

# Notice of General Meeting 2016 and explanatory notes

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, FUND MANAGER OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IF YOU ARE RESIDENT IN THE UNITED KINGDOM OR, IF YOU RESIDE ELSEWHERE, ANOTHER APPROPRIATELY AUTHORISED FINANCIAL ADVISER.**

If you have sold or otherwise transferred all of your shares in Auto Trader Group plc, please send this document and the related Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

## Auto Trader Group plc

4th Floor  
1 Tony Wilson Place  
Manchester  
M15 4FN  
United Kingdom

## General Meeting: Thursday 29 September 2016 at 9:00am

Dear Shareholder,

### General Meeting ('GM')

We write to inform you that Auto Trader Group plc (the 'Company') will hold a GM at 9:00am on Thursday 29 September 2016 at the offices of Travers Smith LLP, 10 Snow Hill London EC1A 2AL.

The Company's Annual Report and Financial Statements for the year ended 27 March 2016, which was published on 1 July 2016, included a recommendation by the Directors of a final dividend for the year of 1.0 pence per ordinary share, subject to shareholders' approval at the Annual General Meeting (AGM) on 22 September 2016.

The Company's notice of AGM omitted to include an ordinary resolution asking shareholders to approve the final dividend. We are therefore giving notice of a GM to ask shareholders to vote on this ordinary resolution. If the resolution is approved, as set out in the Annual Report, the proposed final dividend will be paid on 30 September 2016 to shareholders who appeared on the register of members at the close of business on 2 September 2016.

The formal notice of the GM, which contains details of the business to be transacted, is set out on page 2.

### Voting

At the GM itself, voting on the proposed resolution will be conducted by a poll rather than a show of hands, in line with recommended best practice. Voting by poll is more transparent and equitable because it includes the votes of all shareholders who have cast their vote by proxy, rather than just the votes of shareholders who attend the GM.

Shareholders of the Company will be asked to consider and, if thought fit, approve the resolution set out on page 2. The result will be published on our website [about-us.autotrader.co.uk/investors](http://about-us.autotrader.co.uk/investors) and it will also be released to the London Stock Exchange.

### Website

Our corporate website [about-us.autotrader.co.uk/investors](http://about-us.autotrader.co.uk/investors) provides more information about the Company including:

- a copy of our full Annual Report and Financial Statements; and
- all the latest Auto Trader news and regulatory announcements.

### Explanatory notes

An explanation of the resolution is set out on page 2.

### Admission on the day

If possible, please arrive by 8:45am to allow sufficient time for registration and security clearance. Please bring your attendance document with you. This will be either the tear off portion of your Form of Proxy or, for those registered for electronic communications, a copy of the email you will have received will suffice.

### Action to be taken

A Form of Proxy for use by shareholders in connection with the GM will be posted to shareholders who appeared on the register of members at the close of business on 8 September 2016, being the last practicable date prior to publication of the Form of Proxy. Those holders who are registered for electronic communications will be sent an email incorporating a link to the online voting site (see below).

Electronic Proxy Appointment ('EPA') is available for the GM. EPA enables shareholders to lodge their proxy appointment by electronic means via a website provided by the Company's registrar, Capita Asset Services (the 'Registrar'), at [www.autotradershares.co.uk](http://www.autotradershares.co.uk).

CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the GM. Our CREST Issuer Agent ID is RA10.

Further information regarding the appointment of proxies and voting is set out on pages 3 and 4.

Please note that all proxy votes and appointments, whether postal or electronic, must be received by the Registrar no later than 9:00am on Tuesday 27 September 2016.

### Recommendation

The Board believes that the adoption of the resolution will promote the success of the Company and is in the best interests of the Company and its shareholders as a whole. The Board unanimously recommends that all shareholders should vote in favour of the resolution to be proposed at the GM, which is set out in the Notice of Meeting. Each of the Directors of the Company (the 'Directors') intends to vote in favour of the resolution in respect of their own beneficial holdings.

Yours sincerely,

### Sean Glithero

Company Secretary  
For and on behalf of Auto Trader Group plc  
12 September 2016

# Notice of General Meeting

**Notice is hereby given that a General Meeting ('GM') of Auto Trader Group plc (the 'Company') will be held at 9:00am on Thursday 29 September 2016 at the offices of Travers Smith LLP, 10 Snow Hill London EC1A 2AL for the purpose of considering and, if thought fit, passing the resolution set out in this notice.**

The resolution will be proposed as an ordinary resolution.

## **Ordinary resolution**

- 1 To declare a final dividend of 1.0 pence per ordinary share for the year ended 27 March 2016.

By order of the Board

## **Sean Glithero**

Company Secretary  
12 September 2016

Registered Office:  
4th Floor  
1 Tony Wilson Place  
Manchester M15 4FN  
United Kingdom

Registered in England and Wales  
Registered number: 09439967

# Explanatory notes

## **Additional information about the proposed resolution**

This section contains an explanation of the resolution to be put to the GM. The resolution is an ordinary resolution, meaning it requires more than half the votes cast to be in favour of the resolution to be passed.

