

24 April 2026

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 27 May 2026:

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 Board.

**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, 27 May 2026 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/MZSSKVY>** 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 the Amora Hotel, 200 Creek Street, Brisbane, Queensland 4000.

### 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 2025.

#### 2. Re-election of Directors

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

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

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

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

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

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

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

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

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

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

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

*“That Ms Michelle Victoria Prater, who retires by rotation in accordance with the Company’s constitution, and being eligible, be re-elected as a Director of the Company.”*

### 3. Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding advisory resolution in accordance with section 250R(2) of the Corporations Act:

*"That the Company's remuneration report for the year ended 31 December 2025 be adopted."*

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

### Special Business

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

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

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

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

#### 5. Placement of Shares to Mitsubishi Corporation - Ratification under Listing Rule 7.4

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 2,777,778 Shares to Mitsubishi Corporation under the Mitsubishi Strategic Placement Agreement on the terms and conditions described in the Explanatory Notes be approved and ratified."*

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

#### 6. Exchangeable Shares issued for the CanadaOne Auto acquisition - Ratification under Listing Rule 7.4

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, the agreement to issue, and the issue of, up to 21,429,009 Exchangeable Shares on the terms and conditions described in the Explanatory Notes be approved and ratified."*

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 2026



**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 2026.

## 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, 25 May 2026. 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, 25 May 2026).

### 4. Voting During 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, 25 May 2026).

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, 25 May 2026).

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 undirected 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 Item 3 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 Item 3, and the shareholder does not mark the "For", "Against" or "Abstain" box opposite the relevant item on the Voting Form or online at [www.investorvote.com.au](http://www.investorvote.com.au), the shareholder will be authorising the 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 2025.
- 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

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## 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, 20 May 2026).

### Item 2 – Re-election of Directors

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 David Scott Blackhall** OAM, BCom, MBA

Mr Blackhall was initially appointed as a non-executive Director of the Company in December 2019 and was last re-elected by shareholders three years ago at the AGM in May 2023.

After over six years of outstanding service to the Company, Mr Blackhall is intending not to seek further re-election and will retire as a Director at the conclusion of this year's AGM.

Mr Blackhall has been an extremely dedicated, professional and loyal servant of the Company since his initial appointment to the Board, including the vital role of Chair of the Company's Audit & Risk Committee.

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

#### **(a) Mr Tim Crommelin** BCom, FSIA, FSLE

Having been initially appointed as a non-executive Director of the Company in February 2011, Mr Crommelin was last re-elected to the Board at the Company's AGM in May 2023.

Mr Crommelin retires by rotation and, being eligible, offers himself for re-election as a Director of the Company at the AGM in accordance with the Company's constitution.

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

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

Mr Crommelin has broad knowledge of corporate finance, risk management and acquisitions and over 40 years' experience in the stockbroking and property industry. He is a Director of Morgans Holdings (Australia) Limited since 1991, having served as Morgans' Chair from 2010 to 2023, a Director of University of Queensland Endowment Foundation (UQEF) and a trustee of Australian Cancer Research Foundation. He was previously a Director of Senex Energy Ltd (2010 to April 2022) and the former Deputy Chair of Queensland Gas Company Limited (2006 to 2009).

Further information about Mr Crommelin is set out in the Company's 2025 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 Crommelin abstaining) is unanimous in its support for the re-election of Mr Crommelin and recommends that shareholders **vote in favour** of this resolution.

#### **(b) Mr Marcus John Birrell**

Having been initially appointed as a non-executive Director of the Company in July 2016, Mr Birrell was last re-elected to the Board at the Company's AGM in May 2023.

Mr Birrell retires by rotation and, being eligible, offers himself for re-election as a Director of the Company at the AGM in accordance with the Company's constitution.

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

As an independent non-executive Director Mr Birrell is a member of the Company's Audit & Risk Committee.

Mr Birrell has had a distinguished career in the automotive industry, including 38 years at manufacturer, financier and retail level and 21 years as Executive Chair of Birrell Motors Group. He also brings international experience to the Board, including in areas such as international logistics, shipping and structuring, cross border transactions and supplier negotiations.

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

Further information about Mr Birrell is set out in the Company's 2025 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 Birrell abstaining) is unanimous in its support for the re-election of Mr Birrell and recommends that shareholders **vote in favour** of this resolution.

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

Having been initially appointed as an executive Director of the Company in March 2017, Ms Moore was last re-elected to the Board at the Company's AGM in May 2023.

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

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

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

Further information about Ms Moore is set out in the Company's 2025 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 Ms Moore abstaining) is unanimous in its support for the re-election of Ms Moore and recommends that shareholders **vote in favour** of this resolution.

#### **(d) Ms Michelle Victoria Prater** BBus, CPA, ACIS, AICD

Ms Prater was initially appointed by the Board as a non-executive Director in February 2020 and was last re-elected to the Board at the Company's AGM in May 2023.

Ms Prater is a substantial shareholder in the Company. Ms Prater is also the Executive Chair of APPL Group, having held that position since 2004. APPL is a property development and investment group with an extensive automotive property portfolio including significant properties leased to the Company's operations in Western Australia. Ms Prater is therefore not considered to be an independent Director of the Company.

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

Further information about Ms Prater is set out in the Company's 2025 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 Ms Prater abstaining) is unanimous in its support for the re-election of Ms Prater 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 2025. 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 2025 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 – Renewal of Proportional Takeover Provisions of Constitution**

### **(a) Background**

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

Articles 80 and 81 were renewed by shareholders in accordance with the Corporations Act at the AGM on 24 May 2023. In accordance with the constitution and the Corporations Act, those Articles will cease to have effect unless they are renewed for a further three-year period by a special resolution of shareholders.

### **(b) Proportional takeover bids**

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

This means that control of the target company may pass without shareholders having the chance to sell all their shares to the bidder, and that the bidder may take control of the target company without paying an adequate premium for gaining control. Shareholders are also exposed to the risk of being left as part of a minority in the company.

To deal with this possibility, the Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote on whether to approve the takeover bid.

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

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

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

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

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

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

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

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

Proportional takeover provisions do not apply to full takeover bids.

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

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

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

**(e) Presently proposed acquisitions**

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

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

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

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

The Directors consider that there are potential advantages associated with shareholders having the opportunity to consider and vote upon any proposed proportional takeover bid. For a proportional takeover bid to be approved, it must be approved by more than half of the shares voted at the meeting excluding the shares of the bidder and its Associates, and accordingly the existence of Articles 80 and 81:

- is likely to cause an intending bidder to formulate its offer in a way that would be attractive to the holders of a majority of shares, including appropriate pricing;
- may have the effect of not allowing control of the Company to pass without payment of a control premium;

- should assist shareholders to avoid being locked in as minority shareholders; and
- will help individual shareholders assess the likely outcome of a proportional takeover bid when determining whether to accept or reject the bid.

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

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

There have been no full or proportional takeover bids for the Company during the time Articles 80 and 81 have been in effect. Accordingly, there has not been any example against which to review the advantages or disadvantages of the provisions for the Directors and shareholders, respectively, during this period.

### **Board Recommendation**

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

### **Item 5 – Placement of Shares to Mitsubishi Corporation - Ratification under Listing Rule 7.4**

#### **(a) Background**

On 1 October 2025, in conjunction with the CanadaOne Auto acquisition, the Company announced that it had entered into the Mitsubishi Strategic Placement Agreement with Mitsubishi Corporation to raise \$50 million through the issue of 2,777,778 Shares, under the Company's existing 15% Capacity.

The issue of those Shares was completed on 14 October 2025.

#### **(b) 15% Capacity - Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, the Listing Rules limit the number of Equity Securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the aggregate of the fully paid ordinary shares it had on issue at the start of that 12 month period plus any fully paid ordinary shares issued with shareholder approval under certain Listing Rules ("**15% Capacity**").<sup>1</sup>

#### **(c) Ratification - Listing Rule 7.4**

An issue of Equity Securities will be treated as having been made with the approval of shareholders for the purposes of the Listing Rules if, relevantly, shareholders subsequently approve it.<sup>2</sup> As the issue of the Mitsubishi Strategic Placement Shares was within the Company's 15% Capacity, and was not previously approved by shareholders, the Company now seeks shareholder ratification of the issue to refresh its capacity to make further issues without shareholder approval under the Listing Rules.

If this resolution is approved, the prior issue of the 2,777,778 Mitsubishi Strategic Placement Shares may be treated by the Company as having been made with shareholder approval under the Listing

<sup>1</sup> Listing Rules 7.1, 7.2 and 7.4

<sup>2</sup> Listing Rule 7.4

Rules. The Company will therefore have the flexibility, if required, to issue additional Equity Securities without the Mitsubishi Strategic Placement Shares counting towards the 15% Capacity, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the Mitsubishi Issue Date.

