

21 April 2023

Company Announcements Office  
ASX Limited

### Annual General Meeting (AGM) – Notice of Meeting and Voting Form

**Attached** are the following documents for the Annual General Meeting of Eagers Automotive Ltd (ASX: APE) scheduled for 24 May 2023:

1. Notice of Meeting
2. Voting Form

These documents are given to the ASX under listing rule 3.17.

**ENDS**

This announcement is authorised for release by the Company Secretary

For more information: Denis Stark  
Company Secretary  
(07) 3608 7100

[www.eagersautomotive.com.au](http://www.eagersautomotive.com.au)



# Notice of Annual General Meeting 2023

For personal use only

# Notice of Annual General Meeting

The Annual General Meeting ('AGM') of Eagers Automotive Limited ('Company') will be held on Wednesday, 24 May 2023 at 9.00 am (QLD time).

It will be held as a hybrid meeting, thereby giving shareholders an opportunity to attend either online or in person.

**Shareholders are invited to attend the AGM online at <https://meetnow.global/MFTWJLJ>**

Shareholders may do this electronically by using a compatible web browser on their computer, tablet, or smartphone.

Attending the AGM online 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.

Alternatively, shareholders may choose to attend in person at the offices of Morgans Stockbroking, Level 29, 123 Eagle Street, Brisbane, Queensland.

Further instructions on how to attend the meeting are contained in the Online Meeting Guide in the **Annexure** to this notice. This includes information on how to vote and ask questions online 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 2022.

### 2. Re-election of Directors

#### (a) Re-election of Director – Mr Tim Crommelin BCom, FSIA, FLSE

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

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

#### (b) Re-election of Director – Mr Marcus John Birrell

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

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

#### (c) Re-election of Director – Ms Sophie Alexandra Moore BBus, CA, FFin

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

*"That Ms Sophie Alexandra Moore, who retires by rotation in accordance with the Company's constitution, and being eligible, be re-elected as a director of the Company."*

#### (d) Re-election of Director – Mr David Scott Blackhall BCom, MBA, FAICD

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

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

#### (e) Re-election of Director – Mr Gregory James Duncan OAM, Bec, FCA

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

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

## Notice of Annual General Meeting

(CONTINUED)

### (f) Re-election of Director – Ms Michelle Victoria Prater BBus, CPA, ACIS, AICD

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

*"That Ms Michelle Victoria Prater, 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 2022 be adopted."*

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

## Special Business

### 4. Renewal of Proportional Takeover Provisions of Constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

*"That the proportional takeover provisions contained in Article 80 and Article 81 of the Company's constitution be renewed for a period of three years from the date this resolution is passed."*

**Note:** This resolution must be approved by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

## 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

21 April 2023



**Denis Stark**  
Company Secretary

## Explanatory Notes

These Explanatory Notes are included in, and form part of, the Notice of Annual General Meeting dated 21 April 2023.

## 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 (Qld time) on Monday, 22 May 2023. 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 vote online or in person during the AGM; or
- appointing a proxy or representative to vote on their behalf.

### 3. Direct Voting prior to the AGM

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'.

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 or online at [www.investorvote.com.au](http://www.investorvote.com.au). Direct votes must be lodged at least 48 hours before the AGM commences (ie. no later than 9.00 am (Qld time) on Monday, 22 May 2023).

### 4. Voting during the AGM

Shareholders attending the AGM online or in person may cast a 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.

### 5. 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 or online at [www.investorvote.com.au](http://www.investorvote.com.au). Proxy appointments must be received at least 48 hours before the AGM commences (ie. no later than 9.00 am (Qld time) on Monday, 22 May 2023).

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 (Qld time) on Monday, 22 May 2023).

## Explanatory Notes

(CONTINUED)

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 or online at [www.investorvote.com.au](http://www.investorvote.com.au).

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.

