

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 17 September 2015 at 10am, the following resolutions were duly passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

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 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.

A handwritten signature in black ink, appearing to read 'S. Glithero', with a horizontal line drawn underneath the signature.

Sean Glithero

17 September 2015