

## NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting ('AGM') of Eagers Automotive Limited ('Company') will be held on Wednesday, 19 May 2021 at 9:00 am (Brisbane time).

In light of public health concerns and restrictions relating to the spread of COVID-19, the AGM will be held as a virtual meeting by electronic means. There will not be a physical meeting where shareholders can attend.

Shareholders are invited to attend and participate in the AGM online at [web.lumiagm.com/338531706](http://web.lumiagm.com/338531706). Shareholders may do this electronically by using a compatible web browser on their computer, tablet or smartphone.

Attending the AGM in this way will provide shareholders with the ability to view and participate in the proceedings of the AGM by webcast. It will allow shareholders to cast their votes during the AGM in real time.

Further instructions on how to attend the meeting online are contained in the Online Meeting Guide in the **Annexure** to this notice. This includes information on how to vote and ask questions virtually during the AGM.

### ORDINARY BUSINESS

#### 1. Financial Reports

To receive and consider the financial report, directors' report and independent auditor's report for the Company and its controlled entities for the year ended 31 December 2020.

#### 2. Re-election of Director – Mr Nicholas George Politis AM, BCom

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr Nicholas George Politis, who retires by rotation in accordance with the Company's constitution, and being eligible, be re-elected as a director of the Company."*

#### 3. Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding advisory resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth) ('Corporations Act'):

*"That the Company's remuneration report for the year ended 31 December 2020 be adopted."*

This resolution is subject to voting exclusions as set out in the Explanatory Notes.

### CONTINGENT BUSINESS

#### 4. Conditional Resolution to Hold a Spill Meeting

The following resolution is conditional on at least 25% of the votes cast on resolution 3 being cast against the adoption of the Company's remuneration report.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That:*

- (a) an extraordinary general meeting of the Company ('Spill Meeting') be held within 90 days of the passing of this resolution;*
- (b) all of the directors in office when the board resolution to approve the directors' report for the financial year ended 31 December 2020 was passed, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting."*

This resolution is subject to voting exclusions as set out in the Explanatory Notes.

### ADDITIONAL INFORMATION

Please refer to the Explanatory Notes for more information on the voting procedure and each item of business.

**By Order of the Board**  
16 April 2021



**Denis Stark**  
Company Secretary

## EXPLANATORY NOTES

These Explanatory Notes are included in, and form part of, the Notice of Annual General Meeting dated 16 April 2021.

### VOTING

#### 1. Poll

In accordance with Article 40 of the Company's constitution, the Chairman intends to call a poll on each resolution proposed in this notice. The results of the voting on the resolutions will be announced to the ASX promptly after the AGM.

#### 2. Entitlement to Vote

You will be eligible to vote at the AGM if you are a registered holder of ordinary shares in the Company as at 7.00 pm (Brisbane time) on Monday, 17 May 2021. A shareholder who is entitled to attend and vote at the AGM may do so by:

- casting a direct vote prior to the AGM;
- casting a direct vote online during the AGM; or
- appointing a proxy or representative to vote on their behalf.

#### 3. Direct Voting

In accordance with Article 37(b) of the Company's constitution, the board has determined that shareholders entitled to attend and vote at the AGM may do so without attending the AGM or appointing a proxy. Voting in this manner is referred to as 'direct voting'.

##### *Direct Voting prior to the AGM*

If you do not attend the AGM, you may cast a direct vote prior to the AGM by following the instructions set out in the **enclosed** Voting Form. Direct votes must be lodged at least 48 hours before the AGM commences (ie. no later than 9.00 am (Brisbane time) on Monday, 17 May 2021).

##### *Direct Voting during to the AGM*

Shareholders attending the AGM online may cast a direct vote during the AGM in real time. Details of how to attend and vote at the AGM online are set out in the Online Meeting Guide.

#### 4. Proxies and Representatives

If you are a shareholder entitled to attend and vote at the AGM, you may appoint a proxy to attend and vote on your behalf. You may direct the proxy how to vote.

To appoint a proxy, you must follow the instructions set out in the Voting Form. Proxy appointments must be received at least 48 hours before the AGM commences (ie. no later than 9.00 am (Brisbane time) on Monday, 17 May 2021).

If a proxy is appointed by a shareholder under power of attorney, the original or a certified copy of the power of attorney must also be received by the Company's share registry at least 48 hours before the AGM commences (ie. no later than 9.00 am (Brisbane time) on Monday, 17 May 2021).

If you are entitled to cast two or more votes, you may appoint either one or two proxies. To appoint a second proxy, follow the instructions on the Voting Form.

A proxy may be an individual or a body corporate but need not be a shareholder of the Company.

A body corporate that is a shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The body corporate or representative must provide a "certificate of appointment of corporate representative" prior to the representative's admission to the AGM confirming its authority to act as the body corporate's representative. The Company's share registry can provide a form of the certificate on request.

#### 5. Undirected Proxies

The Chairman intends to vote all available proxies in favour of each resolution, except resolution 4. If resolution 4 is put to vote at the AGM, the Chairman intends to vote all available proxies against that resolution.

An undirected proxy for any resolution may be voted as the proxy chooses, subject to the following:

- An undirected proxy in relation to resolution 3 or 4 that is given to a member of the Company's Key Management Personnel whose remuneration is disclosed in the remuneration report for the year ended 31 December 2020 (other than the Chairman of the meeting) or any of their Closely Related Parties will not be voted. To allow such a proxy to vote, the shareholder must direct the proxy how to vote by marking the relevant "For", "Against" or "Abstain" box on the Voting Form.

- If a shareholder appoints the Chairman as proxy, or if the Chairman is appointed as proxy by default, in relation to resolution 3 or 4, and the shareholder does not mark the "For", "Against" or "Abstain" box opposite the relevant item on the Voting Form, the shareholder will be authorising the Chairman to vote even though the resolution is connected directly with the remuneration of members of the Company's Key Management Personnel.

In this notice:

- Members of Key Management Personnel comprise directors and executives whose remuneration for 2020 is disclosed in the remuneration report.
- A Closely Related Party of a member of Key Management Personnel is: (a) a company the member controls, (b) the member's spouse, child or dependant (or a child or dependant of the member's spouse) or (c) anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company.

## SHARE REGISTRY'S CONTACT DETAILS

### Lodge votes by mail, fax or online:

Mail: Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Fax: (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

Online: [www.investorvote.com.au](http://www.investorvote.com.au)

Intermediary Online Subscribers: [www.intermediaryonline.com](http://www.intermediaryonline.com)

### All enquiries:

Phone: (within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## ORDINARY BUSINESS

### ITEM 1 – Financial Reports

The Corporations Act requires the financial report, directors' report and independent auditor's report to be laid before the AGM each year.

The financial report has been approved by the directors and audited by the independent auditor.

Whilst there is no requirement for the reports to be approved by shareholders, shareholders as a whole will have a reasonable opportunity at the AGM to ask questions about and make comments on the reports and management of the Company.

Shareholders will also have a reasonable opportunity to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

Shareholders may also address written questions to the Chairman about the management of the Company or to the auditor if the question is relevant to the contents of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM. In accordance with section 250PA(1) of the Corporations Act, written questions for the auditor, Deloitte Touche Tohmatsu, must be submitted to the Company by no later than the fifth business day before the day on which the AGM is held (ie. by no later than Wednesday, 12 May 2021).

### ITEM 2 – Re-election of Director – Mr Nicholas George Politis AM, BCom

The Company's constitution requires directors (other than the Managing Director and any alternate directors) to retire from office no later than the longer of the third AGM of the Company or 3 years, following their last election or appointment.

Having been initially appointed as a non-executive director of the Company in May 2000, Mr Politis was last re-elected to the board at the Company's AGM in May 2018.

Mr Politis retires by rotation and, being eligible, offers himself for re-election as a director of the Company at the AGM in accordance with the Company's constitution.

Mr Politis has vast industry experience and a distinguished career in the retail automotive industry. He is Executive Chairman of the Company's largest shareholder and automotive retailer, WFM Motors Pty Ltd.

The board derives significant benefit from the expertise and experience of Mr Politis.

Further information about Mr Politis is set out in the Company's 2020 annual report.

#### **Board Recommendation**

The board (excluding Mr Politis) recommends that shareholders **vote in favour** of this resolution for the re-election of Mr Politis as a director.

#### **ITEM 3 – Remuneration Report**

Shareholders are asked to adopt the Company's remuneration report for 2020. The Corporations Act requires that listed companies put a resolution to their shareholders to adopt their remuneration report, by way of a non-binding advisory vote, each year.

The remuneration report is set out in the Company's 2020 annual report, which is available on the Company's website at [www.eagersautomotive.com.au](http://www.eagersautomotive.com.au).

The remuneration report:

- outlines the Company's remuneration strategy, principles and framework;
- explains the link between remuneration and value creation for shareholders;
- describes the relationship between remuneration and the Company's performance;
- sets out the Company's remuneration arrangements for Key Management Personnel; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

At last year's AGM, a first strike was received against the Company's remuneration report, with more than 25% of the votes on the resolution to adopt the remuneration report for 2019 being cast against the resolution. The board viewed this very seriously, establishing a dedicated Remuneration Committee to assist in considering and addressing the issues that led to the strike. The board has engaged independent expert remuneration advisers, consulted with key stakeholders, including shareholders and proxy advisors, and undertaken a comprehensive review of the Company's remuneration framework since last year's AGM.

Consequently, a new remuneration framework has been implemented for 2021, more closely aligned to market practice and addressing concerns that gave rise to the strike. The remuneration report for 2020 provides an overview of the changes that have been implemented in response to the strike at last year's AGM.

The remuneration report for 2020 has also been redesigned to improve disclosure, readability and transparency, better showcasing the links between Company performance and remuneration outcomes and the elements of remuneration that are performance based.

The board believes the remuneration arrangements outlined in the remuneration report are appropriate for the Company given its size and business objectives, better aligned with market practice and will help drive the Company's performance for the benefit of all shareholders.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the remuneration report and the board will take into account the discussion and outcome when considering future remuneration arrangements of the Company.

If at least 25% of the votes cast on resolution 3 are cast against the adoption of the Company's remuneration report, the Company will receive a second strike and it will be required to put resolution 4 to the meeting to determine whether all of the Company's directors will need to stand for re-election at a Spill Meeting to be held within 90 days of the AGM.

#### **Voting Exclusion Statement**

Any member of the Company's Key Management Personnel and their Closely Related Parties are not entitled to vote on this resolution in any capacity. However, any such person may vote as a proxy for another person who is entitled to vote on this resolution if the proxy appointment directs them how to vote on the resolution. In addition, this prohibition does not apply to the Chairman of the meeting acting as proxy for a person entitled to vote where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy even though the resolution is connected with the remuneration of Key Management Personnel.

#### **Board Recommendation**

As the resolution relates to matters including the remuneration of the directors, the board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution.

#### **CONTINGENT BUSINESS**

#### **ITEM 4 – Conditional Resolution to Hold a Spill Meeting**

Resolution 4 is a conditional resolution and will only be put to shareholders at the AGM if at least 25% of the votes on resolution 3 are cast against the adoption of the remuneration report.

The Corporations Act provides that if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive AGMs are cast against the adoption of the remuneration report then shareholders must be given the opportunity to vote on a resolution in the form of this resolution 4 at the second AGM. As more than 25% of the votes on the adoption of the remuneration report at last year's AGM were cast against the resolution, this constituted a first strike. This resolution 4 will therefore only need to be put to shareholders at this year's AGM if there is a second strike, ie. if at least 25% of the votes on resolution 3 at this year's AGM are cast against the adoption of the 2020 remuneration report.

If resolution 4 is put to shareholders, it will be considered as an ordinary resolution. For it to be passed, it will require the approval of a simple majority of the votes that are cast by shareholders who are entitled to vote on it.

If resolution 4 is passed, a special meeting of shareholders ('Spill Meeting') will need to be held within 90 days of the AGM in order to consider the composition of the board. If a Spill Meeting is required, details of the Spill Meeting will be notified to shareholders in due course.