### 6. Chairman's voting intentions and Undirected Proxies

The Chairman intends to vote all available proxies in favour of each 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 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 2022 (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 or online at [www.investorvote.com.au](http://www.investorvote.com.au).

—If a shareholder appoints the Chairman as proxy, or if the Chairman is appointed as proxy by default, in relation to resolution 3, and the shareholder does not mark the 'For', 'Against' or 'Abstain' box opposite the relevant item on the Voting Form or online at [www.investorvote.com.au](http://www.investorvote.com.au), 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 2022 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

# Explanatory Notes

(CONTINUED)

## 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.

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, 17 May 2023).

### ITEM 2 – Re-election of Directors

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.

#### (a) Mr Tim Crommelin - BCom, FSIA, FLSE

Having been initially appointed as a non-executive director of the Company in February 2011, Mr Crommelin was last re-elected to the board at the Company's AGM in July 2020.

Mr Crommelin 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.

The board considers Mr Crommelin to be an independent director in that he is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in any material respect his capacity to bring independent judgement to bear on issues before the board and act in the best interests of the Company and shareholders generally.

As an independent non-executive director, Mr Crommelin chairs the Company's board and is a member of the Remuneration & Nomination Committee.

Mr Crommelin has broad knowledge of corporate finance, risk management and acquisitions and over 40 years' experience in the stockbroking and property industry. He is Chairman of Morgans Holdings (Australia) Limited, a director of University of Queensland Endowment Foundation (UQEF) and a trustee of Australian Cancer Research Foundation. He was previously the Deputy Chairman of Queensland Gas Company Limited (2006 to 2009) and a director of Senex Energy Ltd (2010 to April 2022).

Further information about Mr Crommelin is set out in the Company's 2022 annual report.

#### Board Recommendation

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

#### (b) Mr Marcus John Birrell

Having been initially appointed as a non-executive director of the Company in July 2016, Mr Birrell was last re-elected to the board at the Company's AGM in July 2020.

Mr Birrell 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.

The board considers Mr Birrell to be an independent director in that he is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in any material respect, his capacity to bring independent judgement to bear on issues before the board and to act in the best interests of the Company as a whole and shareholders generally.

As an independent non-executive director Mr Birrell is a member of the Company's Audit & Risk Committee, having been appointed to the committee in March 2017.

Mr Birrell has had a distinguished career in the automotive industry, including 38 years at manufacturer, financier and retail level and 21 years as Executive Chairman of Birrell Motors Group, before that group was acquired by the Company in March 2016.

Mr Birrell was a director of Australian Automotive Dealer Association Limited from 2014 to 2017.

Further information about Mr Birrell is set out in the Company's 2022 annual report.

#### Board Recommendation

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



## Explanatory Notes

(CONTINUED)

### Ordinary Business (CONTINUED)

#### (c) Ms Sophie Alexandra Moore - BBus, CA, FFin

Having been initially appointed as an executive director of the Company in March 2017, Ms Moore was last re-elected to the board at the Company's AGM in July 2020.

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

Ms Moore commenced with the Company as its Chief Financial Officer in August 2015. She continues in that role, with executive responsibility for the Company's accounting, taxation, internal audit and treasury functions. Ms Moore is therefore not considered to be an independent director of the Company.

Ms Moore has previously held senior finance roles with PricewaterhouseCoopers and Flight Centre Travel Group Limited. She was admitted as a chartered accountant in 1997.

Further information about Ms Moore is set out in the Company's 2022 annual report.

#### Board Recommendation

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

#### (d) Mr David Scott Blackhall - BCom, MBA, FAICD

Having been initially appointed as a non-executive director of the Company in December 2019, Mr Blackhall was elected to the board at the Company's AGM in July 2020.

The board considers Mr Blackhall to be an independent director in that he is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in any material respect his capacity to bring independent judgement to bear on issues before the board and act in the best interests of the Company and shareholders generally.

