

Notice of Annual General Meeting 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 proxy form 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

Annual General Meeting – Thursday 17 September 2015 at 10.00am

Dear Shareholder

Annual General Meeting ('AGM')

We are pleased to inform you that the first AGM of Auto Trader Group plc (the 'Company') will be held at 10.00am on Thursday 17 September 2015 at the Company's registered office: 4th Floor, 1 Tony Wilson Place, Manchester M15 4FN, United Kingdom.

The formal notice of the AGM, which contains details of the business to be transacted, is set out on pages 2 and 3.

The AGM is an important day in our calendar and it is the board of the Company's (the 'Board') opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions.

Voting

At the meeting itself, voting on all the proposed resolutions will be conducted on 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 AGM.

Shareholders of the Company will be asked to consider and, if thought fit, approve resolutions in respect of the matters set out on pages 2 and 3. The results will be published on our website <http://aboutus.autotrader.co.uk/investors> and they will also be released to the London Stock Exchange.

Website

Our corporate website <http://about-us.autotrader.co.uk/investors> provides more information about the Company including:

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

Explanatory notes

An explanation of each of the resolutions is set out on pages 4 and 5.

Admission on the day

If possible, please arrive by 9.45am 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 proxy form or, for those registered for electronic communications, a copy of the email you will have received will suffice.

Action to be taken

A proxy form for use by shareholders in connection with the AGM will be posted to shareholders who appeared on the register of members at the close of business on 3 July 2015, being the last practicable date prior to publication of the proxy form. 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 AGM. 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.

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

Further information regarding the appointment of proxies and voting is set out on pages 7 and 8.

Please note that all proxy votes and appointments, whether postal or electronic, must be received by the Registrar no later than 10.00am on Tuesday 15 September 2015.

Recommendation

The Board believes that the adoption of resolutions 1 to 17 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 all the resolutions to be proposed at the AGM, each of which is set out in the Notice of Meeting. Each of the directors of the Company (the 'Directors') intends to vote in favour of all resolutions in respect of their own beneficial holdings.

Yours sincerely

Sean Glithero

Company Secretary
For and on behalf of Auto Trader Group plc
7 July 2015

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting (AGM) of Auto Trader Group plc (the 'Company') will be held at 10.00am on Thursday 17 September 2015 at 4th Floor, 1 Tony Wilson Place, Manchester M15 4FN, United Kingdom for the purpose of considering and, if thought fit, passing the resolutions set out in this notice.

Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions. Resolutions 15 to 17 (inclusive) will be proposed as special resolutions.

Ordinary resolutions

- 1 To receive the Company's audited financial statements for the financial year ended 29 March 2015, together with the Directors', auditors' and strategic reports on those financial statements (collectively, the 'Annual Report and Accounts').
- 2 To approve the Directors' Remuneration Policy, the full text of which is contained on pages 41 to 47 of the Annual Report and Accounts.
- 3 To approve the Directors' Remuneration Report for the financial year ended 29 March 2015 (excluding the part containing the Directors' Remuneration Policy) set out on pages 47 to 51 of the Annual Report and Accounts.

By separate resolutions and in respect of the following Directors who have been appointed to the Board and are now subject to election by shareholders at this AGM, the first following their appointment:

- 4 To elect Ed Williams as a Director of the Company.
- 5 To elect Trevor Mather as a Director of the Company.
- 6 To elect Sean Glithero as a Director of the Company.
- 7 To elect Tom Hall as a Director of the Company.
- 8 To elect Nick Hartman as a Director of the Company.
- 9 To elect Victor A. Perry III as a Director of the Company.
- 10 To elect David Keens as a Director of the Company.
- 11 To elect Jill Easterbrook as a Director of the Company.
- 12 To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to serve from the conclusion of this AGM to the conclusion of the next AGM at which accounts are laid.
- 13 To authorise the Board to determine the remuneration of the auditors.

Directors' authority to allot shares

14 (a) To generally and unconditionally authorise the Board in accordance with section 551 of the Companies Act 2006 (the '2006 Act') to:

- (i) allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company ('Rights');

(a) up to an aggregate nominal amount of £500,475,797 and

(b) comprising equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £1,001,101,751 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (a)(i)(a) above) in connection with an offer by way of a rights issue:

- (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) 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 they consider 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; such authority expiring (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed or, if earlier, at the close of business on 16 December 2016, 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 this 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 existing 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 any allotment of shares already made pursuant to such existing authority or 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

15 To generally authorise the Board, subject to the passing of resolution 14, 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 14 as if section 561(1) 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 AGM of the Company after the date on which this resolution is passed or, if earlier, at the close of business on 16 December 2016, but the Company may make offers or agreements which would or might require equity securities to be allotted after expiry of this power and the Board may allot equity securities in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
- (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 14(a)(i) (b), by way of a rights issue only):
 - (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 they consider 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 14(a) (i)(a), shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) above up to an aggregate nominal amount of £150,157,754.

