



CAR Group Limited
ABN 91 074 444 018
Registered Office: 449 Punt Road, Richmond, Victoria, 3121

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“AGM”) of the Shareholders of CAR Group Limited (“CAR Group” or “Company”) will be held on Friday 25 October 2024 at 11am (Melbourne time) at the Company’s head office at 449 Punt Road, Richmond, Victoria and will be available as a live webcast.

In-person attendance

Shareholders may attend the AGM in-person at the Company’s head office at 449 Punt Road, Richmond.

Virtual Participation

To facilitate the participation of Shareholders in this AGM, the Company has in place an online platform provided by Computershare to allow Shareholders to participate in the AGM virtually. For detailed steps on how to participate in the AGM virtually, please refer to the Online Meeting Guide available at <https://cargroup.com/2024-annual-general-meeting/>.

The AGM will be webcast live from the website at <https://meetnow.global/MCQK2Y6>. If you choose to participate online you will be able to view the live webcast of the meeting, ask the meeting questions via a written facility and submit your votes in real time.

Even if you are planning on participating in the meeting in real time, we encourage you to submit a proxy and any questions you may have online ahead of the AGM to avoid any technical issues that may occur on the day. This can be done online through the <https://www.investorvote.com.au> website.

Further updates (if any) on this Notice of Meeting will be disseminated through the ASX Markets Announcements Office and on our website.

The Explanatory Notes that accompany and form part of this Notice of Meeting describe the various matters to be considered.

Questions on AGM

In accordance with the Corporations Act and the Company’s past practice, a reasonable opportunity will be given to Shareholders at the AGM to ask questions about, or make comments on, the management of the Company and the Remuneration Report.

Similarly, a reasonable opportunity will also be given to Shareholders to ask the Auditor questions relevant to the Auditor’s Report or conduct of the audit, the preparation, contents of the audit report, the accounting policies adopted by the Company and the auditor’s independence.

Written questions may be submitted by Shareholders in advance of the meeting through the <https://www.investorvote.com.au> website.

Accessing meeting documents

The 2024 Annual Report and other meeting documents are available online at <https://cargroup.com/>.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form. To do so, contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).



Annual General Meeting Agenda

Ordinary Business

Item 1. Financial Report

To receive and consider the Financial Report of the Company for the year ended 30 June 2024, including the Directors' declaration, the related Directors' Report and the Auditor's Report of the Company.

Item 2: Adoption of FY24 Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2024 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

An explanatory note to this item appears on page 5.

Voting Exclusion Statement

The Company will disregard any votes cast on item 2 by:

- A member of the Company's KMP whose remuneration is included in the Remuneration Report; and
- Closely related parties of those KMPs (such as certain family members, dependents and companies they control),

as well as any votes cast as a proxy on item 2 by members of the KMP at the date of the meeting and their closely related parties, unless the votes are cast by:

- A proxy or attorney for a person who is entitled to vote on item 2, in accordance with directions given to the proxy or attorney to vote on the resolution in a particular way; or
- The Chair of the Annual General Meeting acting as a proxy or attorney for a person who is entitled to vote on item 2 and the appointment expressly authorises the Chair to exercise the proxy as the Chair decides; or
- A holder acting solely as a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - Written communication being provided by the beneficiary that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting; and

- The vote is cast in accordance with the directions of the beneficiary to the holder.

Item 3: Re-election of Directors

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

Item 3(a)

"That Ms. Edwina Gilbert, being a Director of the Company who retires by rotation in accordance with Article 17.1 and 17.2 of the Company's constitution and, being eligible offers herself for re-election, be re-elected as a Director of the Company."

Item 3(b)

"That Mr. Kee Wong, being a Director of the Company who retires by rotation in accordance with Article 17.1 and 17.2 of the Company's constitution and, being eligible offers himself for re-election, be re-elected as a Director of the Company."

Item 3(c)

"That Ms. Philippa Marlow, who was appointed as a Director of the Company effective on 1 February 2024, and being eligible under the Company's constitution, be approved as a Director of the Company."

Special Business

Item 4: Deferred short-term incentive ("FY24 STI") and long-term incentive ("FY25-27 LTI") awards for the Managing Director ("MD") and Chief Executive Officer ("CEO")

To consider and if thought fit, pass the following resolutions as ordinary resolutions to be voted on separately:

Item 4(a): Grant of Rights to the MD and CEO, in respect of the FY24 STI

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of up to 17,318 Rights over Shares in the Company to Mr. Cameron McIntyre, in respect of the FY24 STI award, in accordance with the terms of the CAR Group Equity Plan and as set out in the Explanatory Memorandum below."

Item 4(b): Grant of Performance Rights to the MD and CEO, in respect of the FY25-27 LTI

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of up to 106,899 Performance Rights over Shares in the Company to Mr. Cameron



McIntyre, in respect of the FY25-27 LTI award, in accordance with the terms of the CAR Group Equity Plan and as set out in the Explanatory Memorandum below.”

Voting Exclusion Statement

The Company will disregard any votes cast on items 4a and 4b, by:

- The MD and CEO, Mr. Cameron McIntyre; and
- Any of his associates,

as well as any votes cast by members of the KMP and their closely related parties as proxies unless the votes cast on items 4a and 4b are cast by:

- A person as proxy or attorney who is entitled to vote on items 4a and 4b, in accordance with directions given to the proxy or attorney to vote on the resolutions in a particular way;
- The Chair of the Annual General Meeting acting as a proxy or attorney for a person who is entitled to vote on items 4a and 4b and the appointment expressly authorises the Chair to exercise the proxy as the Chair decides; or
- A holder acting solely as a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - Written communication being provided by the beneficiary that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting; and
 - The vote is cast in accordance with the directions of the beneficiary to the holder.

Item 5: Approval of an increase in the fee pool for Non-Executive Directors (“NEDs”) to \$2,500,000

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 20.1 of the Company’s constitution, and for all other purposes, approval be and is hereby given, to increase the maximum aggregate remuneration payable to NEDs of the Company by \$500,000 from \$2,000,000 to \$2,500,000 per annum.”

Voting Exclusion Statement

The Company will disregard any votes cast on item 5 by:

- Directors and their associates,

as well as any votes cast by members of the KMP, or their closely related parties as proxies, if their appointment does not specify the way in which the proxy is to vote, unless the votes cast on item 5 are cast by:

- A person identified above as a proxy or attorney for a person who is entitled to vote on item 5 and the vote is cast in accordance with directions given to the proxy or attorney to vote on the resolution in a particular way;
- By the Chair of the Annual General Meeting acting as a proxy or attorney for a person who is entitled to vote on item 5 and the appointment expressly authorises the Chair to exercise the proxy as the Chair decides; and
- By a holder acting solely as a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - Written communication being provided by the beneficiary that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting; and
 - The vote is cast in accordance with the directions of the beneficiary to the holder.

Nicole Birman

Company Secretary
23 September 2024



Voting Information

1. Voting by Poll:

In accordance with Article 13.5(a)(iii) of the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. The Chair considers voting by poll to be in the interests of Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the AGM.

2. Entitlement to vote

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share register at 7pm (Melbourne time) on Wednesday 23 October 2024 ("**Effective Time**").

3. Proxies

Appointment of Proxies

Enclosed with this Notice of Meeting is a proxy form.

A Shareholder entitled to attend and vote at the AGM may appoint a proxy to attend virtually and vote on their behalf. To do so they must complete the proxy form. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment **does not** specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise one half of the Shareholder's votes.

A proxy need not be a Shareholder of the Company. The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with Section 127 of the Corporations Act.

A corporation which is a Shareholder of the Company may appoint a representative to act on its behalf at the AGM. Appointments of representatives must be received in accordance with the requirements set below prior to the AGM or any adjournment of the AGM.

Proxies and powers of attorney granted by Shareholders must be received by the Company by no later than 11:00am (Melbourne time) Wednesday 23 October 2024. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be:

- a. Given electronically, by visiting www.investorvote.com.au and following the

instructions provided but a proxy cannot be appointed online if appointed under a power of attorney or similar authority; or

- b. Deposited with the Company's Share registry, Computershare Investor Services GPO Box 242, Melbourne VIC, 3001; or
- c. Successfully transmitted via facsimile to 1800 783 447 (within Australia), +613 9473 2555 (outside Australia); or
- d. Given electronically by intermediary online custodians by visiting www.intermediaryonline.com.

If a Shareholder has any specific questions in relation to the above, please contact the Shareholder information line on 1300 850 505 or from overseas +613 9415 4000 not later than 48 hours before the holding of the AGM or any adjournment of that AGM.

Directing Proxies how to vote

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you mark the abstain box for a particular Item of business, you are directing your proxy not to vote on your behalf and your Shares will not be counted in computing the required majority on a poll. If you do not mark a voting instructions box in respect of a particular item of business, you are directing your proxy to vote as he or she decides, subject to any voting exclusions that apply to the proxy (as described below).

Undirected Proxy

You may appoint the Chair of the meeting as your proxy. In addition, the Chair of the meeting is deemed appointed where a completed proxy form is submitted which does not contain the name of the proxy or where the person appointed on the form is absent from the meeting or does not vote in accordance with your directions. If you direct the Chair how to vote on an Item of business, the Chair must vote in accordance with your direction.

If you appoint the Chair of the meeting as your proxy or the Chair of the meeting is appointed as your proxy by default, and you do not mark a voting instructions box for Items 2, 3(a), 3(b), 3(c), 4(a), 4(b) and 5 then by completing and submitting the proxy form, you will be expressly authorising the Chair of the meeting to exercise the proxy as the Chair sees fit in respect of Items 2, 3(a), 3(b), 3(c), 4(a), 4(b) and 5 even though Items 2, 3(a), 3(b), 3(c), 4(a), 4(b) and 5 are connected directly or indirectly with the remuneration of the Company's KMP.

The Chair intends to vote all available proxies in favour of each item of business.



Explanatory Notes

These Explanatory Notes are intended to provide Shareholders of the Company with the information relevant to items of business set out in the Notice of Meeting, in order to assess the merits of the proposed resolutions. The Directors recommend that the Shareholders read these Explanatory Notes before making any decision relating to the resolutions set forth in this Notice of Meeting.

Further details relating to each of the resolutions are set out below.

Item 1: Financial Report and Directors' and Auditor's Reports

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report of the Group, prepared on a consolidated single entity basis, for the most recent financial year to be laid before the Annual General Meeting. While this item of business does not require a formal resolution to be put to Shareholders, the Chair will give Shareholders a reasonable opportunity to ask questions and make comments on these reports and on the business, operations and management of the Group.

A copy of the Financial Report, Directors' Report and Auditor's Report is available on the Company's website, <https://cargroup.com/financial/accounts-and-reports/>. You have the option of receiving, free of charge, a printed copy of these reports. Please contact Computershare on 1300 651 575 (or from overseas +613 9415 4694) if you wish to receive a printed copy of these reports.

Item 2: Remuneration Report

A detailed Remuneration Report is included in the 2024 Annual Report (pages 30 to 47).

The Remuneration Report contains the following:

- Summary of the executive KMP remuneration framework;
- Remuneration outcomes and links to performance;
- Remuneration Governance:
 - Executive KMP statutory remuneration disclosure;
 - Details of executive service agreements; and
 - Executive KMP equity disclosures.

As required pursuant to the Corporations Act, the Remuneration Report is presented to Shareholders for consideration and adoption by a non-binding vote. This means that the vote on this resolution is advisory *only* and is not binding on the Board. However, the

Board will consider the outcome of this vote as well as the discussions at the AGM on the Remuneration Report when determining the Company's approach to remuneration.

Voting exclusion

A voting exclusion statement applicable to item 2 is set out in this Notice of Meeting and Proxy Form.

Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of adopting the Remuneration Report. As stated in the Notice of Meeting, each of the KMP whose remuneration is included in the Remuneration Report and closely related parties of those KMP are not eligible to vote on this Resolution, except as stated in the Notice of Meeting.

The Chair intends to vote all available proxies in favour of the adoption of the Remuneration Report.

Item 3: Election and re-election of Directors

The Board's careful and considered renewal program has been successfully underway for the past 9 years, and remains active.

The Board's current composition features a good balance of its longer-tenured directors (over 10 years), in Mr. Pisciotta, Mr. O'Sullivan and Ms. Anderson, mid-tenured directors (between 5 and 8 years) in Ms. Gilbert, Mr. Wong and Mr. Wiadrowski, and is now moving into the next phase with the appointments of Ms. Massasso and Ms. Marlow in the past 18 months.

In accordance with Article 17.1 of the Company's constitution, at every AGM as long as there are three or more "Relevant Directors" (a "Relevant Director" includes a Director but does not include a Managing Director) one third of the Relevant Directors must retire and will be eligible for re-election. As per ASX Listing Rule 14.5 and Article 17.2 of the Company's constitution, a Director must retire from office no later than the longer of the third AGM or three years following the Director's last appointment or re-appointment.

Accordingly, Ms. Edwina Gilbert and Mr. Kee Wong will be retiring at the AGM and being eligible, offer themselves for re-appointment.

Item 3(a) Re-Election of Ms. Edwina Gilbert

Ms. Gilbert joined the Board on 27 April 2016. She is Chair of the Risk Management Committee and a member of the Audit Committee and the People and Culture Committee.



Skills and Experience: Ms. Gilbert has more than 20 years' experience in the automotive industry, most recently as the Executive Chair of the Phil Gilbert Motor Group until its sale in June 2024.

She brings to the Board significant insight into the automotive field, including manufacturers, along with executive experience operating dealerships with a digital first marketing approach and has deep people and culture operational acumen.

Ms. Gilbert is also a Non-Executive Director of Infomedia Limited and Aspen Group Limited.

Degrees/Qualifications: Ms. Gilbert holds a Bachelor of Laws and Bachelor of Arts from Sydney University and is a Graduate of the Australian Institute of Company Directors. She has held positions including as the National AMDC Hyundai representative, and as a Toyota sub-committee representative.

Directors' Recommendation

The Board (excluding Ms. Gilbert) endorses the re-election of Ms. Gilbert as a Director. If re-elected, the Board considers that Ms. Gilbert will be an independent Non-Executive Director.

The Chair of the meeting intends to vote all available undirected proxies in favour of the re-election of Ms. Edwina Gilbert.

Item 3(b) Re-Election of Mr. Kee Wong

Mr. Wong joined the Board on 9 July 2018. He is the Chair of the Company's Sustainability Committee and a member of the Risk Management Committee.

Skills and Experience: Mr. Wong's experience in IT and management consulting enhances the Board's knowledge of technology and product, as well as providing valuable insight into markets outside of Australia in which the Company operates.

He is an experienced entrepreneur and was previously a senior executive at IBM. Mr. Wong is the founder and managing director of e-Centric Innovations, an IT/management consulting firm operating in Australia, Malaysia and Singapore. Mr. Wong is a Non-Executive Director of the Australian Energy Market Operator, Nomura Research Institute (Australia) and the Australian Business Growth Fund.

Mr. Wong is a Fellow of the Australian Institute of Company Directors and Adjunct Professor of Engineering and IT at La Trobe University. He was awarded a Fellow of Monash University in 2010 and Distinguished Alumni in 2014.

Degrees/Qualifications: Mr. Wong has a Bachelor of Engineering (Hons) from Monash University, a Graduate Diploma in Computing and an MBA.

Directors' Recommendation

The Board (excluding Mr. Wong), endorses the re-election of Mr. Wong as a Director. If re-elected, the Board considers that Mr. Wong will be an independent Non-Executive Director.

The Chair of the meeting intends to vote all available undirected proxies in favour of the re-election of Mr. Kee Wong.

Item 3(c) Election of Ms. Philippa (Pip) Marlow

In accordance with the Company's constitution and ASX Listing Rules 14.4 and 14.5, Ms. Pip Marlow's position as Director requires confirmation. Accordingly, Ms. Pip Marlow, who was appointed as a Director effective 1 February 2024, retires and being eligible, offers herself for re-election.

Skills and experience: Ms. Marlow is a highly skilled leader in global technology with over 30 years' experience with world-class technology companies including Salesforce and Microsoft. Most recently, Ms. Marlow was Chief Executive Officer of Salesforce across its Australian, New Zealand and ASEAN operations.

Ms. Marlow's insights into customer success, innovation and strategy across key geographical regions are highly valued by the Board.

Ms. Marlow is a Non-Executive Director of Rugby Australia and a member of the Advisory Board for the Bank of America Merrill Lynch. Ms. Marlow previously served as a Non-Executive Director of the Rugby World Cup for over 3 years.

Degrees/Qualifications: Ms. Marlow holds an Honorary Fellowship with the University of Technology Sydney and is a graduate of the Australian Institute of Company Directors.

Directors' Recommendation

The Board (excluding Ms. Marlow) endorses the election of Ms. Marlow as a Director. If elected, the Board considers that Ms. Marlow will be an independent Non-Executive Director.

The Chair of the meeting intends to vote all available undirected proxies in favour of the election of Ms. Pip Marlow.

Item 4: Deferred FY24 STI and FY25-27 LTI awards for the MD and CEO

Item 4(a): Grant of Rights for the MD and CEO, in respect of the FY24 STI

Item 4(a) seeks approval for the grant of 17,318 Rights to the MD and CEO, Mr. Cameron McIntyre, in respect of the deferred portion of the short-term variable component of his remuneration package for



the FY24 STI, on the terms summarised below (“Rights”).

Background

The Company operates the CAR Group Equity Plan (“Plan”) under which eligible executives may receive grants of rights to acquire Shares in the Company, subject to meeting certain performance and service conditions.

Rights are proposed to be granted because they provide immediate Share price exposure.

The FY24 STI incentive outcome for the MD and CEO is \$2,430,000, which is delivered as follows: 75% in cash at the end of the STI period and 25% deferred for a period of 12-months. The deferred portion of the FY24 STI is intended to support retention and provide further alignment with shareholder interests. The MD and CEO will be permitted, in accordance with the Plan rules, to elect whether to receive the deferred portion of the FY24 STI in Shares, or if the MD and CEO already holds Shares equal to the value of two years’ fixed remuneration at the testing date, he may elect to receive the award in cash, or any combination of Shares and cash.

The Rights to be granted pursuant to this Item may be used to satisfy the award if the MD and CEO

elects to receive the award in Shares. In the event the MD and CEO elects to receive the award in cash, the Rights will be cancelled.

Approvals sought

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 Company wishes to have flexibility to satisfy Rights by way of issuing new Shares or acquiring Shares on-market.

Accordingly, Shareholders are asked to approve the grant of up to 17,318 Rights to the MD and CEO under the Plan, on the terms and conditions set out below. Approval of this resolution will also result in the Rights granted to the MD and CEO being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Rights granted to the MD and CEO, and any other Shares issued pursuant to this approval, will not use up part of the 15% limit available under ASX Listing Rule 7.1.

If approval is not obtained from Shareholders, then the Board will consider whether to proceed with the grant, make the grant on different terms or acquire Shares on-market to satisfy the Rights.

Key terms of the Rights

An overview of the key terms of the proposed grant of Rights to the MD and CEO under the deferred portion of the FY24 STI are set out below.

Term	Details
Number of Rights	Subject to Shareholder approval, the MD and CEO will be granted 17,318 Rights under the Plan. The number of Rights to be granted has been calculated by dividing the deferred component of the MD and CEO’s FY24 STI outcome (\$607,500) by the volume weighted average price (“VWAP”) of the Company’s ordinary shares for 20 trading days up to 30 June 2024 of \$35.08. For further detail on the key features and outcomes of the FY24 STI, refer to pages 35-37 of the 2024 Annual Report.
Date of grant	If Shareholder approval is obtained, the Rights will be granted to the MD and CEO as soon as practicable after the AGM, but in any event, within 12 months of the AGM.
Rights	Each Right is an entitlement to receive one Share (or a cash payment of equivalent value), subject to satisfaction of the applicable service-related condition. Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues. Rights are not transferable (except in limited circumstances or with the consent of the Board).
Vesting period	Vesting of Rights is subject to the MD and CEO’s continued service over the 12- month period from 1 July 2024 to 30 June 2025.



Term	Details
Allocation of Shares upon vesting	<p>At the end of the 12-month deferral period, subject to the MD and CEO's continued employment, in accordance with the Plan rules, the MD and CEO will be permitted to elect whether to receive the deferred FY24 STI as Shares, or if the MD and CEO already holds Shares equal to the value of two years' fixed remuneration at the testing date, he may elect to receive the award in cash, or any combination of Shares and cash. To the extent the grant is elected to be awarded in Shares, the Rights will vest and be capable of being exercised, and one Share will be allocated for each Right.</p> <p>The Company's obligation to allocate Shares on exercise may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring from an employee share trust.</p>
Price payable for securities	No amount is payable in respect of the grant of Rights, nor in respect of any Shares allocated on exercise of vested Rights.
Cessation of employment	Rights may lapse if the MD and CEO ceases to be employed by the Company prior to the end of the 12-month vesting period.
Malus / Clawback	<p>The Plan provides the Board with the ability to apply malus / clawback and declare that all, or some, of the MD and CEO's Rights lapse (i.e., malus) and Shares held under the Plan are forfeited (i.e., clawback).</p> <p>The Board may apply malus / clawback in the following circumstances:</p> <ul style="list-style-type: none"> a) Material breach of the participant's obligations to the Company or a Subsidiary; and b) Behaviour that brings the Company or Group into disrepute.
Other information	<p>There is no loan scheme in relation to the grant of Rights under the Plan.</p> <p>Details of any Rights issued under the Plan will be published in the Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional people covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Plan after this item 4(a) is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.</p>



The MD and CEO's total remuneration package for FY25

The MD and CEO's total remuneration package for FY25 is set out below:

Remuneration element	Opportunity
Fixed Remuneration (inclusive of Base Salary plus Superannuation)	\$1,900,000
STI	Maximum capped opportunity of 150% of Fixed Remuneration i.e., \$2,850,000.
LTI – FY25-27 grant	On Target opportunity of 132% of Fixed Remuneration i.e., \$2,500,000. Maximum capped opportunity of 197% of Fixed Remuneration i.e., \$3,750,000.

Further information regarding the MD and CEO's remuneration arrangements is detailed on pages 30 - 47 of the 2024 Annual Report.

Previous awards under the Plan

The following table summarises Performance Rights previously granted to the MD and CEO under the Plan:

Description	Number of Performance Rights or Options granted	Average Acquisition Price (per security)
FY21-23 LTI Performance Rights	80,499	Nil
FY22-24 LTI Performance Rights	93,095	Nil
FY23-25 LTI Performance Rights	107,219	Nil
FY24-26 LTI Performance Rights	124,737	Nil

Voting exclusion

A voting exclusion statement applicable to item 4(a) is set out in this Notice of Meeting and Proxy Form.

Directors' Recommendation

The Board (other than the MD and CEO, who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that Shareholders **vote in favour** of this item 4(a).



Item 4(b): Grant of Performance Rights to the MD and CEO, in respect of the FY25-27 LTI

Item 4(b) seeks approval for the grant of up to 106,899 Performance Rights to the MD and CEO, Mr. Cameron McIntyre, in respect of the long-term variable component of his remuneration package for FY25 on the terms summarised below (“**Performance Rights**”).

Background

The Company operates the Plan under which eligible executives may receive grants of Performance Rights to acquire Shares in the Company, subject to meeting certain performance and service conditions. Performance Rights are proposed to be granted because they provide immediate Share price exposure.

The FY25-27 LTI grant will be made on similar terms to prior years, being a grant of Performance Rights that will be tested for vesting at the end of a three-year performance period against performance measures which reward executives for financial performance (Adjusted EPS) and multi-year strategy implementation (strategic measures) and reflect Shareholders’ experience (Relative TSR).

Approvals sought

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 Company wishes to have flexibility to satisfy Performance Rights by way of issuing new Shares or acquiring Shares on-market.

Accordingly, Shareholders are asked to approve the grant of 106,899 Performance Rights to the MD and CEO under the Plan, on the terms and conditions set out below. Approval of this resolution will also result in the Performance Rights granted to the MD and CEO being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Performance Rights granted to the MD and CEO, and any other Shares issued pursuant to this approval, will not use up part of the 15% limit available under ASX Listing Rule 7.1.

If approval is not obtained from Shareholders, then the Board will consider whether to proceed with the grant, make the grant on different terms or acquire Shares on-market to satisfy the Performance Rights.

Key terms of the Performance Rights

An overview of the key terms of the proposed grant of Performance Rights to the MD and CEO under the FY25-27 LTI are set out below.

Term	Details
Number of Performance Rights	Subject to Shareholder approval, the MD and CEO will be granted 106,899 Performance Rights under the Plan. The number of Performance Rights to be granted has been calculated by dividing the MD and CEO’s maximum FY25-27 LTI Opportunity (being 197% of FY25 Fixed Remuneration) by the VWAP of the Company’s ordinary shares for 20 trading days up to 30 June 2024 of \$35.08.
Date of grant	If Shareholder approval is obtained, the Performance Rights will be granted to the MD and CEO as soon as practicable after the AGM, but in any event, within 12 months of the AGM.
Performance Rights	Each Performance Right is an entitlement to receive one Share (or a cash payment of equivalent value), subject to satisfaction of the applicable performance and service-related conditions. Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues. Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).

Term	Details										
Performance measures and weightings	<p>Vesting of Performance Rights is subject to:</p> <ul style="list-style-type: none"> • An Adjusted EPS performance measure, reflecting the Company’s financial performance; • A Relative TSR measure, reflecting Shareholders’ experience; • Strategic measures, reflecting multi-year strategy implementation; and • The MD and CEO’s continued employment with the Company. <p>35% of the Performance Rights are subject to the Adjusted EPS performance measure, 35% subject to the Relative TSR measure and 30% subject to strategic measures.</p> <p>(1) Adjusted EPS (35% weighting)</p> <p>Vesting of 35% of the Performance Rights will be subject to the Adjusted EPS performance measure.</p> <p>Adjusted EPS is defined as Earnings Per Share calculated by dividing the Adjusted Net Profit After Tax attributable to equity holders of the Company during the performance period by the weighted average number of ordinary shares outstanding during the performance period.</p> <p>Adjusted NPAT is defined as the Group net profit after tax and non-controlling interests from continuing operations, subject to inclusions and exclusions determined by the Board such as acquired intangible asset amortisation, any material one-off transactions of a corporate nature such as gains/losses on business disposals, non-cash associate revaluations, impact of capital reorganisations, or other significant non-recurring corporate transaction costs as determined by the Board. Adjusted NPAT will be calculated on a constant currency basis to remove the effect of fluctuations in FX rates when assessing performance. The Adjusted EPS hurdle is tested by measuring the growth in the Company’s Adjusted EPS over the performance period (from 1 July 2024 to 30 June 2027) against pre-determined targets set by the Board.</p> <p>The percentage of Performance Rights that vest, if any, will be determined with reference to the Company’s Adjusted EPS performance over the performance period, based on the table below.</p> <table border="1" data-bbox="477 1279 1434 1668"> <thead> <tr> <th data-bbox="477 1279 956 1408">CAGR</th> <th data-bbox="956 1279 1434 1408">Performance Rights subject to Adjusted EPS measure that vest (%)</th> </tr> </thead> <tbody> <tr> <td data-bbox="477 1408 956 1473">Less than 8% CAGR</td> <td data-bbox="956 1408 1434 1473">0%</td> </tr> <tr> <td data-bbox="477 1473 956 1538">At 8% CAGR</td> <td data-bbox="956 1473 1434 1538">50%</td> </tr> <tr> <td data-bbox="477 1538 956 1603">At 10% CAGR</td> <td data-bbox="956 1538 1434 1603">100%</td> </tr> <tr> <td data-bbox="477 1603 956 1668">At 13% CAGR</td> <td data-bbox="956 1603 1434 1668">171%</td> </tr> </tbody> </table> <p>Performance Rights vest on a straight-line pro-rata basis between 8% and 10% CAGR and between 10% and 13% CAGR.</p> <p>This year the EPS threshold has been lifted from 5% to 8% and the maximum opportunity for the measure is capped at 171%. The total opportunity of the FY25-27 LTI plan, including all financial and strategic measures, is capped at 150%. This is aligned to shareholder outcomes and will only reward management for outperformance in financial achievement.</p> <p>The Adjusted EPS measure, CAGR growth rates or vesting schedule may be adjusted in certain appropriate circumstances, including for matters outside of management’s influence and the impact of any material acquisitions or corporate activity during the performance period, to ensure there is no material advantage or disadvantage that would materially affect Adjusted EPS.</p>	CAGR	Performance Rights subject to Adjusted EPS measure that vest (%)	Less than 8% CAGR	0%	At 8% CAGR	50%	At 10% CAGR	100%	At 13% CAGR	171%
CAGR	Performance Rights subject to Adjusted EPS measure that vest (%)										
Less than 8% CAGR	0%										
At 8% CAGR	50%										
At 10% CAGR	100%										
At 13% CAGR	171%										

Term	Details																																						
	<p data-bbox="416 327 807 356">(2) Relative TSR (35% weighting)</p> <p data-bbox="416 371 1422 432">Vesting of 35% of the Performance Rights will be subject to the Company's Relative TSR performance measure.</p> <p data-bbox="416 454 1422 607">Broadly, TSR calculates the return Shareholders would earn if they held a notional number of Shares over a period of time. It measures the change in the Company's Share price, together with the value of dividends during the relevant period, assuming that the dividends are re-invested into new Shares. Relative TSR compares the Company's TSR performance against the TSR of a bespoke peer group of companies.</p> <p data-bbox="416 629 1422 719">The peer group is reviewed annually to ensure accuracy and is comprised of global media and software companies in developed markets which have a market cap similar to that of CAR Group, or which have industry relevance.</p> <p data-bbox="416 741 1238 770">The peer group for the FY25-27 LTI is comprised of the following companies:</p> <table data-bbox="416 804 1422 1525"> <tbody> <tr> <td data-bbox="416 804 895 833">Akamai Technologies Inc</td> <td data-bbox="919 804 1422 833">News Corp</td> </tr> <tr> <td data-bbox="416 855 895 884">Auto Trader Group PLC</td> <td data-bbox="919 855 1422 884">Nine Entertainment Co Holdings</td> </tr> <tr> <td data-bbox="416 907 895 936">Baltic Classifieds Group</td> <td data-bbox="919 907 1422 936">Prosus NV</td> </tr> <tr> <td data-bbox="416 958 895 987">CarGurus Inc</td> <td data-bbox="919 958 1422 987">REA Group Ltd</td> </tr> <tr> <td data-bbox="416 1010 895 1039">Cars.com Inc</td> <td data-bbox="919 1010 1422 1039">Recruit Holdings Co Ltd</td> </tr> <tr> <td data-bbox="416 1061 895 1090">Codan Ltd</td> <td data-bbox="919 1061 1422 1090">Reddit Inc</td> </tr> <tr> <td data-bbox="416 1113 895 1142">Confluent Inc</td> <td data-bbox="919 1113 1422 1142">Rightmove PLC</td> </tr> <tr> <td data-bbox="416 1164 895 1193">Dentsu Group Inc</td> <td data-bbox="919 1164 1422 1193">Schibsted ASA</td> </tr> <tr> <td data-bbox="416 1216 895 1245">DocuSign Inc</td> <td data-bbox="919 1216 1422 1245">Scout24 SE</td> </tr> <tr> <td data-bbox="416 1267 895 1296">Ebay Inc</td> <td data-bbox="919 1267 1422 1296">Seek Ltd</td> </tr> <tr> <td data-bbox="416 1319 895 1348">Grab Holdings Ltd</td> <td data-bbox="919 1319 1422 1348">Technology One Ltd</td> </tr> <tr> <td data-bbox="416 1370 895 1400">Hemnet Group AB</td> <td data-bbox="919 1370 1422 1400">Webjet Ltd</td> </tr> <tr> <td data-bbox="416 1422 895 1451">Kakao Corp</td> <td data-bbox="919 1422 1422 1451">Xero Ltd</td> </tr> <tr> <td data-bbox="416 1473 895 1503">MercadoLibre Inc</td> <td data-bbox="919 1473 1422 1503">Zillow Group inc</td> </tr> </tbody> </table> <p data-bbox="416 1547 1422 1637">The percentage of Performance Rights that vest, if any, will be determined with reference to the Company's TSR in comparison to that of companies in the bespoke peer group over the performance period (from 1 July 2024 to 30 June 2027) as set out in the table below.</p> <table data-bbox="480 1659 1422 2069"> <thead> <tr> <th data-bbox="480 1659 943 1749">TSR rank in bespoke peer group</th> <th data-bbox="951 1659 1422 1749">Performance Rights subject to Relative TSR measure that vest (%)</th> </tr> </thead> <tbody> <tr> <td data-bbox="480 1760 943 1816">Less than 50th percentile</td> <td data-bbox="951 1760 1422 1816">0%</td> </tr> <tr> <td data-bbox="480 1827 943 1906">Between 50th percentile to 75th percentile</td> <td data-bbox="951 1827 1422 1906">Straight line pro-rata vest between 50% and 100%</td> </tr> <tr> <td data-bbox="480 1917 943 1973">Equal to the 75th percentile</td> <td data-bbox="951 1917 1422 1973">100%</td> </tr> <tr> <td data-bbox="480 1984 943 2069">Greater than 75th percentile and up to 85th percentile</td> <td data-bbox="951 1984 1422 2069">Straight line pro-rata vest between 100% and 171%</td> </tr> </tbody> </table>	Akamai Technologies Inc	News Corp	Auto Trader Group PLC	Nine Entertainment Co Holdings	Baltic Classifieds Group	Prosus NV	CarGurus Inc	REA Group Ltd	Cars.com Inc	Recruit Holdings Co Ltd	Codan Ltd	Reddit Inc	Confluent Inc	Rightmove PLC	Dentsu Group Inc	Schibsted ASA	DocuSign Inc	Scout24 SE	Ebay Inc	Seek Ltd	Grab Holdings Ltd	Technology One Ltd	Hemnet Group AB	Webjet Ltd	Kakao Corp	Xero Ltd	MercadoLibre Inc	Zillow Group inc	TSR rank in bespoke peer group	Performance Rights subject to Relative TSR measure that vest (%)	Less than 50th percentile	0%	Between 50 th percentile to 75 th percentile	Straight line pro-rata vest between 50% and 100%	Equal to the 75 th percentile	100%	Greater than 75 th percentile and up to 85 th percentile	Straight line pro-rata vest between 100% and 171%
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Term	Details								
	<p>The maximum opportunity for this measure is capped at 171%, with the total opportunity of the FY25-27 LTI plan, including all financial and strategic measures, being capped at 150%. The vesting schedule aligns management and shareholder outcomes by rewarding the delivery of superior total shareholder returns.</p> <p>The Relative TSR measure or vesting schedule may be adjusted in certain appropriate circumstances, including for matters outside of management’s influence and the impact of any material acquisitions or corporate activity during the performance period, to ensure that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the Relative TSR measure.</p> <p>(3) Strategic measures (30% weighting)</p> <p>Vesting of 30% of the Performance Rights will be subject to performance against strategic measures.</p> <p>The release of the strategic measures used to assess performance will be provided upon completion of each three-year performance period, due to competitive advantage information being withheld.</p> <p>The strategic measures contain objectives in the following areas:</p> <ul style="list-style-type: none"> • Deliver increased revenue and earnings across our international businesses. • Diversify the Group’s revenue mix through the delivery of incremental new growth initiatives. • Evolve and improve on defined global customer satisfaction metrics. <p>Achievement of each of the strategic measures will be assessed by the Board on the following three-point scale:</p> <table border="1" data-bbox="478 1205 1375 1496"> <thead> <tr> <th data-bbox="478 1205 957 1303">Rating</th> <th data-bbox="957 1205 1375 1303">Performance Rights subject to strategic measures that vest (%)</th> </tr> </thead> <tbody> <tr> <td data-bbox="478 1303 957 1366">Not achieved</td> <td data-bbox="957 1303 1375 1366">0%</td> </tr> <tr> <td data-bbox="478 1366 957 1429">Partially achieved</td> <td data-bbox="957 1366 1375 1429">50%</td> </tr> <tr> <td data-bbox="478 1429 957 1496">Fully achieved</td> <td data-bbox="957 1429 1375 1496">100%</td> </tr> </tbody> </table>	Rating	Performance Rights subject to strategic measures that vest (%)	Not achieved	0%	Partially achieved	50%	Fully achieved	100%
Rating	Performance Rights subject to strategic measures that vest (%)								
Not achieved	0%								
Partially achieved	50%								
Fully achieved	100%								
Performance period	<p>The Adjusted EPS, Relative TSR and strategic measures outlined above will be tested over a three-year performance period (from 1 July 2024 to 30 June 2027).</p> <p>As the Company’s full-year results are not typically announced to the market until late August each year following the results announcement, the final number of Performance Rights that vest will not be determined until after this time.</p> <p>Any Performance Rights that do not vest following testing will lapse.</p>								
Allocation of Shares upon vesting	<p>Following determination of the extent to which the performance measures have been satisfied (at the end of the three-year performance period), vested Performance Rights will be automatically exercised, and one Share will be allocated for each vested Performance Right that is exercised.</p> <p>The Company’s obligation to allocate Shares on vesting and automatic exercise may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring from an employee share trust.</p>								



Term	Details
Price payable for securities	No amount is payable in respect of the grant of Performance Rights, nor in respect of any Shares allocated on exercise of vested Performance Rights.
Cessation of employment	Performance Rights which have not vested, may automatically lapse if the MD and CEO ceases to be employed by the Company.
Malus / Clawback	<p>The Plan provides the Board with the ability to apply malus / clawback and declare that all, or some, of the MD and CEO's Performance Rights lapse (i.e., malus) and Shares held under the Plan are forfeited (i.e., clawback).</p> <p>The Board may apply malus / clawback in the following circumstances:</p> <ul style="list-style-type: none"> a) Material breach of the participant's obligations to the Company or a Subsidiary; and b) Behaviour that brings the Company or Group into disrepute.
Other information	<p>There is no loan scheme in relation to the grant of Performance Rights under the Plan.</p> <p>Details of any Performance Rights issued under the Plan will be published in the Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional people covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Plan after this item 4(b) is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.</p>



The MD and CEO's total remuneration package for FY25

The MD and CEO's FY25 total remuneration package is outlined under item 4(a).

Previous awards under the Plan

The Performance Rights and Options previously awarded to the MD and CEO under the Plan are outlined under item 4(a).

Voting exclusion

A voting exclusion statement applicable to item 4(b) is set out in this Notice of Meeting and Proxy Form.

Directors' Recommendation

The Board (other than the MD and CEO who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that Shareholders **vote in favour** of this item 4(b).

Item 5: Approval of an increase in the fee pool for Non-Executive Directors ("NEDs") to \$2,500,000

Item 5 seeks approval for an increase of \$500,000 in the maximum aggregate remuneration (fee pool) for the remuneration of NEDs.

The current maximum aggregate remuneration available for NEDs was approved by Shareholders at the 2021 AGM on 29 October 2021. Since that time, the Company has significantly increased in size and complexity.

The Directors provide the following background and information in support of the Shareholder approval sought to increase the maximum fee pool for NEDs by \$500,000:

- Since the current maximum fee pool was approved in 2021, the Company has acquired the remaining equity in Trader Interactive and has successfully integrated the US business into the Group. The Company has also acquired an additional 40% equity in webmotors in Brazil, becoming its controlling shareholder.
- From the FY21 full year results to the FY24 full year results, the Company's reported revenue has more than doubled, increasing from \$427m to \$1,099m and reported EBITDA has increased from \$241m in FY21 to \$568m in FY24.
- The Company's market capitalisation has increased from \$4.35b at the end of FY21 to \$13.3b at the end on FY24.
- The Company's international interests represent a much more significant portion of income – in

FY21 international revenue accounted for approximately 20% of the Company's business, and in FY24 international revenue represented 53% of the Company's revenue.

- Each acquisition demands significant additional time and effort from the Board. In the case of the Trader Interactive and the webmotors acquisitions, the Company also undertook capital raisings which increases the time and effort required from the Board.
- The Board has increased in size from 7 directors in 2021 to 9 directors in 2024. This is to allow for overlap of new NEDs being appointed, while experienced NEDs remain on the Board for knowledge sharing and succession planning in accordance with the Company's Board renewal plan.
- The Company must ensure it can continue to pay market competitive fees to NEDs to maintain its ability to attract and retain Directors of the requisite calibre for the Board.
- The Company must be in a position to continue to fairly compensate NEDs with respect to the demands that are made on their time and their responsibilities.
- Following a review of NED fees conducted in FY24, which benchmarked the NED fees paid by the Company against comparable sized ASX100 companies, it was determined that a significant uplift to the Chair fee and Committee Chair fees was required, and a modest increase for the base Director fee was also adopted. The increases were effective from 1 January 2024. Further information is contained in the FY24 Remuneration Report.

If this item 5 is passed, it is proposed the increase to the maximum fee pool will take effect immediately after the 2024 AGM. The maximum aggregate amount of fees that may be paid to all of the Company's NEDs will be \$2,500,000 per annum. The Board considers the proposed increase to be reasonable and appropriate for the reasons set out above.

The remuneration of each NED for the year ended 30 June 2024 is detailed on pages 45 to 46 of the 2024 Annual Report. No securities have been issued to NEDs in the preceding three years under ASX Listing Rules 10.11 or 10.14.

Voting exclusion

A voting exclusion statement applicable to item 5 is set out in this Notice of Meeting and Proxy Form.



Directors' Recommendation

Given the nature of this item 5, the Board abstains from making a recommendation on how shareholders should vote on this item.

The Chair intends to vote all undirected proxies in favour of this item 5.

Glossary


Annual General Meeting	Means the Annual General Meeting of the Company to be held on 25 October 2024, at 11 am (Melbourne time) and "AGM" has the same meaning
Annual Report	Means the 2024 annual report of the Company, as announced to the ASX on 12 August 2024
ASX Listing Rules	Means the listing rules of the ASX Limited ACN 008 624 691 (also referred to as "ASX"), as amended from time to time
Auditor	Means PricewaterhouseCoopers
Auditor's Report	Means the report of the Auditor, regarding its audit of the Group, which accompanies the Financial Report
Board	Means the board of Directors of the Company
Chair	Means the individual acting as chair of the AGM
Company	Means CAR Group Limited (ABN 91 074 444 018)
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth)
Director	Means a director of the Company
Directors' Report	Means the report of the Directors of the Company accompanying the Notice of Meeting
Effective Time	Means 7pm (Melbourne time) on Wednesday 23 October 2024


Financial Report	Means the 2024 annual financial report of the Company, as announced to the ASX on 12 August 2024
Group	Means the Company and its subsidiaries
KMP	Has the meaning given to that term in the Financial Report
Share	Means a fully paid ordinary share in the capital of the Company
Shareholder	Means a holder of one or more Shares



CAR GROUP LIMITED
ABN 91 074 444 018

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Wednesday, 23 October 2024.**

Proxy Form

How to Vote on Items of Business

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

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 and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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: 184116

SRN/HIN:

For Intermediary Online subscribers (custodians) go to 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.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of CAR Group Limited hereby appoint

the Chair of the Meeting **OR**

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) at the Annual General Meeting of CAR Group Limited to be held at 499 Punt Road, Richmond Victoria 3121 and as a virtual meeting on Friday, 25 October 2024 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

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 2, 4 (a), 4 (b) and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4 (a), 4 (b) 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 2, 4 (a), 4 (b) and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If 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.

		For	Against	Abstain
Item 2	Adoption of FY24 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 (a)	Re-election of Ms. Edwina Gilbert as a Director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 (b)	Re-election of Mr. Kee Wong as a Director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 (c)	Election of Ms. Philippa Marlow as a Director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 (a)	Grant of Rights to the MD and CEO, in respect of the FY24 STI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 (b)	Grant of Performance Rights to the MD and CEO, in respect of the FY25-27 LTI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of an increase in the fee pool for Non-Executive Directors ("NEDs") to \$2,500,000	<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