

Auto Trader Group plc Result of Annual General Meeting

Auto Trader Group plc (LSE: AUTO, "Auto Trader" or the "Company"), the UK's largest digital automotive marketplace, announces the results of the Company's Annual General Meeting ("AGM") held on 19 September 2019.

Each of the resolutions was voted on by way of a poll and the result of each resolution is shown below. All resolutions were passed.

The total number of shares on the register at 6pm on 17 September 2019, being those eligible to be voted on at the AGM, was 925,939,092 (excluding treasury shares).

Resolution	For*		Against		Total votes cast	% of shares on register at 6pm 17 September 2019	Votes withheld***
	No. of votes	%**	No. of votes	%**		No. of votes	
1. To receive the Annual Report and Accounts of the Company for the financial year ended 31 March 2019	789,163,748	99.99	96,444	0.01	789,260,192	85.24%	844,462
2. To approve the Directors' Remuneration Report	754,803,958	95.56	35,075,821	4.44	789,879,779	85.31%	224,875
3. To declare a final dividend of 4.6 pence per ordinary share for the year ended 31 March 2019	789,881,728	100.00	1,379	0.00	789,883,107	85.31%	221,548
4. To re-elect Ed Williams as a Director	765,219,916	96.88	24,658,111	3.12	789,878,027	85.31%	226,627
5. To re-elect Trevor Mather as a Director	772,754,316	97.83	17,122,338	2.17	789,876,654	85.31%	228,001
6. To re-elect Nathan Coe as a Director	771,437,506	97.67	18,441,896	2.33	789,879,402	85.31%	225,253
7. To re-elect David Keens as a Director	783,509,103	99.19	6,366,177	0.81	789,875,280	85.31%	229,375
8. To re-elect Jill Easterbrook as a Director	756,862,205	95.82	33,013,074	4.18	789,875,279	85.31%	229,375
9. To re-elect Jeni Mundy as a Director	782,386,210	99.05	7,489,070	0.95	789,875,280	85.31%	229,375
10. To elect Catherine Faiers as a Director	772,220,709	97.76	17,655,945	2.24	789,876,654	85.31%	228,001
11. To re-appoint KPMG LLP as auditors of the Company	789,741,522	100.00	1,452	0.00	789,742,974	85.29%	361,681
12. To authorise the Board to determine the auditors' remuneration.	789,880,230	100.00	2,877	0.00	789,883,107	85.31%	221,548
13. To authorise the Directors to allot shares.	712,893,031	90.25	76,987,328	9.75	789,880,359	85.31%	224,296
14. To authorise the partial disapplication of pre-emption rights****	789,637,889	99.97	239,595	0.03	789,877,484	85.31%	227,170
15. To authorise the partial disapplication of pre-emption rights in connection with an acquisition or investment****	726,040,340	91.92	63,837,144	8.08	789,877,484	85.31%	227,170
16. To authorise the Company to purchase its own shares****	780,951,224	98.88	8,879,211	1.12	789,830,435	85.30%	274,219
17. To authorise the Company to call general meetings on not less than 14 clear days' notice****	733,038,965	93.28	52,784,248	6.72	785,823,213	84.87%	4,281,442

NOTES:

* The "For" votes include those giving the Chairman discretion.

** Votes "For" and "Against" are expressed as a percentage of votes received.

***A vote "withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" the resolution.

****Denotes Special Resolutions

As previously announced, the Company commenced a rolling programme of share buy-backs on 15 June 2016 and, in reliance

on the approval of Resolution 16 at today's AGM, the Company announces that it intends to continue with the share buy-back programme, the purpose of which is to reduce its share capital. The Company's shareholders have generally authorised the Company to make market purchases of up to 92,936,538 of its ordinary shares, representing 10% of its ordinary shares (excluding treasury shares), subject to minimum and maximum price restrictions. The share buy-back programme will continue under the authority granted by the Company's shareholders at today's AGM on an ongoing basis until the expiry of the authority at the conclusion of the Company's 2020 AGM. The share buy-back programme will be conducted in accordance with the Company's general authority to repurchase shares, Chapter 12 of the UKLA Listing Rules and relevant conditions for trading, restrictions regarding time and volume, disclosure and reporting obligations, and price conditions.

The full text of the resolutions can be found in the Notice of Annual of General Meeting, which is available for inspection at the National Storage Mechanism <http://www.hemscott.com/nsm.do> and also on the Company's website at <https://plc.autotrader.co.uk>

A copy of the resolutions passed under special business (as defined by the listing rules of the UK Listing Authority) will shortly be submitted to the National Storage Mechanism for inspection at <http://www.hemscott.com/nsm.do>

Claire Baty

Company Secretary

About Auto Trader

Auto Trader Group plc is the UK and Ireland's largest digital automotive marketplace. Auto Trader sits at the heart of the UK's vehicle buying process and its primary activity is to help vehicle retailers compete effectively on the marketplace in order to sell more vehicles, faster. Auto Trader listed on the London Stock Exchange in March 2015 and is now a member of the FTSE 100 Index.

The marketplace brings together the largest and most engaged consumer audience. Auto Trader has over 90% prompted brand awareness and attracts circa 50 million monthly cross platform visits each month, with over 70% of visits coming through mobile devices.

The marketplace also has the largest pool of vehicle sellers (listing around 450,000 cars each day). Around 80% of UK automotive retailers advertise on [autotrader.co.uk](https://plc.autotrader.co.uk).

For more information, please visit <https://plc.autotrader.co.uk>

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