



Motorpoint Group Plc
(the “Company” or “Motorpoint”)

(Incorporated and registered in England and Wales under number 10119755)

Notice of Annual General Meeting 2026
Thursday, 23 July 2026 at 10:00 hrs

Notice is hereby given that the Annual General Meeting of Motorpoint Group Plc will be held at 10:00 hrs on Thursday, 23 July 2026 at Shore Capital, 57 James’s St, London SW1A 1LD to consider and, if thought fit, pass resolutions 1 to 18 overleaf.

Important information:

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting, provided that each proxy is appointed to exercise the rights attached to different Ordinary share(s) held by that shareholder. A proxy need not be a member of the Company. To be valid, any instruction or instrument appointing a proxy must be received by the Company’s registrar, through the Company’s electronic proxy appointment service (available via the Investor Centre app or at <https://uk.investorcentre.mpms.mufg.com/>), in the case of shares held through CREST, via the CREST system or if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, in each case by no later than 10:00 hrs on 21 July 2026.

Please note no paper copy of the Proxy Form is being posted with this document. Please see the Notes on page 7 for further details.

Letter from the Chair

Dear Shareholder

Notice of Annual General Meeting 2026

I am pleased to inform you that the Annual General Meeting ("AGM" or the "Meeting") of the Company will be held at 10:00 hrs on Thursday, 23 July 2026 at Shore Capital, 57 James's St, London SW1A 1LD.

Notice of the AGM is set out on pages 3 to 5 of this document with explanatory notes set out on pages 10 to 11. There will be an opportunity for you to ask questions at the AGM.

Voting

At the meeting itself, voting on all 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 votes by proxy, rather than just the votes of shareholders who attend the AGM.

The voting results will be published on our website www.motorpoint.co.uk/plc and they will also be released to the London Stock Exchange via a Regulatory Information Service.

Your vote is important to us. We encourage shareholders to vote electronically at <https://uk.investorcentre.mpms.mufig.com/> as your vote will automatically be counted. Shareholders are asked to cast their vote by proxy and appoint the 'Chair of the Meeting' as their proxy and provide their voting instructions.

You can also vote by downloading the Investor Centre app on Apple App Store or Google Play and following the instructions.

If you would prefer to use a paper proxy form to appoint your proxy, you may request one from the Company's registrar, MUFG Corporate Markets, by email at shareholderenquiries@cm.mpms.mufig.com or by calling the shareholder helpline. Details of the helpline and further information on how to appoint a proxy to vote on your behalf are set out in the Notice on page 7 of this document.

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 in the Notes to this Notice of Meeting. Please note that all proxy votes and appointments must be received by the Registrar no later than 10:00 hrs. on 21 July 2026.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io.

Website

Our corporate website www.motorpoint.co.uk/plc provides more information about Motorpoint including:

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

Questions

Shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to company.secretary@motorpoint.co.uk. In addition, shareholders who attend the AGM in person may pose questions to the Board in person.

Recommendation

The Directors of the Company consider that all of the resolutions to be proposed at the Meeting are in the best interests of Motorpoint and its shareholders as a whole and are most likely to promote the success of Motorpoint. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings currently amounting to approximately 10% of the issued share capital of Motorpoint.

Yours sincerely

John Walden

Chair
Motorpoint Group Plc

Notice of 2026 Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting (the “AGM” or the “Meeting”) of Motorpoint Group Plc (the “Company”) will be held on Thursday, 23 July 2026 at 10:00 hrs at Shore Capital, 57 James’s St, London SW1A 1LD.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions and resolutions 15 to 18 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. 2026 Annual Report and Accounts

To receive, consider and adopt the Company’s audited financial statements for the financial year ended 31 March 2026, together with the Directors’ Report and the Auditors’ Report on those accounts (collectively the “Annual Report and Accounts”).

2. Directors’ Remuneration Report

To approve the Directors’ Remuneration Report contained within the Annual Report and Accounts.

3. Directors’ Remuneration Policy

To approve the Directors’ Remuneration Policy which is set out on pages 70 to 81 (inclusive) of the Governance section contained within the Annual Report and Accounts and which will take effect on the date that the resolution is passed.