Mr Blackhall has over half a century of automotive industry experience with manufacturers, including at Managing Director level, as dealer principal and owner of various automotive franchises.

Since November 2021 Mr Blackhall has been Chairman of Australian Automotive Dealer Association Limited, having previously been Chief Executive from 2016 to 2019. He was a director of Automotive Holdings Group Ltd in 2019.

Mr Blackhall is the Managing Director of corporate advisory firm Raglan Ridge Advisors.

As an independent non-executive director, Mr Blackhall chairs the Company's Audit & Risk Committee.

Further information about Mr Blackhall is set out in the Company's 2022 annual report.

#### Board Recommendation

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

#### (e) Mr Greg James Duncan - OAM, BEc, FCA

Having been initially appointed as a non-executive director of the Company in December 2019, Mr Duncan was elected to the board at the Company's AGM in July 2020.

The board considers Mr Duncan to be an independent director in that he is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in any material respect his capacity to bring independent judgement to bear on issues before the board and act in the best interests of the Company and shareholders generally.

As an independent non-executive director, Mr Duncan chairs the Company's Remuneration & Nomination Committee and is a member of the Company's Audit & Risk Committee.

Mr Duncan is currently a director of advisory and investment firm JWT Bespoke Pty Ltd and has held that position since 2013.

Mr Duncan is a former owner and Executive Chairman of Trivett Automotive Group, Australia's largest prestige automotive business. He was a director of Automotive Holdings Group Limited from 2015 to 2019. Mr Duncan was also Chairman of Cox Automotive Australia Board of Management from 2016, retiring on 31 March 2021.

Further information about Mr Duncan is set out in the Company's 2022 annual report.

#### Board Recommendation

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

#### f) Ms Michelle Victoria Prater - BBus, CPA, ACIS, AICD

Ms Prater was initially appointed by the board as a non-executive director in February 2020 and was elected to the board at the Company's AGM in July 2020.

Ms Prater has been the Executive Chairman of APPL Group since 2004, a property development and investment group with an extensive automotive property portfolio including significant properties leased to the Company's operations in Western Australia. Ms Prater is therefore not considered to be an independent director of the Company.

Ms Prater held executive roles at corporate and operational levels with Automotive Holdings Group Limited from 1993 to 2004, including as an executive director from 2002 to 2004.

Further information about Ms Prater is set out in the Company's 2022 annual report.

#### Board Recommendation

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

## Explanatory Notes

(CONTINUED)

### Ordinary Business (CONTINUED)

#### ITEM 3 – Remuneration Report

Shareholders are asked to adopt the Company's remuneration report for 2022. 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 board views remuneration arrangements very seriously and has a dedicated remuneration committee to assist in considering and addressing these matters.

The remuneration report is set out in the Company's 2022 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, framework and governance arrangements;
- 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.

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

Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on the remuneration report.

#### Voting Exclusion Statement

Any member of the Company's Key Management Personnel whose remuneration is disclosed in the remuneration report for the year ended 31 December 2022 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 this resolution relates to matters including the remuneration of the directors, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, the board makes no recommendation regarding this resolution.

### Special Business

#### ITEM 4 – Renewal of Proportional Takeover Provisions of Constitution

##### (a) Background

The Company's constitution includes, at Articles 80 and 81, proportional takeover approval provisions that enable the Company to refuse to register shares subject to acquisition under a proportional takeover bid, unless the bid is approved by a resolution passed by shareholders in general meeting.

Articles 80 and 81 were renewed by shareholders in accordance with the Corporations Act at the AGM on 29 July 2020. In accordance with the constitution and the Corporations Act, those Articles will cease to have effect on 29 July 2023 unless they are renewed for a further three-year period by a special resolution of shareholders.

##### (b) Proportional takeover bids

In a proportional takeover bid, the bidder offers to buy only a proportion of each shareholder's shares in the target company.

This means that control of the target company may pass without shareholders having the chance to sell all their shares to the bidder, and that the bidder may take control of the target company without paying an adequate premium for gaining control.

