

# Appendix 3D

## Changes relating to buy-back (*except* minimum holding buy-back)

*Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
A.P. Eagers Limited	87 009 680 013

We (the entity) give ASX the following information.

1 Date that an Appendix 3C or the last Appendix 3D was given to ASX	23 March 2009
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### Information about the change

*Complete each item for which there has been a change and items 9 and 10.*

<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
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#### On-market buy-back

2 Name of broker who will act on the company's behalf	ABN AMRO Morgans Limited	RBS Morgans Limited
3 Deleted 30/9/2001.		
4 If the company/trust intends to buy back a maximum number of shares/units – that number  <small>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</small>		

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

**Appendix 3D**  
**Changes relating to buy-back**

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	<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
5	If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back	Up to a maximum of 2,902,302 shares
6	If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	Up to a maximum of 2,428,943 shares
7	If the company/trust intends to buy back shares/units if conditions are met – those conditions	12 months commencing 6 April 2009
		12 months commencing 6 April 2010

**All buy-backs**

8	Any other change	
9	Reason for change	The term of the buy-back expires 5 April 2010. The Company intends to extend the term of the buy-back until 5 April 2011.

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

- 10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)

N/A

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:

*Denis Stark*  
(Company secretary)

Date: 18 March 2010

Print name:

Denis Stark

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



# Notice of intention to carry out a share buy-back

Related forms:

280 Notification of share buy-back details

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

## Company details

Company name

A P Eagers Limited

ACN/ ABN

009 680 013

## Lodgement details

**Who should ASIC contact if there is a query about this form?**

Firm/organisation

Herbert Geer

Contact name/position description

Paul Gregory (Our Ref: PAG:617659)

ASIC registered agent number (if applicable)

1702

Telephone number

07 3853 8888

Postal address

GPO Box 380, Brisbane, Queensland 4001

## 1 Type of share buy-back

For guidance on when a Form 281 needs to be lodged, see the BUY-BACK PROCEDURE table on page 2.

Tick the box for the type of share buy-back and provide the dates as requested.

The 10/12 limit is 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the company.

<input type="checkbox"/>	<b>Employee share scheme buy-back</b> (within 10/12 limit)	Proposed date for buy-back agreement to be entered into [ ] [ ] / [ ] [ ] / [ ] [ ] [D] [D] [M] [M] [Y] [Y]
<input type="checkbox"/>	<b>Employee share scheme buy-back</b> (over 10/12 limit)	Proposed date for buy-back agreement to be entered into [ ] [ ] / [ ] [ ] / [ ] [ ] [D] [D] [M] [M] [Y] [Y] <b>AND</b> Proposed date for passing the resolution to approve the buy-back [ ] [ ] / [ ] [ ] / [ ] [ ] [D] [D] [M] [M] [Y] [Y]
<input checked="" type="checkbox"/>	<b>On-market buy-back</b> (within 10/12 limit)	Period of buy-back From [0] [6] / [0] [4] / [1] [0] to [0] [5] / [0] [4] / [1] [1] [D] [D] [M] [M] [Y] [Y] [D] [D] [M] [M] [Y] [Y]
<input type="checkbox"/>	<b>On-market buy-back</b> (over 10/12 limit)	Period of buy-back From [ ] [ ] / [ ] [ ] / [ ] [ ] to [ ] [ ] / [ ] [ ] / [ ] [ ] [D] [D] [M] [M] [Y] [Y] <b>AND</b> Proposed date for passing the resolution to approve the buy-back [ ] [ ] / [ ] [ ] / [ ] [ ] [D] [D] [M] [M] [Y] [Y]
<input type="checkbox"/>	<b>Equal access scheme buy-back</b> (within 10/12 limit)	Proposed date for buy-back agreement to be entered into [ ] [ ] / [ ] [ ] / [ ] [ ] [D] [D] [M] [M] [Y] [Y]

# 1 Continued... Type of share buy-back

<input type="checkbox"/> <b>Equal access scheme buy-back</b> (over 10/12 limit)	Proposed date for buy-back agreement to be entered into <input type="text"/> / <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D] [D] [M] [M] [Y] [Y]	<b>AND</b>	Proposed date for passing the resolution to approve the buy-back <input type="text"/> / <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D] [D] [M] [M] [Y] [Y]
<input type="checkbox"/> <b>Selective buy-back</b>	Proposed date for buy-back agreement to be entered into <input type="text"/> / <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D] [D] [M] [M] [Y] [Y]	<b>AND</b>	Proposed date for passing the resolution to approve the buy-back <input type="text"/> / <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D] [D] [M] [M] [Y] [Y]

## Signature

This form must be signed by a director or secretary.

Name

Capacity  
 Director  
 Secretary

Signature

Date signed  
  /   /    
 [D] [D] [M] [M] [Y] [Y]

## Lodgement

Send completed and signed forms to:  
 Australian Securities and Investments Commission,  
 PO Box 4000, Gippsland Mail Centre VIC 3841.

### For help or more information

Telephone 03 5177 3988  
 Email [info.enquiries@asic.gov.au](mailto:info.enquiries@asic.gov.au)  
 Web [www.asic.gov.au](http://www.asic.gov.au)

## BUY-BACK PROCEDURE

The following table specifies the steps required for, and the sections (and forms) that apply to, the different types of buy-back.

Procedures (and sections applied)	Minimum holding	Employee share scheme buy-back		On-market buy-back		Equal access scheme buy-back		Selective buy-back
		within 10/12 limit	over 10/12 limit	within 10/12 limit	over 10/12 limit	within 10/12 limit	over 10/12 limit	
Ordinary resolutions (s257C)			YES		YES		YES	
Special/unanimous resolutions (s257D)								YES
Lodge offer documents with ASIC (s257E)						YES	YES	YES
14 days notice (s257F)		YES	YES	YES	YES	YES	YES	YES
Disclose relevant information when offer made (s257G)						YES	YES	YES
Cancel shares (s257H)	YES	YES	YES	YES	YES	YES	YES	YES
Notify cancellation to ASIC on Form 484 (s254Y)	YES	YES	YES	YES	YES	YES	YES	YES
Lodge Form 280 with ASIC	NO	NO	YES	NO	YES	YES	YES	YES
Lodge Form 281 with ASIC	NO	YES	See Note 1	YES	See Note 1	See Note 1 & 2	See Note 1 & 2	See Note 1 & 2

**NOTE 1** The company should lodge a Form 281 if it intends to give short (less than 14 days) notice of a meeting to approve the buy-back and lodge the notice of meeting (with a Form 280) less than 14 days before the relevant date.

**NOTE 2** The company should lodge a Form 281 if it lodges the documents referred to in s257E less than 14 days before the relevant date.

### Relevant dates and lodgement periods

- If the buy-back agreement is conditional on the passing of a resolution – the relevant date is date the resolution is passed.
- If the buy-back is not conditional on the passing of a resolution – the relevant date is the date the agreement is entered into (s257F).
- If a resolution is to be passed by way of a circular to all members that complies with s249A, an estimated last date for signing the circular should be used.

The Form 281 must be lodged at least 14 days before the relevant date.