4. Approval of Motorpoint Group Long Term Incentive Plan

That, the rules of the Motorpoint Group Long Term Incentive Plan (the “LTIP”), produced in draft to this Meeting (the terms of which are summarised in the Appendix to this Notice) and, for the purposes of identification, initialled by the Chairman, be and are hereby approved and the directors be authorised to:

- (a) do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the LTIP; and
- (b) establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the LTIP.

5. Declaration of final dividend

The Directors are recommending a final dividend for the year ended 31 March 2026 of 1.2p per ordinary share. If approved, the final dividend will be paid on 31 July 2026 to shareholders whose name appear on the register at the close of business on 3 July 2026.

6. Re-election of Director

To re-elect Mark Carpenter as an executive director of the Company.

7. Re-election of Director

To re-elect Chris Morgan as an executive director of the Company.

8. Re-election of Director

To re-elect John Walden as a Non-Executive director of the Company.

9. Re-election of Director

To re-elect Adele Cooper as a Non-Executive director of the Company.

10. Re-election of Director

To re-elect Keith Mansfield as Non-Executive director of the Company.

11. Re-election of Director

To re-elect Swarupa Pathakji as a Non-Executive director of the Company.

12. Appointment of Auditors

To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next AGM at which accounts are laid.

13. Auditors’ Remuneration

To authorise the Board to determine the auditors’ remuneration.

14. Authority to Allot Shares

That, in accordance with section 551 of the Companies Act 2006 (the “Act”), the directors of the Company (the “Directors”) be and are generally and unconditionally authorised to exercise all the powers of the Company to allot Relevant Securities:

- 14.1. up to an aggregate nominal amount of £557,465 (such amount to be reduced by the aggregate nominal amount of Relevant Securities that have been allotted pursuant to paragraph 14.2 of this Resolution) in connection with a rights issue (as defined in the Listing Rules published by the Financial Conduct Authority) to holders of Ordinary Shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws of any territory or the requirements of any relevant regulatory body or stock exchange; and
- 14.2. otherwise than pursuant to paragraph 14.1 of this Resolution, up to an aggregate nominal amount of £278,732 (such amount to be reduced by the aggregate nominal amount of Relevant Securities that have been allotted pursuant to paragraph 14.1 of this Resolution in excess of £278,732,

provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or at the close of business on 22 October 2027 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this Resolution, “Relevant Securities” means ordinary shares of £0.01 each in the capital of the Company (“Ordinary Shares”) or rights to subscribe for or to convert any security into Ordinary Shares; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into Ordinary Shares is to the nominal amount of the Ordinary Shares which may be allotted pursuant to that right.

These authorities are in substitution for and shall replace all existing authorities (which, to the extent unused at the date of this Resolution, are revoked with immediate effect), but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

15. Disapplication of Pre-emption Rights

That, subject to the passing of Resolution 14, the Directors are given power pursuant to section 570 and section 573 of the Companies Act 2006 (the “Act”) to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that Resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- 15.1. to the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares (or to holders of other equity securities in the capital of the Company, as required by the rights of those securities or subject to such rights as the Directors otherwise consider necessary) but subject to the Directors having the right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws of any territory or the requirements of any relevant regulatory body or stock exchange;
- 15.2. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 15.1 above) up to an aggregate nominal amount of £83,619; and
- 15.3. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 15.1 or paragraph 15.2 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 15.2 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

such power to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 22 October 2027) 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 power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

16. Disapplication of Pre-emption rights – Acquisitions

That, subject to the passing of Resolution 14, the Directors are given power pursuant to section 570 and section 573 of the Companies Act 2006 (the “Act”), in addition to any power given under Resolution 15, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by paragraph 15.2 of Resolution 15 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- 16.1. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £83,619, used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board of the Company 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
- 16.2. limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 15.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 15.1 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

such power to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 22 October 2027) 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 power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

17. Authority for Market Purchase of Shares

That, pursuant to section 701 of the Companies Act 2006 (the “Act”), the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) of Ordinary Shares of £0.01 each in the capital of the Company, provided that:

- 17.1. the maximum number of such shares that may be purchased is 8,361,982 (representing approximately 10% of the Company’s issued Ordinary Share capital); and
- 17.2. the minimum price which may be paid for each such Ordinary Share is its nominal value and the maximum price is the higher of 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately before the purchase is made and the price which is the higher of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, in each case exclusive of expenses,

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or at the close of business on 22 October 2027 (whichever is the earlier), save that the Company may enter into a contract to purchase Ordinary Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Ordinary Shares pursuant to any such contract as if this authority had not expired.

18. General Meeting Notice Period

That a general meeting (other than an AGM) may be called on not less than 14 clear days’ notice.

On behalf of the Board

Chris Morgan

Company Secretary
24 June 2026

Registered Office:

Motorpoint Group Plc
Champion House
Stephensons Way
Derby, DE21 6LY

Company Number: 10119755

Directors' Biographies

John Walden

Non-Executive Chair

Date of appointment: 10 January 2022

Committee memberships: Chair of the Nomination Committee.

Background and career: John has been a driving force in omnichannel and consumer driven retailing, as well as leading digital and transformational change, both in the UK and US. John's previous roles include Chair and Non-Executive Director of SCS Group Plc, Chair of Snowfox TopCo Ltd (Guernsey), Chair of Naked Wines Plc, Chair of the Jersey parent company of Holland & Barrett International, and Non-Executive Director of Celine Jersey Topco Ltd, the Jersey holding company of Debenhams. John was also an Executive Director at FTD Companies. John served as CEO of Argos and its parent company Home Retail Group Plc, and he has held several senior roles with Best Buy Co., including EVP and president of the internet division.

Significant external roles: John is Founder of Inversion LLC.

Mark Carpenter

Chief Executive Officer ("CEO")

Date of appointment: 12 April 2016

Committee memberships: Member of the Nomination and ESG Committees.

Background and career: Mark was appointed as Chief Executive Officer in May 2013 following two years as CFO, and has over 20 years' experience in motor retail. Mark was previously Finance Director of Sytner Group Limited from 2005 to 2010. Prior to this, Mark was with Andersen, where he qualified as a Chartered Accountant.

Significant external roles: None.

Chris Morgan

Chief Financial Officer ("CFO")

Date of appointment: 11 January 2021

Committee memberships: Member of the ESG Committee.

Background and career: Chris was appointed Chief Financial Officer in January 2021 and is also the Company Secretary for Motorpoint Group Plc. Chris was formerly Group Finance Director at Speedy Hire Plc. Prior to this, Chris held senior finance leadership positions at Go Outdoors and Tesco, where he was latterly the finance director for the Czech Republic and Slovakia. Chris is a Fellow of the Institute of Chartered Accountants in England and Wales.

Significant external roles: None.

Adele Cooper

Independent Non-Executive Director and Chair of the ESG Committee

Date of appointment: 6 March 2020

Committee memberships: Adele has extensive marketing and senior leadership experience, having worked at some of the world's leading technology companies, most recently at Pinterest from June 2015 to December 2019. While at Pinterest, Adele was responsible for the UK and Ireland, overseeing strategic, commercial and operational management. Prior to this, Adele was with Facebook and Google in a lead global relationship role and a variety of regional and global lead roles in marketing and operations. Adele held the post of Chief Revenue Officer at &Open until May 2024.

Significant external roles: Adele has been a Non-Executive Director of Premier Lotteries Ireland (FDJ United) since 1 April 2024 and a Non-Executive Director of the Irish Times since September 2025.

Keith Mansfield

Independent Non-Executive Director and Chair of the Audit Committee

Date of appointment: 20 May 2020

Committee memberships: A Chartered Accountant by background, Keith brings extensive accountancy experience, having worked at PwC for over 30 years, during which time he served as Chair of PwC in London, responsible for assurance, tax and advisory services. As a partner for 22 years, he led services to public and private companies across a range of industry sectors.

Significant external roles: Keith is the Chair of Albemarle Fairoaks Airport Limited and a Non-Executive Director on the boards of Martins Investment Holdings Ltd, Martins Development Holdings Ltd and Martins Financial Holdings Ltd. Keith was appointed as a Director of Fairoaks Airport Holdings Limited in May 2023 and was also appointed as a Non-Executive Director of Aquila House Holdings Ltd since December 2024.

Swarupa Pathakji

Independent Non-Executive Director

Date of appointment: 1 October 2024

Committee memberships: Member of Audit, ESG, Nomination and Remuneration Committees.

Background and career: Swarupa is a qualified accountant and has extensive experience across multiple sectors, having worked at Merrill Lynch and Duke Street, a mid market Private Equity firm. Swarupa was a Non-Executive Director at ScS Group Plc prior to its sale in January 2024.

Significant external roles: Swarupa is a Non-Executive Director, and a member of the Audit & Risk, Remuneration, Nomination and Management Engagement Committees, at Albion Technology & General VCT Plc. She was also appointed a Non-Executive Director and chair of the Audit Committee of Roadside Real Estate Plc in March 2026.

Notes to the Notice of Annual General Meeting

1. Shareholders wishing to attend the meeting, should this be possible, are asked to register their attendance as soon as practicable by sending an email the Company Secretary at company.secretary@motorpoint.co.uk confirming their attendance.

Any member ordinarily entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. The appointment of a proxy does not preclude a member from attending and voting at the meeting in person, should they subsequently decide to do so.

2. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 (the "Act") ("Nominated Persons"). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. Members are strongly encouraged to appoint a proxy electronically. This can be done by:
 - using the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>



- submitting (if you are a CREST member) a proxy appointment electronically by using the CREST voting service. Please note that proxy appointments must be received by no later than 10:00 hrs on 21 July 2026 to be valid.
 - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform.
5. A member who would prefer a paper proxy form may request one from the Company's registrar by email at shareholderenquiries@cm.mpms.mufg.com or by calling the helpline number below. A paper proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a copy certified by a notary or in some other way approved by the board) to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL.

All proxy appointments must be received by no later than 10:00 hrs on 21 July 2026 to be valid.

The Company's registrar, MUFG Corporate Markets, can be contacted via email at shareholderenquiries@cm.mpms.mufg.com or on its helpline number by calling +44 371 664 0300 (calls are charged at the standard geographic rate and will vary by provider and calls outside the United Kingdom will be charged at the applicable international rate). If dialling from overseas please call +44 371 664 0300. Lines are open between 09:00 a.m. – 17:30 p.m., Monday to Friday excluding public holidays in England and Wales.

6. From the date of this Notice and for the following two years the following information will be available on the Company's website and can be accessed at www.motorpoint.co.uk/plc:
 - i. the matters set out in this Notice;
 - ii. the total number of shares in the Company and shares of each class, in respect of which members are entitled to exercise voting rights at the meeting; and
 - iii. the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class.

Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this Notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.

Notes to the Notice of Annual General Meeting continued

7. The right of members to vote at the AGM is determined by reference to the register of members. As permitted by section 360B(3) of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at the close of business on 21 July 2026 in order to be entitled to attend (in ordinary circumstances) and vote at the 2026 AGM. Shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the 2026 AGM.
8. Copies of the service contracts and letters of appointment of each of the Directors are available for inspection at the registered office of the Company during usual business hours on any weekday (public holidays excluded) and at the place of the AGM from at least 15 minutes prior to and until the end of the AGM. The rules of the LTIP will be available for inspection at the place of the meeting for at least 15 minutes before and during the meeting and on the National Storage Mechanism from the date of this Notice.
9. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (CREST proxy appointment instruction) must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & International Limited (Euroclear), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by MUFG Corporate Markets (ID RA10), as the Company's "issuer's agent", by no later than 10:00 hrs on 21 July 2026. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
10. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:00 hrs on 21 July 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
11. As at 27 May 2026, which is the latest practicable date before publication of this Notice, the Company's issued share capital comprised 83,619,822 Ordinary Shares of £0.01 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 27 May 2026 is 83,619,822.

-
12. Any member with the right to attend the AGM is entitled, pursuant to section 319A of the Act, to ask any question relating to the business being dealt with at the meeting. Shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to investor.relations@motorpoint.co.uk. In addition, shareholders who attend the 2026 AGM in person may pose questions to the Board in person. Shareholders who wish to pose questions in advance of the meeting (by sending an email to investor.relations@motorpoint.co.uk) are encouraged to send their questions as soon as possible. The Company will, to the extent practicable, answer any such questions unless
- i. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
 - ii. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered; or
 - iii. the answer has already been given on a website in the form of an answer to a question. In the interests of efficiency and to avoid unnecessary repetition, if multiple questions are submitted with a common theme, they will be answered as one question.
13. Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by either a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, the Company must publish, on its website, a statement setting out any matter that such member or members propose to raise at the AGM.

Where the Company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website, and the statement may be dealt with as part of the business of the AGM.

The request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the Company at least one week before the AGM.

Explanatory Notes to Resolutions

An explanation of each of the resolutions is set out below.

Resolution 1: Reports and Accounts

The Directors are required to present to the meeting the audited accounts and the reports of the Directors and the auditors for the financial year ended 31 March 2026.

Resolution 2: Directors' Remuneration Report

The Act requires the Company to produce a yearly report on Directors' Remuneration (the "Directors' Remuneration Report") and to put an annual resolution to shareholders for approval of that Report. The Directors' Remuneration Report for which approval is sought is set out on pages 82 to 91 of the Annual Report and Accounts for the financial year ended 31 March 2026.

Resolution 3: Directors' Remuneration Policy

This Resolution is being proposed to comply with section 439A of the Act which requires a separate resolution on the Directors' Remuneration Policy (the "Policy") to be put to a vote by shareholders.

Two material changes are proposed to the Policy, from the version approved by shareholders at the 2023 AGM.

The first change is the introduction of the Stretch Performance Incentive ("SPI") for FY27, in addition to the regular annual award of Restricted Share Awards ("RSAs"). The SPI is a one-off award of shares worth 500% of salary for each Executive Director, with vesting subject to the achievement of profit before tax targets after three, four and five years being, FY29, FY30 and FY31. The introduction of the SPI aligns with the Company's ambitious growth strategy and its goal to become the UK's largest used car dealer.

The second change to the Policy is a minor amendment to the RSA vesting schedule for the Executive Directors so that 100% of awards granted from FY27 onwards may vest after three years, subject to the achievement of the performance underpin and with a holding requirement to the end of year five. Under the current policy, the vesting schedule is 50%, 25% and 25% after years three, four and five, with a holding requirement to year five. This simplification of approach aligns with standard market practice across the FTSE, and the use of a single three-year vesting period is consistent with the approach that is already applied for RSAs granted to participants below Board.

A summary of the proposed changes to the Policy is set out in the table on page 70 of the Annual Report and Accounts. Further details of the proposed changes are set out in the Remuneration Committee Chair's letter.

The vote on the Policy is a binding one. If passed, the Policy will take effect from the date of the resolution being passed and will apply until replaced by a new or amended policy. Once the Policy is effective, the Company will not be able to make payments to a Director other than in accordance with the Policy. The Policy is intended to be put forward for shareholder approval every three years, as required by the Act. If the Policy is not approved by the shareholders for any reason, the Company will, if and to the extent permitted to do so under the Act, continue to make payments to Directors in accordance with the Company's existing policy on Directors' remuneration and will seek shareholder approval for a revised policy as soon as practicable.

Resolution 4: Approval of Motorpoint Group Long Term Incentive Plan

This Resolution seeks authority from shareholders to adopt and operate the Motorpoint Group Long Term Incentive Plan ("LTIP") for a period of 10 years from the 2026 AGM. The LTIP is being introduced as part of the replacement of the existing long-term incentive plan which was adopted in 2016.

The LTIP is materially similar to the current long term incentive plan but updated to ensure that it includes provisions compliant with the Company's new Directors' Remuneration Policy (see resolution 3), including the ability to grant Stretch Performance Incentive awards, as described in the Directors' Remuneration Report. We have also taken the opportunity to update the rules for the latest investor expectations on corporate governance and market practice.

A summary of the principal terms of the LTIP is set out as an Appendix to this Notice.

Resolution 5: Declaration of a Dividend

The Directors are recommending a final dividend for the year ended 31 March 2026 of 1.2p per ordinary share. If approved, the final dividend will be paid on 31 July 2026 to shareholders whose name appear on the register at the close of business on 3 July 2026.

Resolutions 6 to 11 (inclusive): Re-appointment of Directors

In accordance with the UK Corporate Governance Code, all of the Directors are seeking reappointment. The Board, having considered the mix of skills, knowledge and experience of each of the Directors, confirms that it remains satisfied that each of the Directors continues to perform his or her duties effectively. Biographical details of these Directors are set out on pages 50 and 51 of the Annual Report and Accounts for the financial year ended 31 March 2026.

Resolutions 12 & 13: Appointment and Remuneration of Auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. Resolution 12 proposes the appointment and, in accordance with standard practice, Resolution 13 gives authority to the Directors to determine the remuneration to be paid to the auditors.

Resolution 14: Authority to Allot Shares

Under section 551 of the Act, the directors of a company may only allot shares or grant rights to subscribe for, or to convert any security, into shares in a company if authorised to do so. The Act provides that the shareholders can give a general authority to the Directors to allot shares but that authority is subject to renewal by the shareholders. Resolution 14 renews an authority given at last year's AGM and is in two parts:

- **Rights Issue:** In line with the Investment Association guidance, paragraph 14.1 of Resolution 14 will authorise the Directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) in connection with a rights issue only up to an aggregate nominal amount of £557,465 (as reduced by the aggregate nominal amount of any shares allotted or rights granted under paragraph 14.2 of Resolution 14). This amount (before any reduction) represents approximately two-thirds of the issued share capital of the Company as at 27 May 2026, being the last practicable date before the publication of this document; and
- **Allotment of Shares:** paragraph 14.2 of Resolution 14 will authorise the Directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £278,732 as reduced by the aggregate nominal amount of any shares allotted or rights granted under paragraph 14.1 of Resolution 14 in excess of £278,732. This amount (before any reduction) represents approximately one-third of the issued ordinary share capital of the Company as at 27 May 2026, being the last practicable date before the publication of this document.

The Directors have no current intention to exercise either of the authorities sought under Resolution 14, save in connection with the Company's share option plans. However, the Directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by investor guidelines to allot shares or grant rights without the need for a general meeting, should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise. If the Directors do exercise this authority, the Directors intend to follow best practice as regards to its use. This authority will expire on the earlier of the close of business on 22 October 2027 and the conclusion of the next AGM.

Resolutions 15 & 16: Disapplication of Pre-emption Rights

If new shares are to be allotted for cash, section 561(1) of the Act requires that those shares are offered first to existing shareholders pro-rata to their holdings. However, it may be in the interests of the Company for the Directors to allot shares other than to shareholders in proportion to their existing holding or otherwise than strictly in compliance with those requirements. Resolution 15 would allow the Directors, pursuant to sections 570 and 573 of the Act, to allot shares for cash (or to sell treasury shares) without first offering them to shareholders pursuant to their statutory pre-emption rights. This authority would be limited to allotments or sales in connection with pre-emptive offers to shareholders and offers to holders of other equity securities (if the rights attaching to those securities require it or as the Directors consider necessary), or otherwise up to an aggregate nominal amount of £83,619 (representing 8,361,982 Ordinary Shares). This aggregate nominal amount represents approximately 10% of the issued Ordinary Share capital of the Company as at 27 May 2026 being the last practicable date before the publication of this document. Allotments made under the authorisation in paragraph 14.1 of Resolution 14 would be limited to allotments by way of a rights issue only (subject to the right of the Board to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters). The authority will expire at the earlier of the close of business on 22 October 2027 and the conclusion of the next AGM of the Company.

These resolutions are in line with guidance produced by The Pre-Emption Group in November 2022. The Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Pre-Emption Group's 2022 Statement of Principles.

Resolution 17: Purchase of Own Shares

The Board is committed to managing the Company's capital effectively and the Directors believe that it is in the interests of the Company and its shareholders to continue to have the flexibility to purchase its own shares. This Resolution seeks authority from shareholders to do so.

The effect of such purchases would be either to cancel the number of shares to be purchased or the Directors may elect to hold them in treasury pursuant to Chapter 6 of Part 18 of the Act.

Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under a company's employee share scheme. Once held in treasury, a company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

As of 31 March 2026 there were options outstanding over 5,632,981 shares, representing 6.74% of the Company's issued share capital. If the authority given by this Resolution was to be fully used, these options would represent 7.48% of the Company's issued share capital (as amended).

Resolution 18: Notice Period for General Meetings other than AGM's

The Company is currently able to call general meetings (other than AGMs) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 18 seeks such approval and will be effective until the Company's AGM in 2027 when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements of the Act for electronic voting before it may call a general meeting on 14 clear days' notice.

Summary of the principal terms of the Motorpoint Group Long Term Incentive Plan ("LTIP")

Operation

The Remuneration Committee (the "Committee") of the Board of Directors of the Company will supervise the operation of the LTIP.

Eligibility

Any employee (including an executive director) of the Company and its subsidiaries will be eligible to participate in the LTIP at the discretion of the Committee.

Grant of awards

The Committee may grant an award in one of two forms:

- i) nil (or nominal) cost options, where a participant can decide when to exercise their award over ordinary shares in the Company ('Shares') during a limited period of time after it has vested; or
- ii) a conditional award, where a participant will receive free Shares on the vesting of their award.

The Committee may allow awards to be settled in cash or grant cash-settled awards of an equivalent value to share-settled awards. In practice, this is only expected to be the case (if at all) in exceptional circumstances.

The Committee may normally grant awards to acquire Shares within six weeks following: (i) the date on which the LTIP is approved by shareholders; (ii) the Company's announcement of its results for any period; or (iii) the lifting of restrictions on dealing in Shares that prevented grant of awards under (i) or (ii). The Committee may also grant awards when there are exceptional circumstances which the Committee considers justifies the granting of awards.

An award may not be granted more than ten years after shareholder approval of the LTIP.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Individual limit

Any award granted to an Executive Director of the Company will not exceed any limit set out in the Directors' Remuneration Policy ("Policy"). The Company has put a revised Policy to shareholders at the 2026 AGM which includes limits for LTIP awards that may be granted to an Executive Director. Awards granted to an eligible employee other than an Executive Director of the Company will not exceed the limit determined by the Committee from time to time.

Overall LTIP limit

The LTIP may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any period of ten calendar years the Company may not issue (or have the possibility to issue) more than 10% of the issued ordinary share capital of the Company in respect of awards made in that period under the LTIP and any other employees' share scheme adopted by the Company.

Treasury shares will count as new issue Shares for the purposes of this limit, but they will also cease to count towards this limit if institutional investor bodies decide that they need not count. This limit does not include any rights to Shares which have been released or lapsed.

The Committee may decide to change the way in which it is intended that an award may be satisfied after it has been granted, having regard to this limit (and including any awards granted prior to the approval of the LTIP by shareholders of the Company).

Vesting of awards

Vesting of awards will normally be subject to continued employment in the Company's group. The vesting of awards may also be subject to the satisfaction of any applicable performance conditions or other vesting conditions.

Any award granted to an Executive Director of the Company will comply with the Policy in effect at that time, including any vesting conditions and/or post-vesting holding period (as explained further below).

In determining the extent to which any performance conditions are met, the Committee may adjust any formulaic outcome (including to zero) if it considers that this is necessary to take account of its broader assessment of the performance of the Company, any individual, or business.

Awards will normally vest, to the extent that any performance conditions have been satisfied, on the later of the expiry of the vesting period and the date the Committee determines the extent to which the performance conditions have been met.

Awards granted as nil (or nominal) cost options are then normally exercisable up until the tenth anniversary of grant (or such shorter period specified by the Committee at the time of grant) unless they lapse earlier. Shorter exercise periods shall apply in the case of 'good leavers' and/or vesting of awards in connection with corporate events.

Holding period

The terms of the LTIP allow for the application of a holding period during which a participant will ordinarily be required to retain their net of tax number of vested shares (if any) delivered under the LTIP (or the full number of the vested shares whilst held under an unexercised option award, where relevant) for a specified period from the date an award vests.

The application of holding periods to awards granted to an Executive Director of the Company will be consistent with the Policy.

Leaving employment

As a general rule, an unvested award will lapse upon a participant ceasing to hold employment or be a director within the Company's group (or giving or receiving notice of termination).