If this resolution is not approved, the prior issue of the Mitsubishi Strategic Placement Shares will not be treated by the Company as having been made with shareholder approval under the Listing Rules and those Shares will continue to reduce the Company's 15% Capacity, decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the Mitsubishi Issue Date.

**(d) Information required by Listing Rule 7.5**

The Listing Rules require that the following information be provided to shareholders for the purpose of obtaining shareholder approval:

7.5.1	Names of the persons receiving the securities	Mitsubishi Corporation
7.5.2	Number and class of securities	2,777,778 Shares
7.5.3	If the securities are not fully paid ordinary securities, a summary of the material terms	N/A
7.5.4	Date of issue	14 October 2025
7.5.5	Issue price	\$18.00 per Share
7.5.6	The purpose of the issue	The Company has entered into a Strategic Partnership Agreement with Mitsubishi Corporation, under which the parties will explore and evaluate collaboration opportunities in areas of their businesses that have the potential to be of mutual benefit, including new vehicle dealership network and independent used car business (easyauto123 and Carlins) as well as exploring business opportunities across financial services, fleet management and lifecycle ownership solutions for new energy vehicles. The Mitsubishi Strategic Placement Shares were issued to further support the objectives of the Strategic Partnership Agreement. The funds raised will be used to partly fund the CanadaOne Auto acquisition.
7.5.7	Summary of other material terms of the Mitsubishi Strategic Placement Agreement	The Mitsubishi Strategic Placement Shares were to be issued free of encumbrances and rank equally with all other Shares on the date of issue, and be free from contractual restrictions on transfer.  The Subscription Amount was required to be paid at least one Business Day prior to the issue date.  The Company was required to apply for quotation of the Shares, to issue a cleansing notice under section 708A(6) of the Corporations Act and to deliver a holding statement for the issued Shares.  The Mitsubishi Strategic Placement Agreement also contains various customary warranties by the Company and by Mitsubishi Corporation.

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7.5.8	A voting exclusion statement.	A voting exclusion statement is set out below.
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### Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Mitsubishi Corporation, being the person who participated in the issue or who is a counterparty to the agreement being approved; or
- an Associate of Mitsubishi Corporation.

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 a 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 providing 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.

### Board Recommendation

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

### Item 6 – Exchangeable Shares issued for the CanadaOne Auto acquisition - Ratification under Listing Rule 7.4

#### (a) Background

On 1 October 2025, the Company announced that it had entered into an agreement for a proposed strategic investment of A\$1.0<sup>3</sup> billion in CanadaOne Auto group, one of Canada's largest auto dealership groups, through the acquisition of 65% of the shares in its holding company,<sup>4</sup> with the remaining 35% of shares held by entities associated with CanadaOne Auto founder Pat Priestner.

The CanadaOne Auto acquisition is expected to be completed in Q2 2026.

Part of the consideration for the CanadaOne Auto acquisition is the issue of 21,429,009 Exchangeable Shares<sup>5</sup> by ExchangeCo, of which 19,286,108 will be held by Triadic Auto Holdings 3 Ltd. and 2,142,901 will be held by Triadic Auto Holdings 2 Ltd., each an entity controlled by Pat Priestner (**Priestner Entities**).

The Exchangeable Shares are designed to provide the economic equivalent to owning a Share. The issue of exchangeable shares is a common structure in Canada as there is no Canada-Australia cross-border equivalent to Australian capital gains tax rollover relief.

Exchangeable Shares can be exchanged into an equivalent number of Shares in certain circumstances. If Exchangeable Shares are exchanged, the Company has agreed to issue the relevant Shares to the holders of the Exchangeable Shares under the Exchange Rights and Support

<sup>3</sup> Purchase Price of CAD \$953 million has been converted to AUD at CAD/AUD exchange ratio of 1.095 and subject to post-completion adjustments.

<sup>4</sup> 2750828 Alberta Ltd., a corporation incorporated under the laws of the province of Alberta, Canada

<sup>5</sup> ASX has determined that the Exchangeable Shares are 'convertible securities' for the purposes of the Listing Rules, including Listing Rule 7.1

Agreement. The Shares issued on exchange of the Exchangeable Shares may be subject to escrow restrictions and, if necessary, separate shareholder approval will be obtained at the relevant time to enable the Company to enter into those escrow restrictions.

An outline of the key terms of the Exchange Rights and Support Agreement and Exchangeable Share terms is set out in Attachment 1.

