

24 April 2025

Market Announcements Office  
ASX Limited

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

**Attached** are the following documents for the AGM of Eagers Automotive Limited (ASX: APE) scheduled for Wednesday 28 May 2025:

1. Notice of Meeting; and
2. Voting Form.

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

-ENDS-

**For more information:** Denis Stark  
Company Secretary  
(07) 3608 7110

Authorised for release by the Company Secretary.

## Eagers Automotive Limited

ABN 87 009 680 013

### Notice of Annual General Meeting

The Annual General Meeting (“**AGM**”) of Eagers Automotive Limited (“**Company**”) will be held on **Wednesday, 28 May 2025 at 10.00 am (Qld time)**.

The AGM will be held as a hybrid meeting, allowing shareholders to attend either online or in person.

**Shareholders may attend online at <https://meetnow.global/M2GGG7L>** using a compatible web browser on their computer, tablet or smartphone.

Attending online will allow shareholders to ask questions and cast votes during the meeting in real time. Further instructions on how to attend online are contained in the Online Meeting Guide in the **Annexure** to this notice.

Alternatively, shareholders may attend in person at 5 Edmund Street, Newstead, Queensland.

#### 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 2024.

##### 2. 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 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 2024 be adopted.”*

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

##### 4. Non-executive Directors’ Fee Cap

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

*“That, for the purpose of ASX Listing Rule 10.17 and Article 50(a) of the Company’s constitution, the maximum aggregate amount of fees that may be paid each year to the Company’s non-executive Directors is increased by \$300,000 from \$1,000,000 to \$1,300,000.”*

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

**5. Acquisition of loan shares by the Chief Executive Officer - FY25–FY29 Long-Term Incentive**

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

*“That for the purposes of good corporate governance and transparency, approval be and is hereby given to the acquisition of 1,000,000 shares in the Company by Mr Keith Thornton, in respect of the FY25–FY29 Long-Term Incentive, in accordance with the terms of the Eagers Automotive Limited Equity Incentive Plan and as set out in the Explanatory Notes below.*

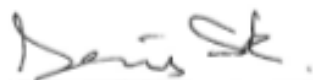
This resolution is subject to voting exclusions as set out in the Explanatory Notes.

**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**

24 April 2025



**Denis Stark**  
Company Secretary

# Explanatory Notes

These Explanatory Notes are included in, and form part of, the Notice of Annual General Meeting dated 24 April 2025.

## Voting

### 1. Poll

In accordance with Article 40 of the Company's constitution, the Chair of the meeting ("**Chair**") 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 meeting.

### 2. Entitlement to Vote

You will be eligible to vote at the meeting if you are a registered holder of ordinary shares in the Company as at 7.00 pm (Qld time) on Monday, 26 May 2025. A shareholder who is entitled to attend and vote at the meeting may do so by:

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

### 3. Direct Voting Prior to the Meeting

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

If you do not attend the meeting, you may cast a direct vote prior to the meeting 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 meeting commences (ie. no later than 10.00 am (Qld time) on Monday, 26 May 2025).

### 4. Voting During to the Meeting

Shareholders attending the meeting may cast votes during the meeting in real time. Details of how to attend and vote at the meeting 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 meeting, you may appoint a proxy to attend and vote on your behalf. You may direct the proxy how to vote. A proxy may be an individual or a body corporate but need not be a shareholder of the Company.

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 meeting commences (ie. no later than 10.00 am (Qld time) on Monday, 26 May 2025).

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 meeting commences (ie. no later than 10.00 am (Qld time) on Monday, 26 May 2025).

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 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 meeting. The body corporate or representative must

provide a “certificate of appointment of corporate representative” prior to the representative's admission to the meeting 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. Chair's Voting Intentions and Undirected Proxies

The Chair 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, 4 or 5 that is given to a member of the Company's Key Management Personnel (other than the Chair) 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 Chair as proxy, or if the Chair is appointed as proxy by default, in relation to resolution 3, 4 or 5, 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 Chair 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 is disclosed in the remuneration report for the year ended 31 December 2024.
- 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.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a shareholder (including by attorney or corporate representative) is conclusive.

## 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.

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 Chair 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, 21 May 2025).

### Item 2 – Re-election of Director

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

#### **Mr Daniel Thomas Ryan** BEc, MBus, FAICD

Mr Ryan was initially appointed as a Director of the Company in January 2010 and was last re-elected by Shareholders three years ago at the AGM in May 2022.