## **Resolution 1: Declaration of final dividend**

The Company paid an interim dividend of 0.5 pence per ordinary share in January 2016. The Board recommends a final dividend of 1.0 pence per ordinary share, bringing the total dividend for the year to 1.5 pence per ordinary share. Subject to approval by shareholders, the final dividend will be paid on 30 September 2016 to shareholders who appeared on the register of members at the close of business on 2 September 2016.

# Notes

## Availability of information

- 1 Information regarding the GM, including a copy of this notice and the information required by section 311A of the Companies Act 2006 (the '2006 Act'), is available from the Company's corporate website: [about-us.autotrader.co.uk/investors](http://about-us.autotrader.co.uk/investors)

## Proxies

- 2 As a holder of ordinary shares in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. The appointment of a proxy does not preclude you from attending the meeting and voting in person. The notification of termination of a proxy appointment should be in writing. A proxy form for use by shareholders in connection with the GM will be posted to shareholders who appeared on the register of members at the close of business on 8 September 2016 (the last practicable date prior to the publication of the proxy form).
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint someone other than the Chairman as your proxy, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one ordinary share. To appoint more than one proxy, you may photocopy the proxy form provided, or alternatively you may wish to contact the Registrar at Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or call the Shareholder helpline on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9:00am – 5:30pm, Monday to Friday excluding public holidays in England and Wales.
- 5 To direct your proxy on how to vote on each resolution, mark the appropriate box on your proxy form with an 'X'. To abstain from voting on the resolution, select the relevant 'Vote withheld' box.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

- 6 In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
- 7 Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
- 8 To appoint a proxy using a hard copy proxy form, your proxy form must be:
  - (a) completed and signed;
  - (b) sent to the Registrar at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom; and

(c) received by the Registrar, Capita, no later than 9:00am on 27 September 2016 or, in the event of an adjournment of the meeting, 9:00am on the day which is two working days before the day of such adjourned meeting.

- 9 As an alternative to completing your hard copy proxy form, you can appoint a proxy electronically at [www.autotradershares.co.uk](http://www.autotradershares.co.uk)

For an electronic proxy appointment to be valid, your appointment must be received by no later than 9:00am on 27 September 2016 or, in the event of an adjournment of the meeting, 9:00am on the day which is two working days before the day of such adjourned meeting.

- 10 If you submit more than one valid proxy appointment, the last appointment received before the latest time for the receipt of proxies will take precedence.
- 11 You may not use any electronic address provided in either this notice or your proxy form to communicate with the Company for any purposes other than those expressly stated.
- 12 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM to be held at 9:00am on 29 September 2016 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST messages must bear the ID number RA10. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to the CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita by 9:00am on 27 September 2016 or, in the event of an adjournment of the meeting, 9:00am on the day which is two working days before the day of such adjourned meeting.

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Capita is able to retrieve the message by enquiry to CREST in the manner presented by CREST. After such time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or Voting Service Provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in accordance with Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

# Notes continued

## Nominated Persons

- 13 (a) Any person to whom this notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the GM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- (b) The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 to 12 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by ordinary shareholders of the Company.

## Service of documents prohibition

- 14 Please note that unless otherwise specified, the telephone numbers, website and email addresses provided in this notice or any related documents (including the proxy form) are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's GM.

## Total voting rights

- 15 As at 8 September 2016 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 995,165,769 ordinary shares, carrying one vote each. 4,209,855 ordinary shares were held in treasury. Therefore, the total number of voting rights in the Company as at 8 September 2016 is 990,955,914.

## Membership date

- 16 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, members shall only be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name on the register of members of the Company as at close of business on 27 September 2016 or, in the case of an adjournment of the meeting, close of business on the day which is two working days before the day of such adjourned meeting. Changes to entries on the register of members after close of business on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## Members' questions

- 17 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## Poll voting

- 18 Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. This is a more transparent method of voting as members' votes are to be counted according to the number of shares held. The results will be released to the London Stock Exchange and published on the Company's corporate website [about-us.autotrader.co.uk/investors](http://about-us.autotrader.co.uk/investors)

Poll cards will be issued upon registration to those attending the meeting.

## Corporate representatives

- 19 Any corporation which is a member can appoint one or more corporate representatives who may exercise the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.

## Documents on display

- 20 Copies of the Directors' contracts of service and letters of appointment and the Company's current Memorandum and Articles of Association will be available at the registered office of the Company during normal business hours from the date of this notice until the date of the GM and at the GM from at least 15 minutes prior to the meeting until its conclusion.

## Auto Trader Group plc

4th Floor  
1 Tony Wilson Place  
Manchester  
M15 4FN  
United Kingdom

For enquiries relating to this document please email [ir@autotrader.co.uk](mailto:ir@autotrader.co.uk)