If a Spill Meeting is held, immediately before the end of the Spill Meeting, each of the directors who were in office when the board approved the director's report for the financial year ended 31 December 2020 and who remain in office at the time of the Spill Meeting will automatically cease to hold office, unless they are willing to stand for re-election and are re-elected at the Spill Meeting. This means that if a Spill Meeting is held, the following directors will automatically cease to hold office as directors of the Company immediately before the end of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at the Spill Meeting:

- Tim Crommelin
- Dan Ryan
- Michelle Prater
- David Cowper
- Marcus Birrell
- Sophie Moore
- Greg Duncan
- David Blackhall
- Nicholas Politis (assuming that Mr Politis is re-elected at the AGM under resolution 2)

Each of these directors would be eligible to stand for re-election at the Spill Meeting. However, there is no guarantee that they would do so.

In considering how to vote on resolution 4 if it is put to shareholders at the AGM, the board suggests that shareholders take into account the following matters:

- the additional costs that will be incurred if the Company is required to hold and call a Spill Meeting;
- the steps that have been taken by the board to address shareholder concerns relating to the remuneration of Key Management Personnel since last year's AGM; and
- the potential disruption to the board of a Spill Meeting and the impact this may have on the Company.

If resolution 4 is put to shareholders at the AGM and you do not want a Spill Meeting to be held, you should vote "against" the resolution. If you want a Spill Meeting to be held, you should vote "for" the resolution.

#### **Voting Exclusion Statement**

Any member of the Company's Key Management Personnel and their Closely Related Parties are not entitled to vote on this resolution in any capacity. However, any such person may vote as a proxy for another person who is entitled to vote on this resolution if the proxy appointment directs them how to vote on the resolution. In addition, this prohibition does not apply to the Chairman of the meeting acting as proxy for a person entitled to vote where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy even though the resolution is connected with the remuneration of Key Management Personnel.

#### **Board Recommendation**

The board unanimously recommends that shareholders **vote against** this resolution.

# Online meeting guide

## Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

### To log in, you must have the following information:

Meeting ID  
**338-531-706**

Australian residents

- > **Username**  
(SRN or HIN) and
- > **Password**  
(postcode of your registered address).

Overseas Residents

- > **Username**  
(SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

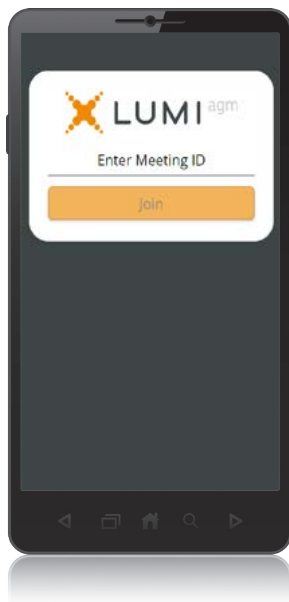
A full list of country codes is provided at the end of this guide.

Appointed Proxies

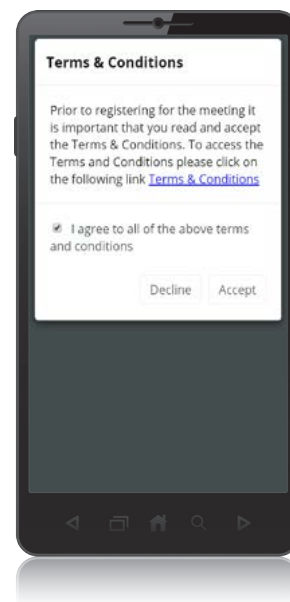
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

## Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- 3 To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



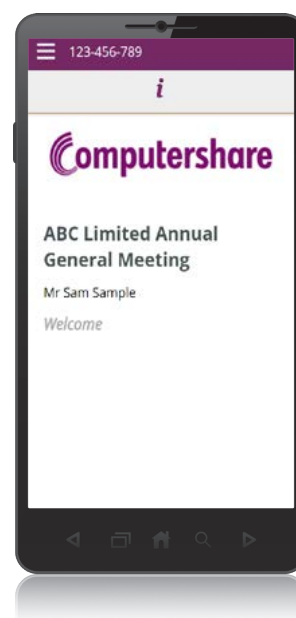
- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest**, select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

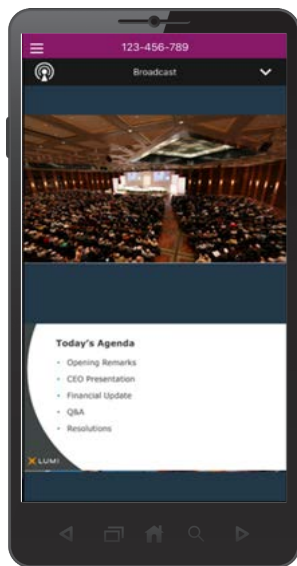



Questions icon, used to ask questions.

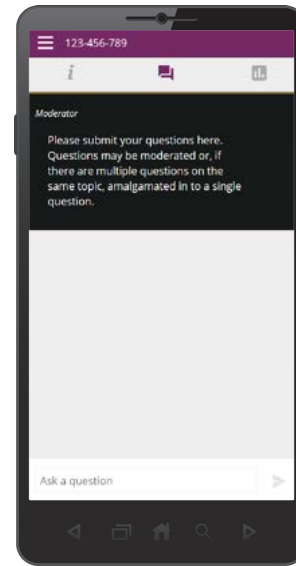



The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

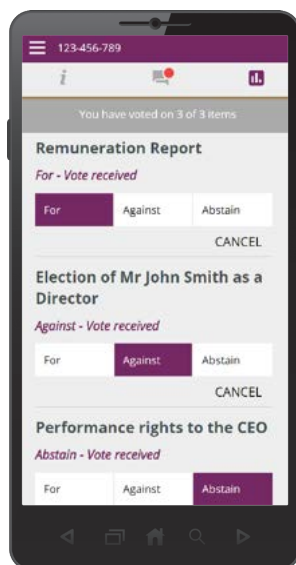


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
  - > To vote, tap one of the voting options. Your response will be highlighted
  - > To change your vote, simply press a different option to override


The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



## Icon descriptions

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 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 The broadcast bar allows you to view and listen to the proceedings.