After more than fifteen years of outstanding service to the Company, Mr Ryan has decided not to seek further re-election and will retire as a Director at the conclusion of this year's AGM.

Since his initial appointment to the Board, Mr Ryan has been an extremely hardworking, diligent, professional and loyal servant of the Company for the benefit of all shareholders.

The Board acknowledges and thanks Mr Ryan for his tireless efforts and immense contribution as a Director of the Company since his initial appointment to the Board.

#### **Mr Gregory James Duncan** OAM, BEc, FCA

Having been initially appointed as a non-executive Director of the Company in December 2019, Mr Duncan was last re-elected to the Board at the Company's AGM in May 2023.

Mr Duncan retires and, being eligible, offers himself for re-election as a Director of the Company at the AGM in accordance with the Company's constitution and ASX Listing Rule 14.5.

The Board considers Mr Duncan to be an independent Director as 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 is the Chair of the Company's Remuneration & Nomination Committee and is a member of the Company's Audit & Risk Committee.

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

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

Further information about Mr Duncan is set out in the Company's 2024 annual report, which is available on the Company's website at [www.eagersautomotive.com.au](http://www.eagersautomotive.com.au).

### **Board Recommendation**

The Board (with Mr Duncan abstaining) is unanimous in its support for the re-election of Mr Duncan and recommends that shareholders **vote in favour** of this resolution.

### **Item 3 – Remuneration Report**

Shareholders are asked to adopt the Company's remuneration report for 2024. 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 2024 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 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 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 Chair of the meeting acting as proxy for a person entitled to vote where the proxy appointment expressly authorises the Chair 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.

## Item 4 – Non-executive Directors’ Fee Cap

Shareholders determine the maximum aggregate amount per annum that may be paid as fees to non-executive Directors (“**Fee Cap**”). The determination of the Fee Cap is made in accordance with ASX Listing Rule 10.17 and Article 50(a) of the Company’s constitution.

The current Fee Cap of \$1,000,000 was approved by shareholders at the 2020 AGM.

Shareholder approval is now sought to increase the Fee Cap by \$300,000 to \$1,300,000.

The Board is seeking shareholder approval to increase the Fee Cap for the following reasons:

- the increased Fee Cap will assist the Company to maintain the ability to pay competitive fees and attract and retain high calibre non-executive Directors, noting also the increasing level of responsibility of non-executive Directors and the Company’s recent and anticipated growth; and
- the increased Fee Cap will provide the Company with the flexibility to ensure that a high calibre Board of appropriate size, expertise and experience is maintained to serve the Company and its shareholders effectively.

The level of fees paid to individual non-executive Directors is reviewed annually for alignment with market practice. Details of the fees for 2024 are included in the remuneration report.

If the proposed increase is approved by shareholders, the Board does not have any current intention to distribute the increase or raise the fees for individual Directors.

It is also noted:

- Directors do not receive additional fees for serving on any Board committee, other than the Chair of the committee, as noted in the Company’s remuneration report for 2024;
- there is no retirement benefits plan for non-executive Directors;
- non-executive Directors are not eligible to participate in schemes designed for the remuneration of executives, equity schemes or incentive programs nor do they receive performance-based bonuses; and
- no securities have been issued to non-executive Directors at any time within the last three years under ASX Listing Rule 10.11 or 10.14, except with the approval of shareholders as described below.

1,783,727 ordinary shares in the Company were issued to an entity associated with Mr Politis and Mr Ryan on 29 February 2024. These shares were issued as part consideration of the Company’s acquisition of a portfolio of dealerships and properties located in Victoria. This acquisition and the issue of shares were approved by shareholders who were not associated with Mr Politis or Mr Ryan at the Company’s General Meeting held on 30 January 2024, in accordance with ASX Listing Rule 10.11.

For the reasons outlined above, the Board believes the proposed Fee Cap increase is appropriate.

## Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of a Director of the Company or any associate of such Director. However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, 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 Chair of the meeting acting as proxy for a person entitled to vote where the proxy appointment expressly authorises the Chair 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 the Fee Cap of non-executive 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.

### **Item 5 Acquisition of loan shares by the Chief Executive Officer ("CEO"), in respect of the FY25–FY29 Long-Term Incentive**

The Company introduced a new long-term incentive ("LTI") structure in 2024 for the FY25 to FY29 period for the CEO ("FY25–FY29 LTI") under the Eagers Automotive Limited Equity Incentive Plan ("Plan"), following the vesting of the previous LTI for the FY21 to FY24 period.

Under the FY25–FY29 LTI, Mr Keith Thornton, the CEO, purchased loan-funded shares, being shares in the Company that are acquired at market value with an interest free and limited recourse loan provided by the Company ("Loan Shares"), subject to meeting an ongoing service condition and repayment of the loan.

Alongside the Loan Shares, 50% of the CEO's annual hurdle-based STI award for each financial year from FY25 to FY29 will be deferred (and remain at risk) until vesting of the Loan Shares. As such, the deferred STI is a key component of the FY25-FY29 LTI which is subject to a long-term vesting period and will only be available to the CEO to the extent annual STI performance conditions (comprising financial and non-financial hurdles) are achieved.

On vesting of the Loan Shares, the aggregate deferred STI amount will be applied (after deduction of tax) to repay any outstanding loan balance for the Loan Shares, with any remaining deferred STI then paid to the CEO.

Loan Shares were considered the appropriate LTI vehicle as they are commonly used in the automotive retail industry to provide an equity interest to key executives. Awarding a material share grant upfront, that focuses LTI participants on share price growth and dividends, was considered critical to supporting an ownership culture amongst executives and the delivery of long-term shareholder returns.

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of securities to a Director under an employee incentive scheme. The CEO is not a Director and, therefore, approval under that Rule is not required. In addition, ASX Listing Rule 10.16 provides that shareholder approval is not required where the Company uses securities that have been acquired on-market. The shares in the Company used for the CEO's Loan Share award were purchased on-market and, therefore, no approval was required prior to the acquisition. However, the Board has determined to seek shareholder approval for the purposes of good corporate governance and transparency.

Accordingly, shareholders are asked to approve the CEO's acquisition of 1,000,000 Loan Shares in respect of the FY25–FY29 LTI, on the terms and conditions set out below.

*Terms of the FY25-FY29 LTI*

| <b>Term</b>                   | <b>Details</b>   |
|-------------------------------|--|
| Number of Loan Shares         | <p>On 29 August 2024, the CEO purchased 1,000,000 shares in the Company at a price of \$10.23 per share (being the five-day volume-weighted average price prior to grant).</p> <p>The aggregate acquisition price of the shares was funded by an interest free and limited recourse loan provided to the CEO by the Company (the "<b>Loan</b>"). The total fair value of the Loan Shares, calculated in accordance with relevant accounting standards, at grant was \$4,050,000.</p>   |
| Loan Shares                   | <p>Each Loan Share is a fully paid share in the Company, purchased at market value by the CEO using the Loan provided by the Company. Loan Shares are subject to a holding lock from the time of acquisition until satisfaction of the applicable vesting conditions and repayment of the Loan.</p>  |
| Loan terms                    | <p>The Loan must be repaid by no later than a specified date being approximately 13 months after the vesting date (the vesting date is expected to be in February 2030), noting:</p> <ul style="list-style-type: none"> <li>• the after-tax component of dividends received on the Loan Shares during the vesting period will be directed to repay the outstanding Loan balance;</li> <li>• the after-tax amount of deferred short-term incentive earned by the CEO during the vesting period will, once vested, be applied to repay the outstanding Loan balance;</li> <li>• the CEO can elect to sell a portion of the Loan Shares for the purpose of repaying the Loan at any time after the release of the Company's full-year results for FY27 (expected to be in February 2028), noting that this is for repayment purposes only and does not otherwise provide any benefit to the CEO; and</li> <li>• proceeds from any sale of Loan Shares will be directed first towards settling any outstanding Loan balance.</li> </ul> <p>If the vesting conditions are not met, or the Loan is not repaid by the Loan repayment date, the Loan Shares will normally be sold or transferred with the result (for those shares that have not vested) that the CEO will forfeit the opportunity to benefit from any increase in share value or dividends paid on the shares since they were allocated (and in this circumstance, the CEO will also forfeit the deferred short-term incentive which he has earned for each year during the vesting period FY25 to FY29).</p> |
| Vesting period and conditions | <p>The Loan Shares vest subject to the CEO's continued employment with the Company until the date when the FY29 full-year results are released (expected to be in February 2030).</p> <p>Alongside the Loan Shares, 50% of the CEO's annual hurdle-based STI award for each financial year from FY25 to FY29 will be deferred (and remain at risk) until vesting of the Loan Shares. As such, the deferred STI is a key component of the FY25-FY29 LTI which will only be available to the CEO to the extent annual performance conditions for the STI (comprising financial and non-financial hurdles) are achieved, and provided the CEO remains employed by the Company until release of the FY29 full-year results (expected to be in February 2030).</p>  |
| Entitlements                  | <p>The CEO will be able to exercise voting rights attached to the Loan Shares and receive distributions and dividends (if any) from the date of acquisition, including during the vesting period. However, any dividends paid before the Loan is repaid will be directed to repay the Loan (after providing the CEO with a sufficient portion of the dividend to meet his related tax liability).</p> <p>Loan Shares are not transferrable, unless otherwise determined by the Board.</p>  |

