



Announcement Summary

Entity name

EAGERS AUTOMOTIVE LIMITED

Announcement Type

New announcement

Date of this announcement

1/10/2025

The Proposed issue is:

An accelerated offer

A placement or other type of issue

Total number of +securities proposed to be issued for an accelerated offer

ASX +security code	+Security description	Maximum Number of +securities to be issued
APE	ORDINARY FULLY PAID	21,506,178

Trading resumes on an ex-entitlement basis (ex date)

3/10/2025

+Record date

3/10/2025

Offer closing date for retail +security holders

27/10/2025

Issue date for retail +security holders

3/11/2025

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
APE	ORDINARY FULLY PAID	2,777,778

Proposed +issue date

14/10/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

EAGERS AUTOMOTIVE LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

009680013

1.3 ASX issuer code

APE

1.4 The announcement is

New announcement

1.5 Date of this announcement

1/10/2025

1.6 The Proposed issue is:

An accelerated offer

A placement or other type of issue

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

APE : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

APE : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

Yes

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

12

What will be done with fractional entitlements?

Maximum number of +securities proposed to be issued (subject to

**rounding)**

Fractions rounded up to the next whole number 21,506,178

Offer price details for retail security holders**Has the offer price for the retail offer been determined?**

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 21.00000

Offer price details for institutional security holders**Has the offer price for the institutional offer been determined?**

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the institutional offer?

AUD 21.00000

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

Describe the limits on over-subscription

Eligible retail shareholders who take up their full entitlement to new shares under the retail entitlement offer may also apply for additional new shares under the top-up facility, up to the value of 50% of their entitlement, subject to a cap per shareholder of \$100,000 and compliance with applicable laws.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

If eligible retail shareholders apply for more additional new shares than available under the top-up facility, the Company and the underwriters will scale back applications for additional new shares as they agree in their absolute discretion.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 3D - Timetable

3D.1a First day of trading halt

1/10/2025

3D.1b Announcement date of accelerated offer

1/10/2025



3D.2 Trading resumes on an ex-entitlement basis (ex date)

3/10/2025

3D.5 Date offer will be made to eligible institutional +security holders

1/10/2025

3D.6 Application closing date for institutional +security holders

2/10/2025

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

3/10/2025

3D.9 +Record date

3/10/2025

3D.10a Settlement date of new +securities issued under institutional entitlement offer

13/10/2025

3D.10b +Issue date for institutional +security holders

14/10/2025

3D.10c Normal trading of new +securities issued under institutional entitlement offer

14/10/2025

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

8/10/2025

3D.12 Offer closing date for retail +security holders

27/10/2025

3D.13 Last day to extend retail offer close date

22/10/2025

3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer

3/11/2025

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

**3E.1a Who is the lead manager/broker?**

Barrenjoey Markets Pty Limited and Morgans Corporate Limited

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Management & selling fee (ex GST): 0.55% of Institutional Offer Proceeds and the underwritten Retail Offer proceeds, and 0.275 % of the amount of the acceptance commitment by Eagers' director Nicholas Politis and certain entities associated with him (NGP Commitment)).

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Barrenjoey Markets Pty Limited and Morgans Corporate Limited

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The Entitlement offer is underwritten except for the shares which are the subject of the NGP Commitment (being approximately \$128 million) (which are not underwritten).

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

Underwriting fee: 2.20% of Institutional Offer proceeds and the underwritten Retail Offer proceeds (excluding the NGP Commitment proceeds).

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to slides 53 and 54 of the ASX Investor Presentation released by the Company on the same date as this Appendix 3B

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

N G P Investments (No 2) Pty Ltd, an entity controlled by Nicholas Politis (a Non-Executive Director of Eagers)

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

\$9,999,990.00

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

No fee, commission or other consideration is payable to N G P Investments (No 2) Pty Ltd for acting as sub-underwriter. N G P Investments (No 2) Pty Ltd's sub-underwriting is conditional on the underwriting agreement with the underwriters not being terminated.

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Standard fees and costs including share registry and analytics, external advisers and administrative fees

Part 3F - Further Information**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

The Offer is being undertaken to fund part of the consideration for the acquisition of a 65% equity interest in CanadaOne Auto.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No



3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Retail: Countries other than Aus and NZ

Institutional: Countries other than Aus, NZ, Canada (BC, ON and AB only), Hong Kong, Singapore, UK, UAE (excl. financial centres) and US and other jurisdictions as agreed between the underwriters and Eagers

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Further details will be included in the retail offer booklet to be dispatched for the retail entitlement offer.

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://www.eagersautomotive.com.au/asx-announcements/>

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

APE : ORDINARY FULLY PAID

Number of +securities proposed to be issued

2,777,778

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 18.00000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

14/10/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

2,777,778 ordinary shares

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
No

7E.2 Is the proposed issue to be underwritten?
No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Standard fees and costs including share registry and analytics, external advisers and administrative fees

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The placement proceeds will fund part of the consideration for the acquisition of a 65% equity interest in CanadaOne Auto.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?
No

7F.2 Any other information the entity wishes to provide about the proposed issue

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:



The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)