### For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024



## COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

<b>ABW</b> ARUBA	<b>DEU</b> GERMANY	<b>KHM</b> CAMBODIA	<b>PRK</b> KOREA DEM PEOPLES	<b>TJK</b> TAJIKISTAN
<b>AFG</b> AFGHANISTAN	<b>DJI</b> DJIBOUTI	<b>KIR</b> KIRIBATI	REPUBLIC OF	<b>TKL</b> TOKELAU
<b>AGO</b> ANGOLA	<b>DMA</b> DOMINICA	<b>KNA</b> ST KITTS AND NEVIS	<b>PRT</b> PORTUGAL	<b>TKM</b> TURKMENISTAN
<b>AIA</b> ANGUILLA	<b>DNK</b> DENMARK	<b>KOR</b> KOREA REPUBLIC OF	<b>PRY</b> PARAGUAY	<b>TLS</b> EAST TIMOR
<b>ALA</b> ALAND ISLANDS	<b>DOM</b> DOMINICAN REPUBLIC	<b>KWT</b> KUWAIT	<b>PSE</b> PALESTINIAN TERRITORY	DEMOCRATIC REP OF
<b>ALB</b> ALBANIA	<b>DZA</b> ALGERIA	<b>LAO</b> LAO PDR	OCCUPIED	<b>TMP</b> EAST TIMOR
<b>AND</b> ANDORRA	<b>ECU</b> ECUADOR	<b>LBN</b> LEBANON	<b>PYF</b> FRENCH POLYNESIA	<b>TON</b> TONGA
<b>ANT</b> NETHERLANDS ANTILLES	<b>EGY</b> EGYPT	<b>LBR</b> LIBERIA	<b>QAT</b> QATARPL NEPAL	<b>TTO</b> TRINIDAD & TOBAGO
<b>ARE</b> UNITED ARAB EMIRATES	<b>ERI</b> ERITREA	<b>LBY</b> LIBYAN ARAB	<b>NRU</b> NAURU	<b>TKM</b> TURKMENISTAN
<b>ARG</b> ARGENTINA	<b>ESH</b> WESTERN SAHARA	JAMAHIRIYA	<b>NZL</b> NEW ZEALAND	<b>TLS</b> EAST TIMOR
<b>ARM</b> ARMENIA	<b>ESP</b> SPAIN	<b>LCA</b> ST LUCIA	<b>OMN</b> OMAN	DEMOCRATIC REP OF
<b>ASM</b> AMERICAN SAMOA	<b>EST</b> ESTONIA	<b>LIE</b> LIECHTENSTEIN	<b>PAK</b> PAKISTAN	<b>TMP</b> EAST TIMOR
<b>ATA</b> ANTARCTICA	<b>ETH</b> ETHIOPIA	<b>LKA</b> SRI LANKA	<b>PAN</b> PANAMA	<b>TON</b> TONGA
<b>ATF</b> FRENCH SOUTHERN	<b>FIN</b> FINLAND	<b>LSO</b> LESOTHO	<b>PCN</b> PITCAIRN ISLANDS	<b>TTO</b> TRINIDAD & TOBAGO
TERRITORIES	<b>FJI</b> FIJI	<b>LTU</b> LITHUANIA	<b>PER</b> PERU	<b>TZA</b> TANZANIA UNITED
<b>ATG</b> ANTIGUA AND BARBUDA	<b>FLK</b> FALKLAND ISLANDS	<b>LUX</b> LUXEMBOURG	<b>PHL</b> PHILIPPINES	REPUBLIC OF
<b>AUS</b> AUSTRALIA	(MALVINAS)	<b>LVA</b> LATVIA	<b>PLW</b> PALAU	<b>UGA</b> UGANDA
<b>AUT</b> AUSTRIA	<b>FRA</b> FRANCE	<b>MAC</b> MACAO	<b>PNG</b> PAPUA NEW GUINEA	<b>UKR</b> UKRAINE
<b>AZE</b> AZERBAIJAN	<b>FRO</b> FAROE ISLANDS	<b>MAF</b> ST MARTIN	<b>POL</b> POLAND	<b>UMI</b> UNITED STATES MINOR
<b>BDI</b> BURUNDI	<b>FSM</b> MICRONESIA	<b>MAR</b> MOROCCO	<b>PRI</b> PUERTO RICO	OUTLYING
<b>BEL</b> BELGIUM	<b>GAB</b> GABON	<b>MCO</b> MONACO	<b>PRK</b> KOREA DEM PEOPLES	<b>URY</b> URUGUAY
<b>BEN</b> BENIN	<b>GBR</b> UNITED KINGDOM	<b>MDA</b> MOLDOVA REPUBLIC OF	REPUBLIC OF	<b>USA</b> UNITED STATES OF
<b>BFA</b> BURKINA FASO	<b>GEO</b> GEORGIA	<b>MDG</b> MADAGASCAR	<b>PRT</b> PORTUGAL	AMERICA
<b>BGD</b> BANGLADESH	<b>GGY</b> GUERNSEY	<b>MDV</b> MALDIVES	<b>PRY</b> PARAGUAY	<b>UZB</b> UZBEKISTAN