For personal use only

| Term   | Details  |
|--|--|
| Treatment on cessation of employment           | <p>Where the CEO ceases employment with the Company prior to the Loan Shares vesting, the treatment will depend on the circumstances of cessation.</p> <p>Where the CEO ceases employment due to termination for cause (e.g., gross misconduct), unvested Loan Shares will be forfeited and transferred to the Company (or its nominee) in full satisfaction of the Loan.</p> <p>Where the CEO ceases employment in any other circumstances, the Board retains discretion to determine that all or a portion of unvested Loan Shares are to be forfeited and transferred to the Company (or its nominee) in full satisfaction of the Loan.</p> |
| Change of control                              | The Board will exercise its discretion to determine the appropriate treatment for unvested Loan Shares on the occurrence of a change of control event.   |
| Clawback and preventing inappropriate benefits | <p>In the event of fraud, dishonesty, gross misconduct or breach of the CEO's obligations to the Company, the Board may:</p> <ul style="list-style-type: none"> <li>require the CEO to surrender the Loan Shares to the Company (or its nominee); or</li> <li>any other treatment as determined by the Board.</li> </ul> <p>Further information on malus and clawback under the Plan are set out in Attachment A to this notice.</p>   |
| Other information                              | <p>Details of the Loan Shares are set out in the Company's 2024 annual report, which is available on the Company's website at <a href="http://www.eagersautomotive.com.au">www.eagersautomotive.com.au</a>.</p> <p>No previous Loan Shares have been granted to the CEO under the Plan.</p>  |

#### *The CEO's total remuneration package for FY25*

| Remuneration element             | Opportunity   |
|----------------------------------|---|
| <b>Base salary (excl. super)</b> | \$1,600,000   |
| <b>STI</b>                       | 100% of base salary at maximum opportunity (i.e., \$1,600,000), subject to achievement of annual financial and non-financial (strategic and sustainability) performance hurdles. 50% of any STI awarded will be deferred (and remain at risk) until vesting of the Loan Shares. |
| <b>LTI – FY25-FY29 grant</b>     | 200,000 Loan Shares with a total fair value at grant of \$810,000 per annum (or 1,000,000 Loan Shares with a total fair value at grant of \$4,050,000 for the five-year period FY25-FY29).  |

Further information regarding Mr Thornton's remuneration arrangements, including a summary of the material terms of the Plan, is detailed in **Attachment A** to this notice and the remuneration report of the Company's 2024 annual report, which is available on the Company's website at [www.eagersautomotive.com.au](http://www.eagersautomotive.com.au).

#### **Board Recommendation**

The Board unanimously recommends that shareholders **vote in favour** of this resolution.

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Keith Thornton and any Directors who are eligible to participate in the FY25–FY29 LTI or any of their associates, as well as any votes cast by members of the Company's Key Management Personnel and their Closely Related Parties as proxies. However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For personal use only

