


Section 172(1) statement continued

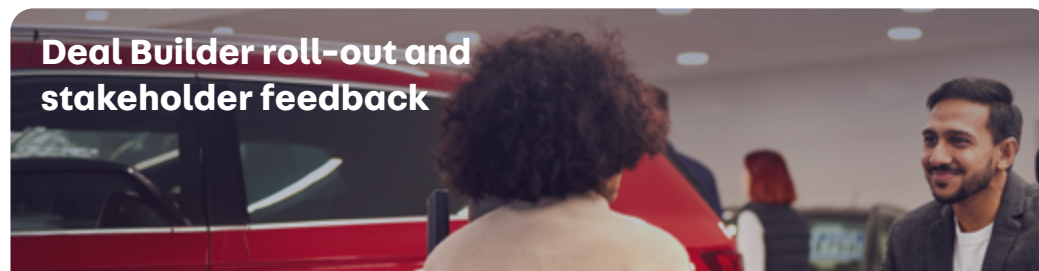
OUR STRATEGIC PRIORITIES

-  Marketplace
-  Platform
-  Digital retailing
-  Working responsibly

Material decisions taken by the Board

Here are examples of two key decisions taken this financial year, illustrating how the Board has had regard to the matters

set out in s.172, including where the Board discussed, considered and balanced stakeholder interests.



Deal Builder roll-out and stakeholder feedback

CONTEXT

We remain in a unique position to connect online journeys to offline retailer forecourt visits. Today, these journeys typically start on Autotrader and transfer into retailers' systems and processes through our Retailer Portal and APIs. Our Deal Builder product makes this process easier, faster and more effective for car buyers and retailers. In May 2025, we made our Deal Builder product part of our core proposition, accelerating adoption and materially increasing the number of deals being submitted on Autotrader, thereby strengthening the competitive moat for our core business.

BOARD CONSIDERATIONS

In reviewing the acceleration plan, the Board considered the impact across stakeholder groups:

- Consumers would benefit from a more consistent marketplace experience, with flexible ways to engage with retailers and less friction for the many buyers who arrive at a forecourt without prior contact.
- The finance journey within Deal Builder considered legal & regulatory compliance.
- Retailers would gain a smoother online to offline sales journey, higher conversion, less administrative effort and improved out-of-hours activity.
- Shareholder value would be increased for the long term, through a stronger differentiated, subscription-based business with opportunities to enhance monetisation of ancillary products. The Board also recognised that the technical complexity of the solution presents a meaningful competitive advantage.

OUTCOME AND MANAGEMENT RESPONSE

We recognise the impact of a social media campaign in November 2025, which whilst prompted by the accelerated roll-out of Deal Builder, also reflected broader concerns in what had been a difficult trading period for many. This was disappointing given the significant

investment we make in supporting retailers, but it also highlighted areas we need to improve. We received constructive feedback and took swift action.

This included:

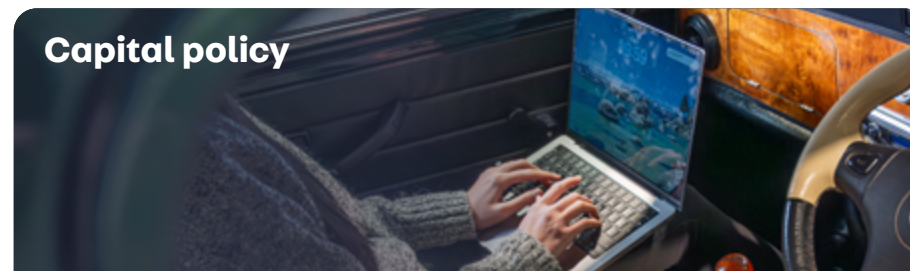
- Holding listening sessions open to all customers in London and Manchester.
- Establishing formal Customer Advisory Groups for independent and franchise retailers, complementing our existing monthly forums which typically include businesses representing c.1,700 retailer forecourts.
- Introducing a "request reservation" option within Deal Builder for retailers whose processes were not aligned with full reservations.
- Updating the product page to increase the prominence of lead types most valued by retailers.
- Pausing the auto-roll-out of Deal Builder to enable direct engagement with retailers ahead of onboarding.
- Testing changes to consumer sign-in requirements for submitting enquiries.
- Clarifying language so retailers do not assume we are completing transactions which is how they understand "Deal".

All actions were debated with the Board and received its full support. Feedback from retailers already using Deal Builder and Buying Signals remained positive, and the Board continues to view these products as integral to Autotrader's future platform experience.

RELEVANT STAKEHOLDERS

- Consumers
- Customers
- Our People

RELEVANT STRATEGIC PRIORITIES:



Capital policy

CONTEXT

Autotrader's long-term capital allocation policy focuses on investing in the business to support growth while returning approximately one-third of net income to shareholders through dividends. Any surplus cash generated following these activities is allocated to continuing the Company's ongoing share buyback programme.

Amid widespread share price declines across nearly all major classifieds platforms globally, driven by concerns over AI-driven disruption, Autotrader's share price also experienced a significant decline during financial year 2026. Consequently, the Company's earnings multiple fell to historic lows, presenting a potential opportunity to review this capital policy.

BOARD CONSIDERATIONS

The Board reviewed whether the materially lower share price presented an opportunity to enhance shareholder value by utilising debt capacity to reduce capital. In doing so, it considered:

- Alternative approaches to reducing capital, including standard share buybacks, tender offer or special dividend with consolidation;
- Existing and potential increased debt facility;
- The impact on EPS, interest costs and liquidity;
- The effect on leverage, informed by modelling that indicated additional borrowing capacity could support incremental repurchases, subject to remaining fiscally responsible;
- Alignment with the existing capital policy and long-term capital allocation priorities; and
- The impact on remuneration plans, as detailed in the DRR on page 73.

OUTCOMES

The Board believes the prevailing Autotrader share price does not reflect the Company's fundamentals or long-term prospects. Despite a rapidly changing technology environment, our current competitive position has strengthened, we are adapting our car buying experience to evolve with consumer habits, and we remain comfortable our investment in technology is sufficient to take advantage of AI. We do recognise that we have had a challenging end to the year which has impacted growth in both 2026 and 2027, although we have seen a gradual increase in some of our core metrics as we've entered the new financial year.

With this in mind, in 2027 we will continue to assess the attractiveness of the share price and currently expect to return c.£600m to shareholders. This will be through purchasing c.£500m of shares and we will be seeking authority to purchase up to 15% of issued share capital at our AGM, as well as paying a third of net income in dividends. Based on current assumptions, this would increase leverage to c.1.0x. In aggregate this returns over £1bn to shareholders over the course of FY26 and FY27.

RELEVANT STAKEHOLDERS

- Investors
- Our People

RELEVANT STRATEGIC PRIORITIES:

