

Acquisition of Automotive Holdings Group Limited by AP Eagers Limited

MERGER AUTHORISATION APPLICATION

Supplementary Statement

7 May 2019

On 29 April 2019, AP Eagers lodged a valid merger authorisation application (the **Application**) in relation to its proposed acquisition of all of the ordinary shares in Automotive Holdings Group Limited (**AHG**) that it does not already own by way of an off-market takeover (the **Proposed Transaction**).

Subsequently, on 30 April 2019, AP Eagers completed its acquisition of the 'Adelaide BMW' and 'Adelaide Mini' dealerships located at 31-40 West Terrace, Adelaide, South Australia 5000.

As there is no overlap between AP Eagers and AHG in Adelaide this acquisition does not affect the assessment of the Proposed Transaction. However, it means that some of the information provided in the Application is required to be updated.

AP Eagers therefore provides an updated list of its dealerships (**Annex 4.01**) and also updates the following statements in its merger authorisation application:

- **Question 1 – Table 2: AP Eagers and AHG information (page 10):** 'In total, AP Eagers represents 26 car brands and 10 truck/bus brands, which operate from 110 new car dealerships and 33 new truck and bus vehicle dealerships in Queensland, Northern Territory, New South Wales, Victoria, Tasmania and South Australia.'
- **Question 2.3 – 'Greater brand and operational diversification' (page 14):** 'The merged entity is expected to have approximately 231 new car dealerships and 68 new truck and bus dealerships in Australia as well as 13 new car dealerships in New Zealand, representing 33 car brands and 12 truck brands.'
- **Question 4 –(page 16):** 'In total, AP Eagers has 110 car dealerships and 33 truck and bus dealerships under 107 car dealer agreements and 14 truck and bus dealership agreements.'
- **Question 4 – Table 6: Summary of AP Eagers' and AHG's new vehicle dealerships in Australia (page 21)**

Table 6: Summary of AP Eagers' and AHG's new vehicle dealerships in Australia

| Region | AP Eagers | AHG* |
|--------------------|------------|------------|
| New South Wales | 27 | 49 |
| Victoria | 13 | 31 |
| Tasmania | 20 | 0 |
| Queensland | 50 | 31 |
| South Australia | 31 | 0 |
| Northern Territory | 2 | 0 |
| Western Australia | 0 | 45 |
| Australia | 143 | 156 |

*The information provided in respect of AHG is AP Eagers' knowledge based on publicly available information and should therefore be confirmed.

- **Question 4 – Table 7: Summary of AP Eagers' and AHG's new car dealerships in Australia (page 22):**

Table 7: Summary of AP Eagers' and AHG's new car dealerships in Australia

| Region | AP Eagers | AHG* |
|---------------------------|------------------|-------------|
| New South Wales | 20 | 40 |
| Victoria | 4 | 27 |
| Tasmania | 12 | 0 |
| Queensland | 47 | 19 |
| South Australia | 25 | 0 |
| Northern Territory | 2 | 0 |
| Western Australia | 0 | 35 |
| Australia | 110 | 121 |

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