To deal with this possibility, the Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote on whether to accept or reject the offer and that decision will be binding on all shareholders.

Such a provision allows shareholders to decide collectively whether the proportional takeover bid is acceptable in principle, and may ensure that the bid is appropriately priced.

##### (c) The effect of the proportional takeover provisions in the constitution

The effect of Articles 80 and 81 of the constitution is that if a proportional takeover bid is made for Eagers Automotive Limited, the Company must refuse to register a transfer of shares giving effect to any acceptance of the bid unless the takeover bid is approved by shareholders in a general meeting.

The directors must convene a meeting of shareholders to vote on a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on before the fourteenth day before the last day of the takeover bid period, the resolution will be deemed to have been approved. This effectively means that shareholders as a body may only prohibit a proportional takeover bid from being made by rejecting such a resolution.



## Explanatory Notes

(CONTINUED)

### Special Business (CONTINUED)

If the resolution is approved or deemed to have been approved, transfers of shares under the proportional takeover bid (provided they are in all other respects in order for registration) must be registered. Note that approval of the bid does not compel any shareholder to accept the bid – the decision to accept or reject a proportional takeover offer continues to be one for each individual shareholder.

If the resolution is rejected, registration of any transfer of shares resulting from that proportional takeover bid is prohibited and the offer is deemed by the Corporations Act to have been withdrawn.

If Articles 80 and 81 are renewed, they will expire three years after their renewal unless they are again renewed by a further special resolution of shareholders.

Proportional takeover provisions do not apply to full takeover bids.

#### (d) Reasons for proposing the resolution

The directors consider that shareholders should have the opportunity to vote on a proposed proportional takeover bid for the Company. A proportional takeover bid may result in effective control of the Company changing hands without shareholders having the opportunity of disposing of all their shares. A proportional takeover bid could result in shareholders being at risk of control of the Company passing to the bidder without payment of an adequate control premium for their shares, while also leaving them as part of a minority interest in the Company.

Articles 80 and 81 can prevent this occurring by giving shareholders the opportunity to decide whether a proportional takeover bid is acceptable and should be permitted to proceed for consideration by individual shareholders.

#### (e) Presently proposed acquisitions

As at the date of these Explanatory Notes, no director of the Company is aware of any proposal by any person to acquire or increase the extent of a substantial interest in the Company.

#### (f) Potential advantages and disadvantages for Directors

While the renewal of Articles 80 and 81 will allow the directors to ascertain shareholders' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the directors who will remain free to make their own recommendation as to whether any proportional takeover bid should be accepted.

#### (g) Potential advantages and disadvantages for shareholders

The directors consider that there are potential advantages associated with shareholders having the opportunity to consider and vote upon any proposed proportional takeover bid.

For a proportional takeover bid to be approved, it must be approved by more than half of the shares voted at the meeting excluding the shares of the bidder and its associates, and accordingly the existence of Articles 80 and 81:

- is likely to cause an intending bidder to formulate its offer in a way that would be attractive to the holders of a majority of shares, including appropriate pricing;
- may have the effect of not allowing control of the Company to pass without payment of a control premium;
- should assist shareholders to avoid being locked in as minority shareholders; and
- will help individual shareholders assess the likely outcome of a proportional takeover bid when determining whether to accept or reject the bid.

The potential disadvantages for shareholders renewing Articles 80 and 81 include:

- proportional takeover bids for the Company may be discouraged;
- any speculative element in the market price of the Company's shares arising from the possibility of a proportional takeover offer being made may be reduced; and
- the provisions may be considered to constitute an unwarranted additional restriction of the right of individual shareholders to freely deal with their shares as they see fit.

There have been no full or proportional takeover bids for the Company during the time Articles 80 and 81 have been in effect.

Accordingly, there has not been any example against which to review the advantages or disadvantages of the provisions for the directors and shareholders, respectively, during this period.