<b>BGR</b> BULGARIA	<b>GHA</b> GHANA	<b>MEX</b> MEXICO	<b>PSE</b> PALESTINIAN TERRITORY	<b>VAT</b> HOLY SEE (VATICAN CITY
<b>BHR</b> BHRAIN	<b>GIB</b> GIBRALTAR	<b>MHL</b> MARSHALL ISLANDS	OCCUPIED	STATE)
<b>BHS</b> BAHAMAS	<b>GIN</b> GUINEA	<b>MKD</b> MACEDONIA FORMER	<b>PYF</b> FRENCH POLYNESIA	<b>VCT</b> ST VINCENT & THE
<b>BIH</b> BOSNIA & HERZEGOVINA	<b>GLP</b> GUADELOUPE	YUGOSLAV REP	<b>QAT</b> QATAR	GRENADINES
<b>BLM</b> ST BARTHELEMY	<b>GMB</b> GAMBIA	<b>MLI</b> MALI	<b>REU</b> REUNION	<b>VEN</b> VENEZUELA
<b>BLR</b> BELARUS	<b>GNB</b> GUINEA-BISSAU	<b>MLT</b> MALTA	<b>ROU</b> ROMANIA	<b>VGB</b> BRITISH VIRGIN ISLANDS
<b>BLZ</b> BELIZE	<b>GNQ</b> EQUATORIAL GUINEA	<b>MMR</b> MYANMAR	<b>RUS</b> RUSSIAN FEDERATION	<b>VIR</b> US VIRGIN ISLANDS
<b>BMU</b> BERMUDA	<b>GRC</b> GREECE	<b>MNE</b> MONTENEGRO	<b>RWA</b> RWANDA	<b>VNM</b> VIETNAM
<b>BOL</b> BOLIVIA	<b>GRD</b> GRENADA	<b>MNG</b> MONGOLIA	<b>SAU</b> SAUDI ARABIA KINGDOM	<b>VUT</b> VANUATU
<b>BRA</b> BRAZIL	<b>GRL</b> GREENLAND	<b>MNP</b> NORTHERN MARIANA	OF	<b>WLF</b> WALLIS AND FUTUNA
<b>BRB</b> BARBADOS	<b>GTM</b> GUATEMALA	ISLANDS	<b>SCG</b> SERBIA AND	<b>WSM</b> SAMOA
<b>BRN</b> BRUNEI DARUSSALAM	<b>GUF</b> FRENCH GUIANA	<b>MOZ</b> MOZAMBIQUE	MONTENEGRO	<b>YEM</b> YEMEN
<b>BTN</b> BHUTAN	<b>GUM</b> GUAM	<b>MRT</b> MAURITANIA	<b>SDN</b> SUDAN	<b>YMD</b> YEMEN
<b>BUR</b> BURMA	<b>GUY</b> GUYANA	<b>MSR</b> MONTSERRAT	<b>SEN</b> SENEGAL	DEMOCRATIC
<b>BVT</b> BOUVET ISLAND	<b>HKG</b> HONG KONG	<b>MTQ</b> MARTINIQUE	<b>SGP</b> SINGAPORE	<b>YUG</b> YUGOSLAVIA SOCIALIST
<b>BWA</b> BOTSWANA	<b>HMD</b> HEARD AND MCDONALD	<b>MUS</b> MAURITIUS	<b>SGS</b> STH GEORGIA & STH	FED REP
<b>BLR</b> BELARUS	ISLANDS	<b>MWI</b> MALAWI	SANDWICH ISL	<b>ZAF</b> SOUTH AFRICA
<b>CAF</b> CENTRAL AFRICAN	<b>HND</b> HONDURAS	<b>MYS</b> MALAYSIA	<b>SHN</b> ST HELENA	<b>ZAR</b> ZAIRE
REPUBLIC	<b>HRV</b> CROATIA	<b>MYT</b> MAYOTTE	<b>SJM</b> SVALBARD & JAN MAYEN	<b>ZMB</b> ZAMBIA
<b>CAN</b> CANADA	<b>HTI</b> HAITI	<b>NAM</b> NAMIBIA	<b>SLB</b> SOLOMON ISLANDS	<b>ZWE</b> ZIMBABWE
<b>CCK</b> COCOS (KEELING)	<b>HUN</b> HUNGARY	<b>NCL</b> NEW CALEDONIA	<b>SLE</b> SIERRA LEONE	
ISLANDS	<b>IDN</b> INDONESIA	<b>NER</b> NIGER	<b>SLV</b> EL SALVADOR	
<b>CHE</b> SWITZERLAND	<b>IMN</b> ISLE OF MAN	<b>NFK</b> NORFOLK ISLAND	<b>SMR</b> SAN MARINO	
<b>CHL</b> CHILE	<b>IND</b> INDIA	<b>NGA</b> NIGERIA	<b>SOM</b> SOMALIA	
<b>CHN</b> CHINA	<b>IOT</b> BRITISH INDIAN OCEAN	<b>NIC</b> NICARAGUA	<b>SPM</b> ST PIERRE AND	
<b>CIV</b> COTE D'IVOIRE	TERRITORY	<b>NIU</b> NIUE	MIQUELON	
<b>CMR</b> CAMEROON	<b>IRL</b> IRELAND	<b>NLD</b> NETHERLANDS	<b>SRB</b> SERBIA	