## Attachment A – Summary of the Equity Incentive Plan

| Term                                     | Details  |
|--|--|
| <b>Purpose</b>                           | <p>The Plan allows the Board to grant awards in the form of Options, Rights or Shares (collectively, “<b>Awards</b>”) to eligible participants.</p> <p>Under the Plan, the Board may make offers in respect of a participant’s short-term and/or long-term incentive components of remuneration.</p>   |
| <b>Eligible participants</b>             | <p>The Board may offer Awards to any eligible employees (current or prospective), executive Directors, contractors, and any other person the Board considers eligible. However, non-executive Directors are not eligible participants.</p>   |
| <b>Awards</b>                            | <p>Where Awards are granted as Options or Rights, each Award is an entitlement to acquire a Share (or receive a cash payment of equivalent value at the discretion of the Board), subject to satisfaction of any applicable performance and/or service-related conditions and, in the case of Options, payment of any applicable Exercise Price.</p> <p>Where Awards are granted as Shares, those Shares may be subject to the satisfaction of applicable performance and/or service-related conditions.</p> <p>The Board will determine the terms of Awards for each offer. Each offer under the Plan may specify the maximum number or value of Awards that the participant may acquire and the acquisition price (if any) or the method of determining the acquisition price (if any).</p> <p>Options or Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Options and Rights are not transferable (except in limited circumstances or with the consent of the Board).</p> |
| <b>Performance period and conditions</b> | <p>The Board may determine vesting conditions, which may include performance and/or service-related conditions, that must be satisfied before Awards vest and, if applicable, become exercisable. The vesting conditions will be measured and tested over a performance period determined by the Board.</p>  |
| <b>Allocation of Shares</b>              | <p>The Company may issue new Shares or procure the acquisition of Shares on-market / off-market to allocate Shares under the Plan to participants following vesting and exercise (if applicable) of Awards.</p> <p>The terms of Options or Rights may provide that they may be exercised during a specified exercise period or may be automatically exercised.</p> <p>The Company may operate an employee share trust to acquire, hold or provide Shares for the purposes of the Plan.</p>   |
| <b>Other terms</b>                       | <p>The Board may determine any additional terms applicable to the Awards, including any dealing restrictions that apply to Shares, as well as any other vesting or lapsing conditions.</p>   |
| <b>Cessation of employment</b>           | <p>The Board may determine the treatment of vested and unvested Awards if the participant ceases employment with the Company.</p> <p>In respect of Loan Shares, the treatment on cessation of employment is set out in Item 5 above.</p>   |
| <b>Change of control</b>                 | <p>Where a change of control occurs (e.g., a takeover, scheme of arrangement or other arrangement in which the control of the Company passes to a person outside of the Group), the Board retains full discretion to determine the treatment of the Awards at that time. This could include determining that some or all of a participant’s unvested Awards will vest at the time of the event.</p>  |

|                                   |  |
|-----------------------------------|--|
| <b>Malus and clawback</b>         | <p>The Plan provides the Board with the ability to apply malus or clawback and declare that all, or some, of the Awards lapse or Shares held under the Plan are forfeited.</p> <p>The Board may apply malus or clawback in certain circumstances, including where the participant:</p> <ul style="list-style-type: none"><li>• acts, or has acted, fraudulently or dishonestly or made a material misstatement on behalf of any Group Company;</li><li>• has engaged in serious misconduct or gross negligence (including recklessness or wilful indifference);</li><li>• is responsible for material financial losses; and</li><li>• acts, or fails to act, in a way that could reasonably be regarded to have contributed, or is likely to contribute to, material reputational damage to any Group Company.</li></ul> |
| <b>Plan administration</b>        | <p>The Plan may be administered by either the Board or an external party, including using an employee share trust to acquire, hold or transfer Shares under the Plan.</p> <p>The Board retains discretion to delegate its powers or discretions under the Plan to any person or committee for a period and on the terms it decides.</p>  |
| <b>Amendments and termination</b> | <p>The Plan may be amended, terminated or suspended at any time by the Board. Any amendment to the Plan must not materially adversely affect the rights of participants holding Awards granted under the Plan at that time, without prior written approval from the participants.</p>  |

For personal use only

*THIS PAGE WAS INTENTIONALLY LEFT BLANK.*

# 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/au> 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

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

## PARTICIPATING AT THE MEETING

To participate in the online meeting, 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 Please enter Company or Meeting Name. Enter 3 or more characters. e.g. 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-ABCDEFGG 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

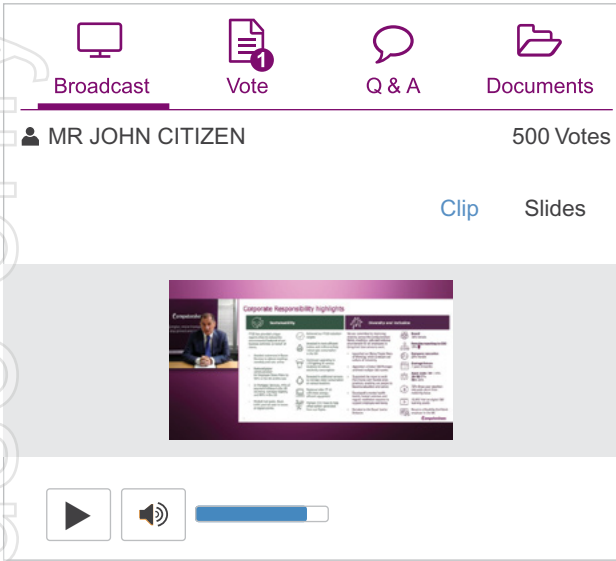
Company Name

**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.

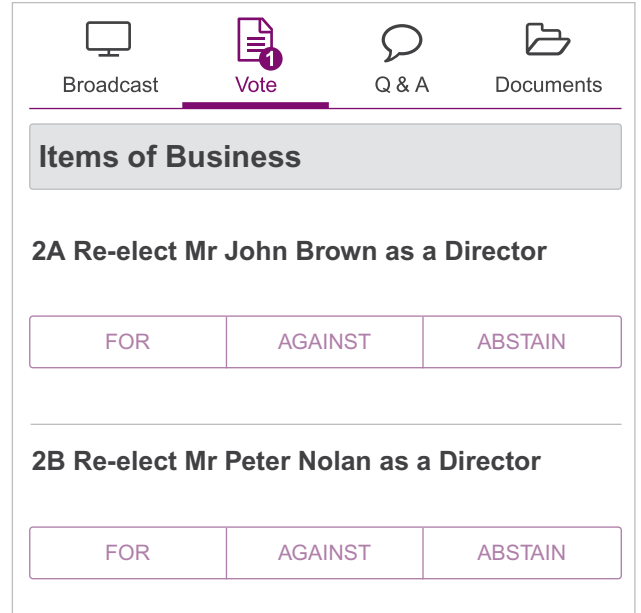


### Vote

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.

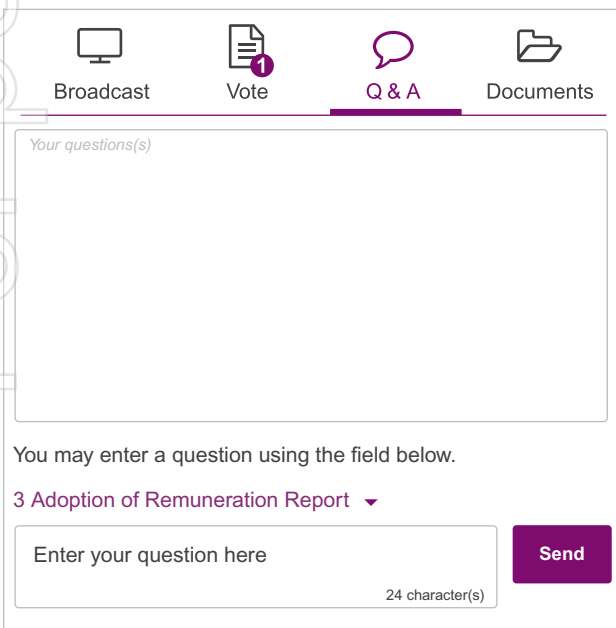
To change your vote, select 'Click here to change your vote' and press a different option to override.



### Q & A

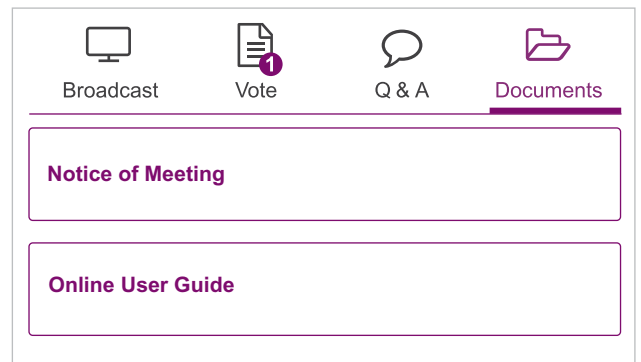
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

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 4024.

## 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 **10.00 am (Qld time) Monday, 26 May 2025**.

# 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: 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.

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, 28 May 2025 at 10.00 am (Qld time)** as a hybrid meeting, at which shareholders may attend online at <https://meetnow.global/M2GGG7L> or in person at 5 Edmund Street, Newstead, 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 Chair of the Meeting**   **PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair 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).

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on **Items 3, 4 and 5** (except where I/we have indicated a different voting intention in step 2) even though **Items 3, 4 and 5** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on **Items 3, 4 and 5** 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                  |
|--|--------------------------|--------------------------|--------------------------|
| Item 2 Re-election of Director – Mr Gregory James Duncan   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 Remuneration Report   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4 Non-executive Directors' Fee Cap  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 5 Acquisition of loan shares by the Chief Executive Officer - FY25 – FY29 Long-Term Incentive | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

3 1 6 6 5 1 A



Computershare

