

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Eagers Automotive Limited

ACN/ARSN ACN 009 680 013

This notice is given by W F M Motors Pty Ltd ACN 001 632 837 on behalf of itself, each of NGP Investments (No 2) Pty Ltd ACN 001 495 343 , NGP Investments (No 1) Pty Ltd ACN 001 495 352, Sitol Management Pty Ltd ACN 001 495 361 and each of their subsidiaries, including City Motor Holdings Pty. Limited, Norcal Pty Ltd, Eagle Autos Pty Ltd, West Centre Motors Pty Ltd, Valley Autos Pty Ltd and National Centre Automotive Pty Ltd, and Nicholas George Politis (**N G Politis**)

1. Details of substantial holder (1)

Name W F M Motors Pty Ltd, NGP Investments (No 2) Pty Ltd, NGP Investments (No 1) Pty Ltd, Sitol Management Pty Ltd and N G Politis

ACN/ARSN (if applicable) Refer above

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

See item 3 below

The previous notice was given to the company on 23/09/2019

The previous notice was dated 23/09/2019

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)
Fully paid ordinary shares (ORD)	69,536,516	27.7852%	72,469,048	28.0145%

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
17/03/2020	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$1,020,200.00	ORD 200,000	200,000
04/09/2020	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$1,514,180.85	ORD 168,805	168,805
24/02/2021	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$1,237,660.00	ORD 100,000	100,000
31/03/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$142,141.00	ORD 10,000	10,000
01/04/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$138,866.00	ORD 10,000	10,000
04/04/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$140,331.00	ORD 10,000	10,000
05/04/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$141,680.00	ORD 10,000	10,000
06/04/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$138,878.00	ORD 10,000	10,000
07/04/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$135,305.00	ORD 10,000	10,000
08/04/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$133,396.00	ORD 10,000	10,000
11/04/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$133,203.00	ORD 10,000	10,000
12/04/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$132,449.00	ORD 10,000	10,000
13/04/2022	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sitol Management Pty Ltd; N G Politis	Acquisition	\$132,358.00	ORD 10,000	10,000

29/02/2024	W F M Motors Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd; Sital Management Pty Ltd; N G Politis	Change in relevant interest as a consequence of ordinary shares issued to NGP Investments (No 2) Pty Ltd as part consideration for APE's acquisition of a portfolio of dealerships and properties located across Melbourne and the Mornington region of Victoria. The acquisition was approved at APE's General Meeting of shareholders held on 30 January 2024. The acquisition completed on 29 February 2024.	The total securities are valued at \$25 million, with the number of securities determined by reference to the VWAP traded on the ASX over the 20 trading days prior to the announcement of the acquisition on 10 October 2023.	ORD 1,783,727	1,783,727
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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
N G Politis	N G Politis	N G Politis	Pursuant to section 608(1)(a) <i>Corporations Act 2001</i> (Cth) (Corporations Act) as registered holder of the ordinary shares	ORD 5,914	5,914
NGP Investments (No 2) Pty Ltd	NGP Investments (No 2) Pty Ltd	NGP Investments (No 2) Pty Ltd	Pursuant to section 608(1)(a) <i>Corporations Act</i> as registered holder of the ordinary shares	ORD 1,910,097	1,910,097
N G Politis; Sital Management Pty Ltd; NGP Investments (No 1) Pty Ltd, W F M Motors Pty Ltd	NGP Investments (No 2) Pty Ltd	NGP Investments (No 2) Pty Ltd	Pursuant to section 608(3) <i>Corporations Act</i>	ORD 1,910,097	1,910,097
W F M Motors Pty Ltd	W F M Motors Pty Ltd	W F M Motors Pty Ltd	Pursuant to section 608(1)(a) <i>Corporations Act</i> as registered holder of the ordinary shares	ORD 70,553,037	70,553,037
N G Politis; Sital Management Pty Ltd; NGP Investments (No 1) Pty Ltd; NGP Investments (No 2) Pty Ltd	W F M Motors Pty Ltd	W F M Motors Pty Ltd	Pursuant to section 608(3) <i>Corporations Act</i>	ORD 70,553,037	70,553,037

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

6. Addresses

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

Name	Address
N G Politis	10 Neild Avenue, Darlinghurst, New South Wales 2010
Sital Management Pty Ltd, NGP Investments (No 1) Pty Ltd, NGP Investments (No 2) Pty Ltd, W F M Motors Pty Ltd and each of their subsidiaries	10 Neild Avenue, Darlinghurst, New South Wales 2010

Signature

print name Daniel Thomas Ryan

capacity Director

sign here

date 29/02/2024

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.
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