Company's authority to purchase its own shares

16 To generally and unconditionally authorise the Company 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 100,105,169;
- (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 quotation 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 AGM of the Company after the date this resolution is passed or, if earlier, close of business on 16 December 2016;
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of this authority, and concluded in whole or in part after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract; 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

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

By order of the Board

Sean Glithero

Company Secretary
7 July 2015

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

Registered in England and Wales
Registered number: 9439967

Explanatory notes

Additional information about the proposed resolutions

This section contains an explanation of each of the resolutions to be put to the AGM. Resolutions 1 to 14 (inclusive) are ordinary resolutions, meaning each resolution requires more than half the votes cast to be in favour of the resolution to be passed. Resolutions 15 to 17 (inclusive) are special resolutions, meaning each resolution requires at least 75% of the votes cast to be in favour the resolution to be passed.

Resolution 1 – To receive the Annual Report and Accounts

Shareholders are invited to receive the audited financial statements for the financial year ended 29 March 2015, together with the Directors', auditors' and strategic reports on those financial statements, which are contained in the Annual Report and Accounts.

Resolutions 2 and 3 – Approval of the Directors' Remuneration Policy and Directors' Remuneration

Report The Directors' Remuneration Report is set out in full in the Annual Report and Accounts on pages 40 to 51.

In accordance with the provisions of the 2006 Act and the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008, the Directors' Remuneration Report in the Annual Report and Accounts contains:

- the annual statement by Ed Williams, Chairman of the Company's Remuneration Committee;
- the Directors' Remuneration Policy in relation to future payments to the Directors and former Directors; and
- the annual implementation report on remuneration, which sets out the payments made in the financial year ending 29 March 2015.

The annual statement from the Chairman of the Company's Remuneration Committee, set out on page 40 of the Annual Report and Accounts summarises, for the financial year ended 29 March 2015, the major decisions taken on Directors' remuneration, any substantial changes relating to Directors' remuneration made during the financial year and the context in which those changes occurred and decisions have been taken.

The annual implementation report on remuneration, set out on pages 47 to 51 of the Annual Report and Accounts, provides details of the remuneration paid to Directors in respect of the financial year ended 29 March 2015, including base salary, taxable benefits, pension-related benefits, any other items in the nature of remuneration and any sum(s) recovered or withheld during the financial year in respect of amounts paid in earlier periods.

The policy part of the report, which sets out the Company's forward-looking policy on Directors' remuneration, is subject to a binding shareholder vote by ordinary resolution at least every three years. The statement by the Remuneration Committee Chairman and the annual implementation report on remuneration will be put to an annual advisory shareholder vote by ordinary resolution.

Resolution 2 is the ordinary resolution to approve the Directors' Remuneration Policy which is set out in the Directors' Remuneration Report in the Annual Report and Accounts on pages 41 to 47. As noted in the Directors' Remuneration Policy on page 41 of the Annual Report and Accounts, the Directors' Remuneration Policy will take effect from the date of this AGM. If the Directors' Remuneration Policy is approved and remains unchanged, it will be valid until the 2018 AGM without a new shareholder approval. Once the Directors' Remuneration Policy is approved, the Company will not be able to make a remuneration payment or a payment for loss of office to a current, past or prospective Director, unless that payment is consistent with the policy or has been approved by an ordinary resolution of the members of the Company in accordance with the 2006 Act.

Resolution 3 is the ordinary resolution to approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy. Resolution 3 is an advisory resolution and does not affect the future remuneration paid to any Director, or any remuneration already paid to any Director.

Resolutions 4 to 11 – Election of Directors

In accordance with the UK Corporate Governance Code (the 'Code'), each new Director appointed to the Board should be subject to election by shareholders at the first annual general meeting following their appointment, and all directors of FTSE 350 companies should be subject to annual re-election by shareholders. Biographies of the Board can be found on page 6 of this notice. The Chairman confirms that, in respect of all Directors offering themselves for election at the AGM, their performance continues to be effective and they demonstrate commitment to the role. The Board recommends the election of the Directors as set out in resolutions 4 to 11.

