

## Result of AGM

Released : 22/09/2016 13:00

RNS Number : 5874K  
Auto Trader Group plc  
22 September 2016

### Auto Trader Group plc ("Auto Trader", the "Company")

#### Result of Annual General Meeting (AGM)

Auto Trader Group plc announces that all resolutions were approved at the Company's AGM on 22 September 2016.

Each of the resolutions was voted on by way of a poll and the result of each resolution is shown below.

The total number of shares on the register at 6pm on 20 September 2016, being those eligible to be voted on at the AGM, was 988,805,914 (excluding treasury shares).

Resolution	For*		Against		Total votes cast No. of votes	% of shares on register at 6pm 20 September 2016 %	Votes withheld*** No. of votes
	No. of votes	%**	No. of votes	%**			
1. To receive the Annual Report and Accounts of the Company for the financial year ended 27 March 2016	786,089,425	99.51%	3,876,537	0.49%	789,965,962	79.89%	48,423
2. To approve the Directors' Remuneration Report	779,343,590	98.66%	10,617,266	1.34%	789,960,856	79.89%	53,529
3. To re-elect Ed Williams as a Director	787,552,019	99.69%	2,455,797	0.31%	790,007,816	79.90%	6,569
4. To re-elect Trevor Mather as a Director	787,748,852	99.71%	2,260,290	0.29%	790,009,142	79.90%	5,243
5. To re-elect Sean Glithero as a Director	760,514,704	99.01%	7,630,979	0.99%	768,145,683	77.68%	21,868,702
6. To re-elect David Keens as a Director	788,288,086	99.78%	1,718,404	0.22%	790,006,490	79.90%	7,895
7. To re-elect Jill Easterbrook as a Director	787,603,882	99.70%	2,402,608	0.30%	790,006,490	79.90%	7,895
8. To elect Jeni Mundy as a Director	789,993,905	100.00%	13,285	0.00%	790,007,190	79.90%	6,569
9. To appoint KPMG LLP as auditors of the Company	789,653,843	99.97%	237,766	0.03%	789,891,609	79.88%	122,776
10. To authorise the Board to determine the auditors' remuneration	789,925,065	100.00%	37,117	0.00%	789,962,182	79.89%	52,203
11. To authorise the Directors to allot shares	735,244,187	93.24%	53,314,879	6.76%	788,559,066	79.75%	1,455,319
12. To authorise the partial disapplication of pre-emption rights****	787,211,364	99.66%	2,678,919	0.34%	789,890,283	79.88%	124,102
13. To authorise the partial disapplication of pre-emption rights in connection with an acquisition or investment****	723,274,139	91.88%	63,952,971	8.12%	787,227,110	79.61%	2,787,275
14. To authorise the Company to purchase its own shares****	776,440,594	98.29%	13,532,757	1.71%	789,973,351	79.89%	41,034
15. To authorise the Company to call general meetings on not less than 14 clear days' notice****	750,776,045	95.03%	39,233,095	4.97%	790,009,140	79.90%	5,243

#### NOTES:

\* The "For" votes include those giving the Chairman discretion.

\*\* Votes "For" and "Against" are expressed as a percentage of votes received.

\*\*\*A vote "withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" the resolution.

\*\*\*\*Denotes Special Resolutions.

As previously announced, the Company commenced a rolling programme of share buy-backs on 15 June 2016 and, in reliance on the approval of Resolution 14 at today's AGM, the Company announces that it intends to continue with the share buy-back programme, the purpose of which is to reduce its share capital. The Company's shareholders have generally authorised the Company to make market purchases of up to 99,905,974 of its ordinary shares, which represents 10% of its ordinary shares (excluding treasury shares), subject to minimum and maximum price restrictions. The share buy-back programme will continue under the authority granted by the Company's shareholders at today's AGM on an ongoing basis until the expiry of the authority at the conclusion of the Company's 2017 AGM. The share buy-back programme will be conducted in accordance with the Company's general authority to repurchase shares, Chapter 12 of the UKLA Listing Rules and relevant conditions for trading, restrictions regarding time and volume, disclosure and reporting obligations, and price conditions.

The full text of the resolutions can be found in the Notice of Annual of General Meeting, which is available for inspection at the National Storage Mechanism <http://www.hemscott.com/nsm.do> and also on the Company's website at <http://about-us.autotrader.co.uk/investors>

A copy of the resolutions passed under special business (as defined by the listing rules of the UK Listing Authority) will shortly be submitted to the National Storage Mechanism for inspection at <http://www.hemscott.com/nsm.do>

Sean Glithero

**Company Secretary**

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