

ACN/ARSN (if applicable) 001 632 837

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

See Annexure 'A'

The previous notice was given to the company on

11/7/12

The previous notice was dated

11/7/12

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	59,795,945	35.7502%	62,817,353	36.8028%

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
	See Annexure "A"				

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
Nicholas George Politis	Nicholas George Politis	Nicholas George Politis	Registered holder	ORD 5,736	5,736
Nicholas George Politis	W F M Motors Pty Ltd	W F M Motors Pty Ltd	Pursuant to section 608(3) Corporations Act	ORD 62,811,617	62,811,617
N G P Investments (No 2) Pty Ltd	W F M Motors Pty Ltd	W F M Motors Pty Ltd	Pursuant to section 608(3) Corporations Act	ORD 62,811,617	62,811,617
N G P Investments (No 1) Pty Ltd	W F M Motors Pty Ltd	W F M Motors Pty Ltd	Pursuant to section 608(3) Corporations Act	ORD 62,811,617	62,811,617
W F M Motors Pty Ltd	W F M Motors Pty Ltd	W F M Motors Pty Ltd	Registered holder	ORD 62,811,617	62,811,617

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
Denis Alan Aitken	Not an associate of W F M under section 12(2)(b) or 12(2)(c) Corporations Act

6. Addresses

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

Name	Address
Nicholas George Politis	10 Neild Avenue, Rushcutters Bay NSW 2011
W F M Motors Pty Ltd & its subsidiaries	10 Neild Avenue, Rushcutters Bay NSW 2011
N G P Investments (No 2) Pty Ltd	10 Neild Avenue, Rushcutters Bay NSW 2011
N G P Investments (No 1) Pty Ltd	10 Neild Avenue, Rushcutters Bay NSW 2011

Signature

print name Nicholas George Politis

capacity Director

sign here

date 16/10/12

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:
 - (a) 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
 - (b) 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.

"A"

This is annexure "A" of 1 page referred to in the Form 604 Notice of change of interests of substantial holder signed by me in respect of A. P. Eagers Limited ACN 009 680 013.

DATED:

16/10/12

SIGNED:

NAME: Nicholas George Politis

CAPACITY: Director

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
16/7/12	WFM Motors Pty Ltd	Acquisition	\$3,550,000	ORD 1,000,000	1,000,000
20/7/12	WFM Motors Pty Ltd	Acquisition	\$1,597,500	ORD 450,000	450,000
31/8/12	WFM Motors Pty Ltd	Acquisition	\$4,817	ORD 1,295	1,295
3/9/12	WFM Motors Pty Ltd	Acquisition	\$44,468	ORD 11,895	11,895
4/9/12	WFM Motors Pty Ltd	Acquisition	\$83,750	ORD 22,393	22,393
5/9/12	WFM Motors Pty Ltd	Acquisition	\$10,845	ORD 2,854	2,854
6/9/12	WFM Motors Pty Ltd	Acquisition	\$12,401	ORD 3,221	3,221
12/9/12	WFM Motors Pty Ltd	Acquisition	\$118,718	ORD 31,658	31,658
17/9/12	WFM Motors Pty Ltd	Acquisition	\$245,045	ORD 63,319	63,319
26/9/12	WFM Motors Pty Ltd	Acquisition	\$20,935	ORD 5,658	5,658
27/9/12	WFM Motors Pty Ltd	Acquisition	\$16,717	ORD 4,342	4,342
1/10/12	WFM Motors Pty Ltd	Acquisition	\$27,789	ORD 7,313	7,313
2/10/12	WFM Motors Pty Ltd	Acquisition	\$675,211	ORD 177,687	177,687
5/10/12	WFM Motors Pty Ltd	Acquisition	\$156,051	ORD 42,176	42,176
5/10/12	WFM Motors Pty Ltd	A.P. Eagers Limited issued 1,207,501 ordinary shares to WFM Motors Pty Ltd pursuant to the company's dividend reinvestment plan	\$4,289,044	ORD 1,207,501	1,207,501
5/10/12	Nicholas George Politis	A.P. Eagers Limited issued 111 ordinary shares to Mr Politis pursuant to the company's dividend reinvestment plan	\$394	ORD 111	111