Further details of the activities of the Nomination Committee can be found on page 35 of the Annual Report and Accounts.

Resolutions 12 and 13 – Appointment of auditors and auditor remuneration

The Audit Committee has reviewed the effectiveness, performance, independence and objectivity of the external auditors, PricewaterhouseCoopers LLP on behalf of the Board and concluded that the external auditors were in all respects effective.

It is proposed that PricewaterhouseCoopers LLP are re-appointed auditors of the Company and will hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 13 authorises the Board, in accordance with standard practice, to agree the remuneration of the auditors. In practice, the Audit Committee will consider and approve the remuneration of the auditors on behalf of the Board.

Resolution 14 – Authority to allot shares

Resolution 14 is proposed as an ordinary resolution and seeks the approval of shareholders, pursuant to the provisions of section 551 of the 2006 Act, to confer on the Board the authority to allot shares in the Company, or to grant Rights, for a period ending at the close of the Company's next AGM or, if earlier, the close of business on 16 December 2016. The Board's existing authority expires at the close of the forthcoming AGM.

If passed, the renewed authority would permit the allotment of relevant securities with an aggregate nominal amount of £500,475,797, representing 33.33% of the issued share capital of the Company as at 3 July 2015 (being the last practicable date prior to publication of this notice), save in connection with an offer by way of a rights issue in which case the authority would permit the allotment of ordinary shares with an aggregate nominal amount of £1,001,101,751, representing 66.67% of the issued share capital of the Company as at 3 July 2015 (being the last practicable date prior to publication of this notice), such amount to be reduced by the aggregate nominal amount issued under paragraph 14(a)(i)(a) of this resolution.

The Company intends to reduce its share capital by means of a court-sanctioned reduction in capital in order to provide it with the distributable reserves required to support the intended dividend policy. The capital reduction was approved by a special resolution passed at the general meeting of the Company on 18 March 2015 and will require court approval. It is envisaged that the final court hearing to formally approve the proposed reduction of capital will take place before September 2015 (the 'Capital Reduction').

Following court confirmation of the Capital Reduction, the Board will only exercise the authorities and powers granted by resolution 14(a)(i)(a) and 14(a)(i)(b) up to an aggregate amount equal to 33.33% and 66.67%, respectively, of the issued share capital of the Company following such Capital Reduction.

The Board has no current intention to exercise this authority and intends to comply with the guidance issued by the Investment Association. However, if the Board does exercise this authority, the Board intends to follow emerging best practice as regards to its use (including as regards the Directors standing for re-election in certain cases). As at the date of this notice, no ordinary shares are held by the Company in treasury.

Resolution 15 – Partial disapplication of pre-emption rights

Resolution 15, which will be proposed as a special resolution, seeks the approval of shareholders, pursuant to the provisions of sections 570 and 573 of the 2006 Act, to waive the statutory pre-emption rights applicable to the allotment of equity securities for cash.

The power is limited to allotments: (i) for cash in connection with preemptive offers, subject to any arrangements that the Directors consider appropriate to deal with fractions and overseas requirements and (ii) otherwise for cash up to a maximum nominal value of £150,157,754, representing 10% of the issued share capital of the Company as at 3 July 2015 (being the last practicable date prior to publication of this notice).

Following court confirmation of the Capital Reduction and subject to the guidelines issued by the Pre-emption Group, the Board will only exercise the authorities and powers granted by resolution 15 (c) up to an aggregate amount equal to 10%, respectively, of the issued share capital of the Company following such Capital Reduction.

If approved, the section 570 and 573 power shall apply until the end of the next AGM of the Company after the date on which this resolution is passed or, if earlier, at the close of business on 16 December 2016. The Board has no current intention to exercise this authority and, in accordance with the guidelines issued by the Preemption Group (as updated in March 2015), does not expect to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 15:

- (i) in excess of an amount equal to 5% of the issued ordinary share capital of the Company; or
- (ii) in excess of an amount equal to 7.5% of the issued ordinary share capital of the Company within a rolling three-year period, in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Resolution 16 – Authority to purchase own shares

Resolution 16, which will be proposed as a special resolution, seeks authority for the Company to purchase up to 10% of its ordinary shares at, or between, the minimum and maximum prices specified in this resolution. This power would be used only after careful consideration by the Board, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Board would exercise the authority to purchase ordinary shares only if they considered it to be in the best interests of shareholders as a whole and if the purchase could be reasonably expected to result in an increase in earnings per share.