**(b) Ratification - Listing Rule 7.4**

As the agreement to issue the Exchangeable Shares was within the Company's 15% Capacity, and was not previously approved by shareholders, the Company now seeks shareholder ratification and approval of the agreement to issue, and issue of, the Exchangeable Shares under the Listing Rules. At the date of these Explanatory Notes, the Exchangeable Shares have not yet been issued, and no Shares have been issued on exchange of Exchangeable Shares, but it is possible that this could occur prior to the date of the meeting.

If this resolution is approved, the agreement to issue 21,429,009 Exchangeable Shares and the actual issue of the Shares,<sup>6</sup> will be taken to have been made with shareholder approval under the Listing Rules. The Company will therefore have the flexibility, if required, to issue additional Equity Securities without that number of Exchangeable Shares counting towards the 15% Capacity, effectively increasing the number of Equity Securities it can issue without shareholder approval during the period to 30 September 2026.<sup>7</sup>

If this resolution is not approved, neither the agreement to issue, nor issue of, the Exchangeable Shares, nor the issue of the Shares upon exchange of Exchangeable Shares, will be taken to have been made with shareholder approval under the Listing Rules. That agreement, and those Exchangeable Shares, respectively will therefore reduce the Company's 15% Capacity for the purposes of Listing Rules, effectively decreasing the number of Equity Securities it can issue without shareholder approval during the period to 30 September 2026. After that time, any Shares issued on exchange of the Exchangeable Shares will be taken into account when calculating the 15% Capacity (that is, they will be added to the issued capital when calculating the 15% limit, and they will not reduce the 15% Capacity). If the resolution is approved, any Shares issued on exchange of the Exchangeable Shares before 30 September 2026 will be added to the issued capital when calculating the 15% limit (and will not reduce the 15% Capacity).

**(c) Information required by Listing Rule 7.5**

The Listing Rules require that the following information be provided to shareholders for the purpose of obtaining shareholder approval:

7.5.1	Names of the persons receiving the securities	The relevant Priestner Entities.
7.5.2	Number and class of securities	Up to 21,429,009 Exchangeable Shares. <sup>8</sup>
7.5.3	If the securities are not fully paid ordinary securities, a summary of the material terms	The key terms of the Exchangeable Shares and the Exchange Rights and Support Agreement are summarised in Attachment 1.
7.5.4	Date of issue of Exchangeable Shares	The Exchangeable Shares will be issued on the CanadaOne Auto Acquisition Date, which is expected to occur before, or within 3 months after, the date of the Meeting.

<sup>6</sup> Subject to any variation in connection with any reorganisation by the Company (see paragraph 13 of Attachment 1).

<sup>7</sup> Being 12 months from the date of the Share Purchase Agreement for the CanadaOne Auto acquisition, under which Eagers agreed to issue the Exchangeable Shares and enter into the Exchange Rights and Support Agreement (under which it will agree to issue Shares on exchange of the Exchangeable Shares) at completion of that acquisition.

<sup>8</sup> Subject to any variation in connection with any reorganisation by the Company (see paragraph 13 of Attachment 1).

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7.5.5	Issue price	As the Exchangeable Shares will be issued as part of the consideration for the CanadaOne Auto acquisition, no additional cash consideration is payable to the Company.
7.5.6	The purpose of the issue	The Exchangeable Shares will be issued as part of the consideration for the acquisition of CanadaOne Auto.
7.5.7	Summary of other material terms of the Exchange Rights and Support Agreement and Exchangeable Shares	See Attachment 1.
7.5.8	A voting exclusion statement.	A voting exclusion statement is set out below.

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- The persons set out in Attachment 2, being persons who are a counterparty to the agreement being approved; or
- an Associate of those persons.

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 a 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 providing 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.

### Board Recommendation

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

## Glossary

**15% Capacity** has the meaning given in paragraph (b) of Item 5 in the Explanatory Notes.

**Associate**, when used in connection with a voting exclusion statement for Items 5 and 6, has the meaning given in the Listing Rules and otherwise has the meaning given in the Corporations Act.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the board of directors of the Company.

**CanadaOne Auto** means 2750828 Alberta Ltd., a corporation incorporated under the laws of the province of Alberta, Canada, an amalgamation predecessor of ExchangeCo.

**CanadaOne Auto Acquisition Date** means the date of completion of the CanadaOne Auto acquisition.

**CallCo** means Eagers Auto Canada Holdings Ltd., a corporation incorporated under the laws of the province of Alberta, Canada.

**Company** means Eagers Automotive Limited ABN 87 009 680 013.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Equity Security** has the meaning given in the Listing Rules.

**Exchange Rights and Support Agreement** means the Exchange Rights and Support Agreement to be entered into on the CanadaOne Auto Acquisition Date under which, amongst other things, the Company agrees to issue Shares upon exchange of Exchangeable Shares, as summarised in Attachment 1.

**Exchangeable Shares** means non-voting exchangeable shares in the capital of ExchangeCo that are, by their terms, each exchangeable into one Share, the terms of which are attached to the Exchange Rights and Support Agreement, as summarised in Attachment 1.

**Exchangeable Shareholder** means a holder of Exchangeable Shares.

**ExchangeCo** means CanadaOne Auto Inc., a company amalgamated under the laws of the Province of Alberta, Canada, being the legal successor Eagers Auto Canada Ltd.

**Explanatory Notes** means this document.

**Listing Rules** means the Listing Rules of ASX.

**Mitsubishi Issue Date** means 14 October 2025.

**Mitsubishi Strategic Placement Shares** means the 2,777,778 Shares issued to Mitsubishi Corporation on the Mitsubishi Issue Date.

**Mitsubishi Strategic Placement Agreement** means the Subscription Agreement dated 30 September 2025 between the Company and Mitsubishi Corporation under which Mitsubishi Corporation agreed to subscribe for the Mitsubishi Strategic Placement Shares.

**Priestner Entities** means Triadic Auto Holdings 2 Ltd. and Triadic Auto Holdings 3 Ltd, which are Canadian corporations controlled by Pat Priestner.

**Shares** means fully paid ordinary shares in the Company.

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## Attachment 1 – Summary of Exchange Rights and Support Agreement and Exchangeable Share Terms

1. **Nature of Exchangeable Shares** - Each Exchangeable Share is a non-voting share in the capital of ExchangeCo, which may be exchanged by the holder for one Share.
2. **Exchange of Exchangeable Shares by Retraction Notice** – Unless the Exchangeable Shareholder has exercised its Put Right or CallCo has exercised its Retraction Call Right, the Exchangeable Shareholder may by giving a Retraction Request require ExchangeCo to redeem at least 1 million Exchangeable Shares (or the lesser balance held at the time) from time to time for an amount per Exchangeable Share equal to the Exchangeable Share Consideration. The Exchangeable Shareholder may revoke the notice prior to the redemption date.
3. **Exchangeable Share Consideration** – in respect of each Exchangeable Share, is an amount equal to:
  - (a) the current market price of one Share, which must be satisfied only by the issue or transfer of one fully paid Share;
  - (b) an amount in cash equal to all declared, payable and unpaid cash dividends or other distributions or returns of capital on each Exchangeable Share; and
  - (c) any other type of property (other than cash) constituting any declared and payable non-cash dividends or distributions or returns of capital on each Exchangeable Share.
4. **Escrow of Shares** – If the Exchangeable Shareholder exercises its Put Right or gives a Retraction Request, the Shares that are issued are escrowed as follows:
  - (a) for the first 6,122,574 Shares issued – 3 years from the date of completion of the acquisition of CanadaOne Auto; and
  - (b) for any additional Shares issued – 5 years from the date of completion of the acquisition of CanadaOne Auto.
5. **No exchange in Restricted Period** – If the proposed retraction date is within the Restricted Period, unless the Retraction Request has been revoked, the redemption occurs on the business day immediately after the end of the Restricted Period.

The **Restricted Period** is any period during which the Company determines, acting in good faith, that it would need to issue a cleansing notice under Section 708A of the Corporations Act in connection with any Shares issued on a retraction, and that issuing such notice would materially disadvantage the Company. The Restricted Period ends on the earlier of (a) the date on which the relevant “excluded information” (as defined in Section 708A of the Corporations Act) has been publicly disclosed, and (b) the date on which the Company determines, acting in good faith, that issuing a cleansing notice would no longer materially disadvantage the Company. This does not apply during the one-month period following the Company's filing of its half yearly or annual financial statements, or in respect of any Retraction Notice submitted in connection with an Offer.
6. **Redemption by ExchangeCo** - Subject to applicable law, and provided CallCo has not exercised the Redemption Call Right or an Exchangeable Shareholder has not exercised their Put Right, upon the occurrence of the following events (**Redemption Events**), ExchangeCo shall have the right to redeem all but not less than all of the then outstanding Exchangeable Shares for the Exchangeable Share Consideration:
  - (a) an **Eagers Control Transaction**:
    - (i) a takeover offer under the Corporations Act where holders of not less than 50% of the Shares to which is relates have accepted the offer;

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- (ii) a scheme of arrangement under Part 5.1 of the Corporations Act (or similar transaction) is proposed by the Company and approved by shareholders;
  - (iii) an agreement for the sale of all or substantially all of the Company's assets is approved by shareholders and completes;
  - (iv) a capital reduction or buy-back of shares in the Company is proposed or undertaken which results or will result in a material change in control or ownership of the Company, and has received all necessary approvals;
  - (v) the entry into, or completion of, a sale or purchase agreement involving shares in the Company or its subsidiaries, or assets of the Company or its subsidiaries, which results or will result in a change of control of the Company or its business operations;
  - (vi) the formation of, or entry into, a joint venture arrangement that materially alters the control, ownership, or operational structure of the Company;
  - (vii) the implementation of a dual-listed company structure or other synthetic merger resulting in a change of control or effective merger of the Company;
  - (viii) the determination by the Board to institute voluntary liquidation, dissolution or winding-up proceedings, or the Company becoming aware of involuntary liquidation, dissolution or winding-up proceedings which the Company has failed to contest in good faith within 30 days;
  - (ix) any other similar transaction, arrangement or restructuring that results or will result in a change of control of the Company;
- (b) an insolvency event occurs in relation to ExchangeCo;
  - (c) the 10th anniversary of the date that the Exchange Rights and Support Agreement was entered into, unless extended to the 15th anniversary at the request by the Exchangeable Shareholder and with the consent of ExchangeCo, such consent not to be unreasonably withheld; or
  - (d) the day upon which Canadian tax legislation is amended and becomes effective such that all Canadian resident Exchangeable Shareholders may receive Shares in exchange for their Exchangeable Shares on a tax deferred basis for Canadian income tax purposes.

7. **Participation in Offers** – if a tender offer, share exchange offer, takeover bid, merger, business combination or similar transaction with respect to Shares, including an Eagers Control Transaction (each, an **Offer**), is proposed by the Company or recommended by the Board (or otherwise effected with the consent or approval of the Board), the Company must use commercially reasonable efforts to enable Exchangeable Shareholders to participate in such Offer to the same extent and on an economically equivalent basis as holders of Shares, without discrimination.
8. **Automatic Exchange on Company Liquidation Event** - subject to each of the Liquidation Call Right and Put Right (if applicable) not having been exercised, each of the then outstanding Exchangeable Shares shall be automatically exchanged for Shares on the occurrence of a Company Liquidation Event.

To effect such automatic exchange, CallCo shall be deemed to have purchased each Exchangeable Share outstanding on the occurrence of the Company Liquidation Event, and each Exchangeable Shareholder shall be deemed to have sold the Exchangeable Shares held by them to CallCo, for an amount per share equal to the Exchangeable Share Consideration.

**A Company Liquidation Event is:**

- (a) any determination by the Board to institute voluntary liquidation, dissolution or winding-up proceedings with respect to the Company or to effect any other distribution of the Company's assets among its shareholders for the purpose of winding up its affairs; and
- (b) any instituted claim, suit, petition or other proceedings with respect to the involuntary liquidation, dissolution or winding-up of the Company or to effect any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, in each case where the Company has failed to contest in good faith any such proceeding commenced in respect of the Company within 30 days of becoming aware thereof.

9. **ExchangeCo Liquidation Event** - Subject to the Liquidation Call Right and the Put Right, in the event of liquidation, dissolution or winding-up of ExchangeCo, each Exchangeable Shareholder is entitled to receive, in priority to holders of common shares and other junior ranking shares of ExchangeCo, the Exchangeable Share Consideration. Exchangeable Shareholders are not otherwise entitled to share in any further distribution of the assets of ExchangeCo.

10. **CallCo Call Rights** – CallCo has an overriding right to purchase from the Exchangeable Shareholders all of their Exchangeable Shares on the occurrence of a liquidation, dissolution or winding-up of ExchangeCo (**Liquidation Call Right**), the issue of a redemption notice by ExchangeCo (**Redemption Call Right**) or on receipt of a Retraction Notice (**Retraction Call Right**), in each case for the Exchangeable Share Consideration.

11. **Holder Put Rights** – Subject to CallCo's Call Rights, CallCo grants to each Exchangeable Shareholder the right (**Put Right**) to require CallCo to purchase Exchangeable Shares held by the Exchangeable Shareholder for the Exchangeable Share Consideration upon the occurrence and during the continuance of:

- (a) an insolvency event in relation to ExchangeCo;
- (b) a Company Liquidation Event;
- (c) a Redemption Event; and
- (d) any event causing the transfer, disposition or exchange of the Exchangeable Shares for Exchangeable Share Consideration or requiring the Exchangeable Shareholder to transfer, dispose or exchange their Exchangeable Shares for Shares, including but not limited to the giving of a Retraction Notice.

In respect of events (a), (b) and (c), the Put Right applies to all (but not less than all) of the Exchangeable Shares held by the Exchangeable Shareholder, and in respect of event (d), to any or all of the Exchangeable Shares that are the subject of the event.

12. **Equivalent dividends and distributions** – Subject to applicable law, the directors of ExchangeCo must cause ExchangeCo to provide, for each Exchangeable Share, to a dividend, distribution or return of capital equivalent to any dividend, distribution or return of capital made in respect of Shares.

13. **Reorganisations by the Company** - If the Company, without the prior approval of ExchangeCo and the Exchangeable Shareholders, subdivides, consolidates, reduces or reclassifies the Shares, or effects an amalgamation, merger, reorganisation or other transaction affecting the Shares, ExchangeCo must ensure that the same change is simultaneously made to the rights of the Exchangeable Shareholders.

14. **Voting Rights** - Except as required by applicable law, Exchangeable Shareholders are not entitled to receive notice of, attend, or vote at any meeting of the shareholders of ExchangeCo. Until its Exchangeable Shares are exchanged for Shares, and

Exchangeable Shareholder has no rights to vote at any meetings of shareholders of the Company.

15. **Transferability** – Exchangeable Shares are non-transferrable except in accordance with applicable law and in the following circumstances:
- (a) a transfer for Shares pursuant to these terms;
  - (b) a transfer to an affiliate of the Exchangeable Shareholder, provided the affiliate agrees to be bound by these terms;
  - (c) in the case of the Priestner Entities and their permitted transferees, a transfer to any member of the family of Patrick Priestner and certain affiliated entities, provided the transferee agrees to be bound by these terms;
  - (d) a transfer pursuant to an order of a court of competent jurisdiction; or
  - (e) any other transfer approved by the board of ExchangeCo, acting reasonably, on such terms as they may reasonably require.
16. **Withholding and deductions** – ExchangeCo, CallCo and Eagers may deduct or withhold any amounts as required by law.

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## Attachment 2 – Voting exclusions (Item 6)

Each of the following persons are counterparties to the agreement being approved:

PATRICK PRIESTNER  
PATRICK PRIESTNER (2018) FAMILY TRUST  
PATRICK PRIESTNER (2011) FAMILY TRUST  
2750826 ALBERTA LTD

2750827 ALBERTA LTD  
2741305 ALBERTA LTD  
2741312 ALBERTA LTD

1654167 Alberta Ltd.  
PAPR Holdings Ltd.  
BMMI Holdings Ltd.  
CHRY Holdings Ltd.  
1754476 Alberta Ltd.  
PPH Holdings Ltd.  
HYKI Holdings Ltd.  
MTSB Holdings Ltd.  
PPSBRU Holdings Ltd.  
1586995 Alberta Inc.  
COAG Management Ltd

TRIADIC AUTO HOLDINGS 1 LTD.  
TRIADIC AUTO HOLDINGS 2 LTD.  
TRIADIC AUTO HOLDINGS 3 LTD

Eagers Auto Canada Ltd  
Eagers Auto Acquire Co Ltd  
2750828 Alberta Ltd  
CanadaOne Auto Inc,

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# 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 during the online registration period which will open 1 hour before the start of the meeting to receive an email invitation.

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## PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

### To register as a shareholder

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

### OR To register as a proxyholder

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

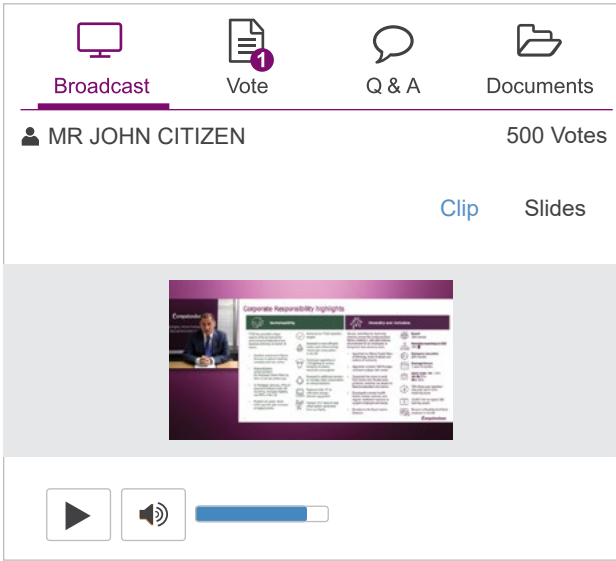
### OR To register as a guest

Select 'Guest' and enter your details.



**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.

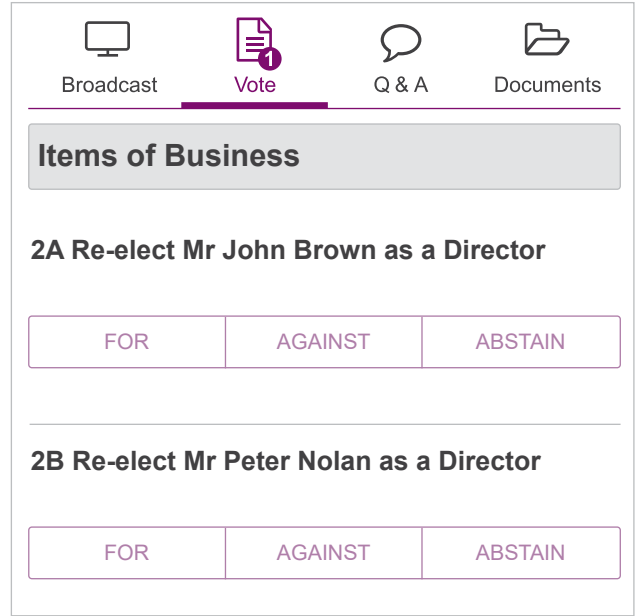


**Vote**

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.

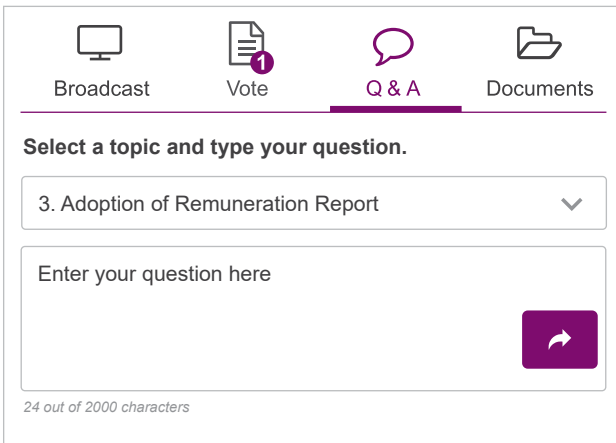
To change your vote, select 'Click here to change your vote' and press a different option to override.



**Q & A**

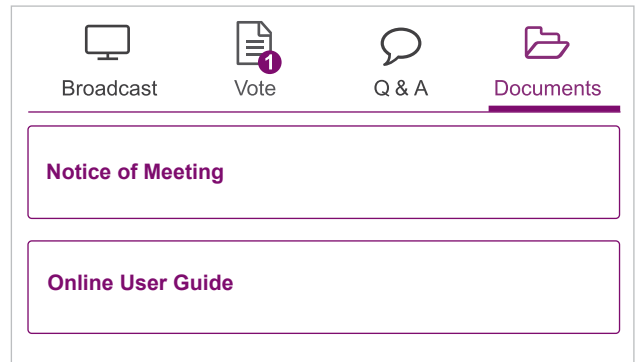
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press

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.



**eagers**  
**automotive**

ABN 87 009 680 013

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

APE

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10.00 am (Qld time) Monday, 25 May 2026**.

# 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.

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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 at Amora Hotel Brisbane, 200 Creek Street, Brisbane Qld 4000 on Wednesday, 27 May 2026 at 10.00 am (Qld time) 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** 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).

**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 Item 3 (except where I/we have indicated a different voting intention in step 2) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the 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 Item 3 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

Ordinary Business		For	Against	Abstain		For	Against	Abstain
2(a)	Re-election of Director – Mr Tim Crommelin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b)	Re-election of Director – Mr Marcus John Birrell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
2(c)	Re-election of Director – Ms Sophie Alexandra Moore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(d)	Re-election of Director – Ms Michelle Victoria Prater	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Special Business								
4	Renewal of Proportional Takeover Provisions of Constitution	<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  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

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

APE

3 2 3 8 9 2 A



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