

Company number: 09439967

RESOLUTIONS
OF
AUTO TRADER GROUP PLC
(the "Company")

At an Annual General Meeting of the Company duly convened and held at 4th Floor, 1 Tony Wilson Place, Manchester, M15 4FN on 19 September 2024 at 11am, the following resolutions were duly passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

Directors' authority to allot shares

- 16 (a) To generally and unconditionally authorise the Board in accordance with section 551 of the Companies Act 2006 (the '2006 Act') to exercise all powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company ('Rights'):
- (i) up to an aggregate nominal amount of £2,988,199; and
 - (ii) comprising equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £5,977,295 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph 16(a)(i) above) in connection with an offer:
 - (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities if this is required by the rights of those securities or subject to such rights, if the Board considers it necessary; and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws or requirements of, any recognised regulatory body or stock exchange in any territory or any other matter; such authority expiring (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed or, if earlier, at the close of business on 18 December 2025, but in each case so that the Company may make offers or agreements which would or might require shares to be allotted, or Rights to be granted, after expiry of such authority and the Board may allot shares and grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- (b) That, subject to paragraph (c), all previous authorities given to the Board pursuant to section 551 of the 2006 Act be revoked by this resolution.
- (c) That paragraph (b) shall be without prejudice to the continuing authority of the Board to allot shares, or grant Rights, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

SPECIAL RESOLUTIONS

Partial disapplication of pre-emption rights

- 21 To generally authorise the Board, subject to the passing of resolution 16 in accordance with section 570 and section 573 of the 2006 Act, to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 16 and/or to

- sell ordinary shares held by the Company as treasury shares as if section 561(1) and sub-sections (1) – (6) of section 562 of the 2006 Act did not apply to the allotment. This power:
- (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed or, if earlier, at the close of business on 18 December 2025, but the Company may make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after expiry of this power and the Board may allot equity securities (or sell treasury shares) in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired;
 - (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or subject to such rights, if the Board considers it necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - (c) in the case of the authority granted under resolution 16 (a)(i), shall be limited to the allotment of equity securities for cash (or the sale of treasury shares) otherwise than pursuant to paragraph (b) above up to an aggregate nominal amount of £448,275.

Partial disapplication of pre-emption rights in connection with an acquisition or specified capital investment

- 22 To generally authorise the Board, in addition to any authority granted under resolution 21 and subject to the passing of resolution 16, in accordance with section 570 and section 573 of the 2006 Act, to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 16 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 (1) and sub sections (1) – (6) of section 562 of the 2006 Act did not apply to the allotment, such authority:
- (a) to be limited to the allotment of equity securities for cash (or the sale of treasury shares) up to an aggregate nominal amount of £448,275;
 - (b) to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
 - (c) to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 18 December 2025), but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.


Company's authority to purchase its own shares

- 23 To generally and unconditionally authorise the Company for the purpose of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693 of the 2006 Act) of its ordinary shares, subject to the following conditions:
- (a) the maximum number of ordinary shares authorised to be purchased is 89,654,939;

- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is the nominal value of an ordinary share at the time of such purchase;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange plc's Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share of the Company and the highest current independent bid for an ordinary share of the Company as derived from the London Stock Exchange Trading System;
- (d) unless previously varied, revoked or renewed, this authority shall expire at the close of the next annual general meeting of the Company after the date this resolution is passed or, if earlier, close of business on 18 December 2025;
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of this authority, and conclude such contract in whole or in part after the expiry of this authority; and
- (f) any ordinary shares purchased under this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Board to be in the best interests of shareholders at the time.

Calling of general meetings on 14 days' notice

- 24 To authorise the Company to call any general meeting of the Company (other than an AGM) on not less than 14 clear days' notice.



Claire Baty
19 September 2024