Under the 2006 Act, the Company is allowed to hold its own shares in treasury following buyback, instead of cancelling them as previously required. Such shares may be resold for cash or used to satisfy share options and share awards under the Company's share incentive schemes but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Board exercises the authority conferred by resolution 16, the Company will have the option of holding repurchased shares in treasury.

As at 3 July 2015 (being the last practicable date prior to publication of this notice), no shares were held in treasury.

At 3 July 2015, options were outstanding to subscribe for 1,623,638 ordinary shares, representing 0.16% of the issued share capital at that date. If the full authority to purchase such shares (existing and sought) was exercised, they would represent 0.18% of the Company's issued share capital. The authority sought at the AGM will expire at the conclusion of the next AGM, or 16 December 2016 (whichever is earlier).

Resolution 17 – Notice period for general meetings

Resolution 17, which will be proposed as a special resolution, seeks the approval of shareholders to reduce to 14 clear days the notice period required for a general meeting. Changes made to the 2006 Act by the Companies (Shareholders' Rights) Regulations 2009 (the 'Shareholders' Rights Regulations') increased the notice period required for general meetings (other than annual general meetings) to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. It is intended that the shorter notice period would not be used as a matter of routine for general meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the best interests of the shareholders as a whole. The Company undertakes to meet the requirements for electronic voting under the Shareholders' Rights Regulations before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the Company's next AGM, at which point it is intended that a similar resolution will be proposed.

Directors biographies

Ed Williams - Chairman

Ed has been a non-executive director of Auto Trader since November 2010 and chairman since March 2014. He was founding chief executive of Rightmove plc, serving in that capacity from November 2000 until his retirement from the business in April 2013. Rightmove plc was floated on the London Stock Exchange in February 2006. Prior to Rightmove, Ed spent the majority of his career as a management consultant with Accenture and McKinsey & Co. Ed holds an M.A. in Philosophy, Politics and Economics from St Anne's College, Oxford.

Appointed to Board: November 2010

External Appointments: None

Committee Memberships: Nomination (Chair)

Trevor Mather - Chief Executive

Trevor joined Auto Trader as Chief Executive in June 2013. Previously, Trevor was President and CEO of ThoughtWorks, a global IT and software consulting company. Trevor joined ThoughtWorks in 2001, to kick-start the United Kingdom branch of the company and then took responsibility for all international operations before becoming CEO in 2007. He helped oversee the business grow from a 300 person North American Company to a 2,200 person global business with operations in 29 cities around the world with a particular personal focus on helping businesses become truly digital. Before his time at ThoughtWorks, Trevor spent almost ten years at Andersen Consulting (now Accenture) focusing on e-business solutions. Trevor holds an M.Eng. in Aeronautics and Astronautics from Southampton University.

Appointed to Board: June 2013

External Appointments: None

Committee Memberships: N/A

Sean Glithero - Finance Director

After qualifying as a chartered accountant with Ernst & Young, working within both the audit and corporate finance departments, Sean worked in the telecoms industry and for the FTSE 100 company BPB plc, before joining Auto Trader as Group Financial Controller in 2006. He has since held various group and divisional roles in the business, helping the business reshape through acquisitions and disposals as well as aiding the transition online through restructuring and realignment programmes. Sean was appointed Finance Director in September 2012 and has led two major re-financings and also has responsibility for customer security, legal services and procurement. Sean holds a B.A. (Hons) in Accountancy from Exeter University.

Appointed to Board: September 2012

External Appointments: None

Committee Memberships: N/A

Tom Hall - Non-Executive Director

Tom was appointed as a non-executive director of Auto Trader in 2007. He is a Partner in Apax's Consumer team, and it's Digital Practice. Since joining Apax in 1998, he has led or participated in a number of investments by funds advised by Apax, including Thomson Directories, 20 Minuten, The Stationery Office, Truvo and Zeneus Pharma. Prior to joining Apax, Tom worked at S.G. Warburg and Deutsche Bank. Tom holds an M.A. from Trinity College Cambridge.

Appointed to Board of the Company: June 2007

External Appointments: SouFun Holdings, Top Right Group, Apax Partners LLP

Committee Memberships: Nomination

Nick Hartman - Non-Executive Director

Nick was appointed as a non-executive director of Auto Trader in 2013. Nick is an Operating Executive in Apax's Operational Excellence Group and joined Apax in 2009. In addition to his operational support, Nick has participated in several investments for funds advised by Apax, including Auto Trader, SouFun, Trader Corporation, Dealer.com, and Answers Corporation. Prior to joining Apax, Nick held management positions at Orbitz Worldwide and Accenture, which included profit/loss responsibilities, international expansion, and consulting for Fortune 500 retail and high technology clients. Nick holds a BSc from the Kelley School of Business at Indiana University and an M.B.A. from the Kellogg School of Management at Northwestern University.