#### Board Recommendation

The board considers that the potential advantages for shareholders of the proportional takeover provisions outweigh the potential disadvantages. Accordingly, the board recommends that shareholders approve the renewal of Articles 80 and 81 of the constitution and **vote in favour** of the resolution.

# ANNEXURE 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://meetnow.global/MFTWJLJ> 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:

### Australian Residents

SRN or HIN and postcode of your registered address.

### Overseas Residents

SRN or HIN and country of your registered address.

### Appointed Proxies

An email invitation sent to you by Computershare.

## PARTICIPATING AT THE MEETING

To participate in the online meeting, either use the link referred to above or visit <https://meetnow.global/au>. Then enter the company name in the 'Filter' field. Select and click on the displayed meeting.

**Search for meeting**

Australia

Filter: Computershare

### To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN

eg. X1234567890

Country

Australia

Post Code

eg. 0123

**SIGN IN**

### or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you are a received an email invitation for this meeting, please enter your invite code below.

Invite Code

Enter your invite code. e.g. G-ABCDEFGF or ABCD

**SIGN IN**

### or To register as a guest

Select 'Guest' and enter your details.

Shareholder Invitation Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name \*

Last Name \*

Email

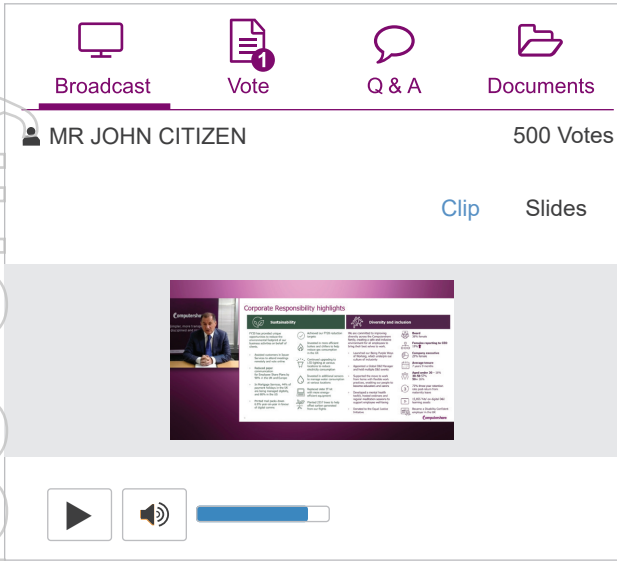
Company Name

**SIGN IN**



### Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

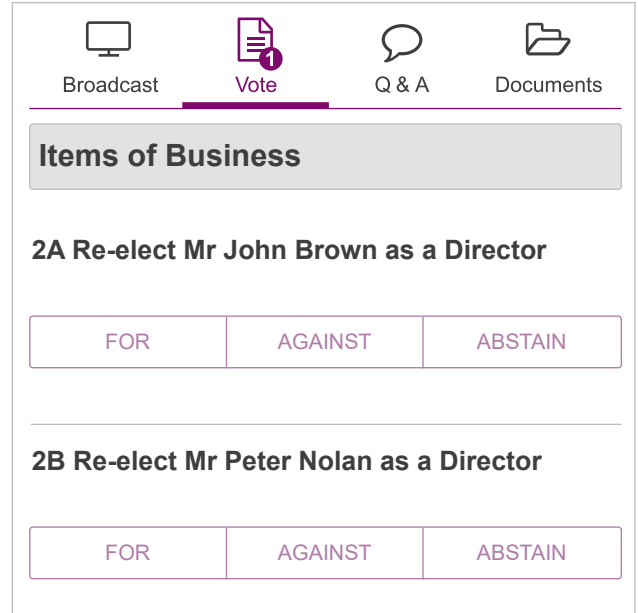


### Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

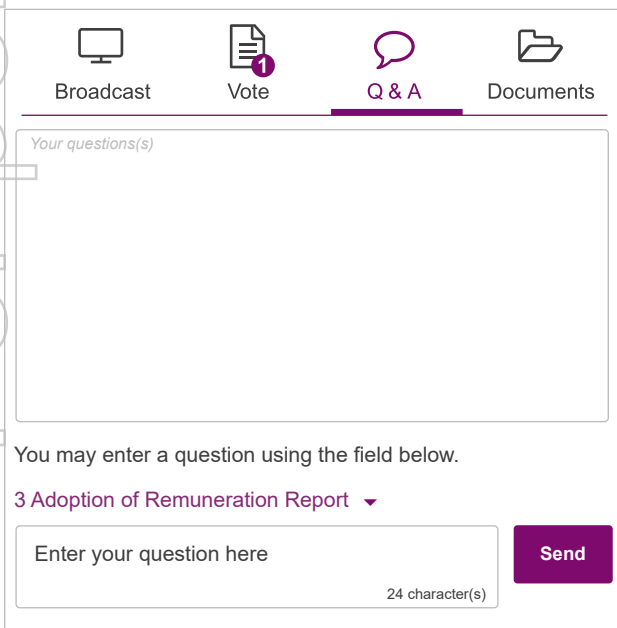
To change your vote, select 'Click here to change your vote' and press a different option to override.



### Q & A

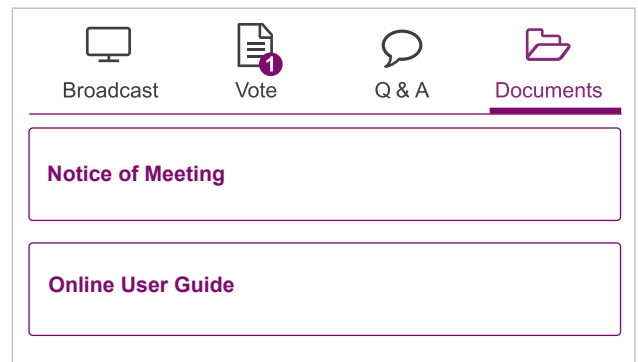
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



### Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



## FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4871.



**eagers**  
**automotive**

ABN 87 009 680 013

## 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 **9:00 am (Qld Time) Monday, 22 May 2023**.

# 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.