However, if a participant ceases to be an employee or a director because of their death, injury, disability, retirement, redundancy, their employing company or the business for which they work being sold out of the Company's group or in other circumstances at the discretion of the Committee, then their award will normally vest on the date when it would have vested if they had not ceased such employment or office, subject to:

- i. the extent to which any performance condition (or other vesting condition) has been satisfied at that time; and
- ii. the pro-rating of the award to reflect the proportion of the performance period (or, in relation to an award which is not subject to any performance conditions, the vesting period) that has elapsed at the date the participant ceases employment (unless determined otherwise by the Committee).

If a participant ceases to be an employee or director in the Company's group for one of the 'good leaver' reasons specified above, the Committee may, in exceptional circumstances, allow awards to vest at the time of cessation of employment (or a later date specified by the Committee), in which case awards would normally be subject to any performance conditions as measured over the shorter period to the date of cessation of employment and time pro-rating, as outlined above.

Where an individual holding a vested award leaves the Company's employment, the individual will normally be able to exercise that vested award within 12 months of the date of cessation of employment, unless the reason for such cessation is the individual's misconduct in which case the award will lapse.

Corporate events

In the event of a takeover or voluntary winding up of the Company (not being an internal corporate reorganisation) the Committee may, at its discretion, allow awards to vest early to the extent that any performance and/or other vesting conditions have, in the opinion of the Committee, been satisfied at that time. The awards will normally be pro-rated to reflect the proportion of the performance period (or, in relation to an award which is not subject to any performance conditions, the vesting period) that has elapsed at the date of the corporate event. The Committee can decide not to pro-rate awards if it regards it as inappropriate to do so in the particular circumstances.

Awards may also vest on the same basis (with any performance conditions and time pro-rating applied) if a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of the Shares to a material extent.

In the event of an internal corporate reorganisation, awards may be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

Malus and clawback

The Committee retains a power to reduce the potential vesting of unvested awards (including to zero) (often referred to as 'malus') or to recoup the value of previously vested awards from an individual (often referred to as 'clawback'). The Committee may apply this provision up to 2 years after the date of vesting (which may be extended in the case of an ongoing investigation).

The Committee may choose to exercise this power in the following circumstances:

- a material misstatement or restatement of the Company's financial statements,
- error or inaccurate or misleading information or assumptions in relation to assessment of any performance condition or other condition,
- summary dismissal or gross misconduct on the part of the participant,
- material corporate failure in any group company or business unit,
- material failure of risk management in any group company or business unit,
- serious reputational damage to any group company or business unit,
- fraud, or
- any other circumstances similar in nature or effect to the above.

The Committee may require the satisfaction of the clawback in a number of ways, including by way of a reduction in the vesting, or size of, any other award or bonus (including future awards or bonus) and/or a requirement to make a cash payment.

Payment on account of dividends

The Committee may decide prior to the grant date of an award that a participant will be entitled to receive a payment in Shares or cash, on or shortly following vesting of their conditional share award or exercise of their option, of an amount equivalent to the dividends that would have been paid on the Shares vested under the award between the grant date and the date of vesting (or where the award is granted as an option, including any part of the holding period before exercise of the option). The Committee may decide the basis of calculation of such amount which may assume reinvestment in Shares on the relevant ex-dividend dates.

Participants' rights

Awards settled in shares will not confer any shareholder rights until the awards have vested or the options have been exercised as relevant, and the participants have received their shares.

Rights attaching to Shares

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Alterations

The Committee may, at any time, alter the LTIP or the terms of any award in any respect, provided that the prior approval of shareholders is obtained for any alterations that are to the advantage of participants or eligible employees in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards.

If the proposed alterations are to the material disadvantage of participants (other than a change to a performance condition) the Board must invite participants to indicate if they approve the alterations and, if so, the alterations must be approved by a majority of the participants that respond.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

The Committee may also vary any performance condition applying to existing awards if an event has occurred which causes the Committee to consider (acting fairly and reasonably) that it would be appropriate to amend the performance condition, provided the Committee considers the varied condition is not, in its opinion, materially less difficult to satisfy than the original condition would have been but for the event in question. Shareholder approval will not be required for any amendments to any performance condition applying to an award.

Overseas plans

The shareholder resolution to approve the LTIP will allow the Committee to establish further plans for overseas territories, any such plan to be similar to the LTIP, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the LTIP.





Motorpoint Group Plc

Champion House
Stephensons Way
Derby
DE21 6LY