Appointed to the Board: October 2013

External Appointments: None

Committee Memberships: None

Victor A. Perry III (Chip) - Independent Non-Executive Director

Chip was appointed as a non-executive director of Auto Trader in 2014. Previously, Chip was the President and CEO of Auto Trader.com between August 1997 and April 2013. As the first employee of the company, he designed the initial strategy for launching Auto Trader.com and he was the company's principal strategic architect and operating executive for 16 years. During his time with Auto Trader.com, the company grew from zero to \$1.4 billion in revenues, 3,500 employees and over 20,000 dealer customers. Before joining Auto Trader.com, Chip had a career as an associate with McKinsey & Company and as a Vice President of the Los Angeles Times and The Times Mirror Company. He is a Civil Engineering graduate of the University of Virginia and holds an M.B.A. from Harvard Business School.

Appointed to Board: June 2014

External Appointments: The Car Trader (Pty) Limited (South Africa),

CarTrade.com (India), am.ru (Russia).

Committee Memberships: Audit, Nomination, Remuneration

David Keens - Independent Non-Executive Director

David was appointed to the Board and Audit Committee on 1 May 2015. David was previously Group Finance Director of NEXT plc (1991 - 2015) and their Group Treasurer (1986 - 1991). David's previous management experience includes nine years in the UK and overseas operations of multinational food manufacturers Nabisco (1977 - 1986) and prior to that seven years in the accountancy profession.

Appointed to Board: May 2015

External Appointments: J Sainsbury plc

Committee Memberships: Audit (Chair), Nomination, Remuneration

Jill Easterbrook - Independent Non-Executive Director

Jill is currently Group Business Transformation Director and a member of the Executive Committee at Tesco PLC. Jill joined Tesco in 2001 and has held a number of leadership roles including group strategy, developing businesses, marketing, retail operations, corporate affairs, in-store and online clothing. Prior to joining Tesco Jill spent four years as a management consultant with Cap Gemini Ernst & Young, and four years in management at Marks & Spencer.

Appointed to Board: July 2015

External Appointments: Tesco PLC

Committee Memberships: Remuneration (Chair), Audit, Nomination

Notes

Availability of information

- 1 Information regarding the AGM, including a copy of this notice and the information required by section 311A of the 2006 Act, is available from the Company's corporate website <http://aboutus.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 AGM will be posted to shareholders who appeared on the register of members at the close of business on 3 July 2015 (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 or from overseas on 0044 208 639 3399. Calls cost 10p per minute plus network extras. Lines are open Monday to Friday 9:00am to 5:30pm.
- 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, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom; and**

(c) **received by the Registrar, Capita, no later than 10.00am on 15 September 2015 or, in the event of an adjournment of the meeting, 10.00am 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.

For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.00am on 15 September 2015 or, in the event of an adjournment of the meeting, 10.00am 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 AGM to be held at 10.00am on 17 September 2015 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 10.00am on 15 September 2015 or, in the event of an adjournment of the meeting, 10.00am 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.

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 AGM. 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 AGM.

Total voting rights

- 15 As at 3 July 2015 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 1,001,051,699 ordinary shares, carrying one vote each. No ordinary shares were held in treasury. Therefore, the total voting rights in the Company as at 3 July 2015 are 1,001,051,699 ordinary shares.

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 6pm on 15 September 2015 or, in the case of an adjournment of the meeting, 6pm on the day which is two working days before the day of such adjourned meeting. Changes to entries on the Register of Members after 6pm 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 <http://aboutus.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.

Publication of audit concerns

- 20 Under section 527 of the 2006 Act shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to:
- (a) the audit of the Company's financial statements and reports (including the auditors' report and the conduct of the audit) that are to be received by the shareholders at the AGM; or
 - (b) any circumstance connected with an auditor of the Company ceasing to hold notice since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act.

The Company may not require the shareholders requesting any website publication to pay its expenses in complying with section 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM will include any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

Shareholder rights regulations

- 21 Under sections 338 and 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 4 August 2015, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Documents on display

- 22 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 AGM and at the AGM from at least 15 minutes prior to the meeting until its conclusion.

Auto Trader Group plc

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For enquiries relating to this document please email ir@autotrader.co.uk