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## 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: 131086**

**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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 your 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 on **Wednesday, 24 May 2023 at 9:00 am (Qld time)** as a hybrid meeting, at which shareholders may attend online at <https://meetnow.global/MFTWJLJ> or in person at the offices of Morgans Stockbroking, Level 29, 123 Eagle Street, Brisbane, Queensland, and at any adjournment or postponement of that meeting, I/we being member/s of Eagers Automotive Limited direct the following:

A **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

B **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).

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 3** (except where I/we have indicated a different voting intention in step 2) even though **Item 3** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 3** by marking the appropriate box in step 2.

### 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                 |   |                          |                          | For                      | Against | Abstain |
|-------------------|---|--------------------------|--------------------------|--------------------------|-------------------------|---|--------------------------|--------------------------|--------------------------|---------|---------|
| Item 2(a)         | Re-election of Director – Mr Tim Crommelin          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Item 2(f)               | Re-election of Director – Ms Michelle Victoria Prater       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |         |         |
| Item 2(b)         | Re-election of Director – Mr Marcus John Birrell    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Item 3                  | Remuneration Report   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |         |         |
| Item 2(c)         | Re-election of Director – Ms Sophie Alexandra Moore | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <b>Special Business</b> |   |                          |                          |                          |         |         |
| Item 2(d)         | Re-election of Director – Mr David Scott Blackhall  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Item 4                  | Renewal of Proportional Takeover Provisions of Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |         |         |
| Item 2(e)         | Re-election of Director – Mr Gregory James Duncan   | <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. 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.

### Step 3

### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

### Update your communication details *(Optional)*

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

APE

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Computershare