<b>COD</b> CONGO DEMOCRATIC	<b>IRN</b> IRAN ISLAMIC	<b>NOR</b> NORWAY	<b>STP</b> SAO TOME AND	
REPUBLIC OF	REPUBLIC OF	<b>PL</b> NEPAL	PRINCIPE	
<b>COG</b> CONGO PEOPLES	<b>IRQ</b> IRAQ	<b>NRU</b> NAURU	<b>SUR</b> SURINAME	
REPUBLIC OF	<b>ISL</b> ICELAND	<b>NZL</b> NEW ZEALAND	<b>SVK</b> SLOVAKIA	
<b>COK</b> COOK ISLANDS COL	<b>ISM</b> BRITISH ISLES	<b>OMN</b> OMAN	<b>SVN</b> SLOVENIA	
COLOMBIA	<b>ISR</b> ISRAEL	<b>PAK</b> PAKISTAN	<b>SWE</b> SWEDEN	
<b>COM</b> COMOROS	<b>ITA</b> ITALY	<b>PAN</b> PANAMA	<b>SWZ</b> SWAZILAND	
<b>CPV</b> CAPE VERDE	<b>JAM</b> JAMAICA	<b>PCN</b> PITCAIRN ISLANDS	<b>SYC</b> SEYCHELLES	
<b>CRI</b> COSTA RICA	<b>JEY</b> JERSEY	<b>PER</b> PERU	<b>SYR</b> SYRIAN ARAB REPUBLIC	
<b>CUB</b> CUBA	<b>JOR</b> JORDAN	<b>PHL</b> PHILIPPINES	<b>TCA</b> TURKS AND CAICOS	
<b>CXR</b> CHRISTMAS ISLAND	<b>JPN</b> JAPAN	<b>PLW</b> PALAU	ISLANDS	
<b>CYM</b> CAYMAN ISLANDS	<b>KAZ</b> KAZAKHSTAN	<b>PNG</b> PAPUA NEW GUINEA	<b>TCD</b> CHAD	
<b>CYP</b> CYPRUS	<b>KEN</b> KENYA	<b>POL</b> POLAND	<b>TGO</b> TOGO	
<b>CZE</b> CZECH REPUBLIC	<b>KGZ</b> KYRGYZSTAN	<b>PRI</b> PUERTO RICO	<b>THA</b> THAILAND	

## Need assistance?

**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

APE

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9:00am (AEST) Monday, 17 May 2021.**

# Voting Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### VOTE DIRECTLY

**Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Lodge your Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.



I 9999999999

I ND

# Voting Form

Please mark ☒ to indicate your directions

STEP 1

Indicate How your Vote will be Cast

Select one option only

XX

At the Annual General Meeting of Eagers Automotive Limited to be held virtually at <http://web.lumiagm.com/338531706> on Wednesday, 19 May 2021 at 9:00am (AEST) and at any adjournment or postponement of that meeting, I/We being member/s of Eagers Automotive Limited direct the following:

1. Vote Directly

☐ Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

2. Appoint a Proxy to Vote on Your Behalf:

I/We hereby appoint ☐ the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

STEP 2

Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

ORDINARY BUSINESS	For	Against	Abstain
Item 2 Re-election of Director – Mr Nicholas George Politis AM, BCom	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

CONTINGENT BUSINESS			
Item 4 Conditional Resolution to Hold a Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business, except item 4. If item 4 is put to the Meeting, the Chairman intends to vote all undirected proxies against that item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /