

An aerial photograph of a winding asphalt road along a rugged coastline. The road curves from the bottom center towards the top right, bordered by a rocky shore on the left and a grassy, hilly landscape on the right. The sea is a deep blue, and the sky is a clear, light blue. Three cars are visible on the road, moving away from the viewer.

 AutoTrader Group

Driving Change Together. Responsibly.

Auto Trader Group plc
Annual Report and Financial Statements 2024



Auto Trader Group plc

is the UK's largest automotive marketplace

Auto Trader's purpose is Driving Change Together. Responsibly. Auto Trader is committed to creating a diverse and inclusive culture, to build stronger partnerships with customers and use its influence to drive more environmentally friendly vehicle choices.

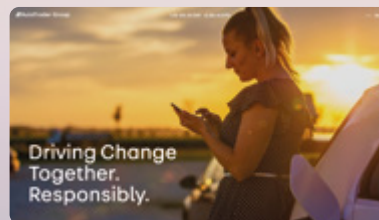
With the largest number of car buyers and the largest choice of trusted stock, Auto Trader's marketplace sits at the heart of the UK car buying process. That marketplace is built on an industry-leading technology and data platform, which is increasingly used across the automotive industry. Auto Trader is continuing to bring more of the car buying journey online, creating an improved buying experience, whilst enabling all its retailer partners to sell vehicles online.

How to use this report

The following symbols indicate that further supporting information can be found elsewhere in this report or on our PLC website:

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VIEW MORE ONLINE



plc.autotrader.co.uk

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Chair's statement

“It's a privilege to succeed Ed Williams as Chair of Auto Trader.”



Matt Davies
Chair

INTRODUCTION

It's a privilege to succeed Ed Williams as Chair of Auto Trader and I would like to thank him for the support he has provided to me in taking on this role and acknowledge the immense contribution he has made over his tenure. As Nathan summarises on the subsequent pages, we believe that the drivers of our future performance are likely to be reasonably consistent and I am clear as to the value creation opportunity that lies ahead from pursuing the strategy that is outlined below.

RESULTS OVERVIEW

This year marks another strong financial and operational performance for Auto Trader. Whilst parts of the automotive market have seen some softening, the market has generally been robust and more customers than ever have opted to partner with us. We continue to improve our product offering, enabling customers to compete on our marketplace through greater access to our data-driven insight and enabling more of the buying journey to be completed online, all yielding greater efficiencies for customers. We continue to grow and invest in our people, creating an environment where there is increasing alignment between employees, customers and shareholders. Excluding the pandemic recovery year, the business achieved record revenue growth in the core Auto Trader business, increasing 12% to £529.7m.

At a Group level, Autorama revenue was £41.2m (2023: £27.2m) and therefore Group revenue was £570.9m (2023: £500.2m). Operating profit in the core Auto Trader business was £378.6m (2023: £332.9m), up 14% on last year, with an operating profit margin of 71% (2023: 70%). Autorama recorded a reduced operating loss of £8.8m (2023: £11.2m). Group operating profit increased by 26% to £348.7m (2023: £277.6m), reflecting the increase in revenue and the £23.0m reduction in Group central costs to £21.1m (2023: £44.1m). Group operating profit margin was 61% (2023: 55%). Basic earnings per share increased 13% to 28.15p (2023: 25.01p).

BOARD CHANGES

An important enabler for our success over the years has been a capable, diligent and supportive Board. Following my appointment as Chair with effect from the 2023 Annual General Meeting ('AGM'), much of my focus has been on succession planning. Geeta Gopalan joined the Board on 1 May 2024 and Amanda James will join the Board on 1 July 2024, both as Non-Executive Directors and as members of the Audit, Remuneration, Corporate Responsibility and Nomination Committees. With effect from the conclusion of the 2024 AGM on 19 September 2024, Geeta will be appointed as Senior Independent Director and Remuneration Committee Chair, and Amanda will be appointed as Audit Committee Chair, both subject to shareholder approval. These appointments replace David Keens and Jill Easterbrook who came to the end of their third three-year terms in 2024, and therefore will not stand for re-election at the 2024 AGM. We are deeply grateful for the contribution Ed, David and Jill have made in their time at Auto Trader.

Following this AGM, the number of Independent Non-Executive Directors will reduce to five and our Board will comply with the recommendation in the FTSE Women Leaders Review and Listing Rules with respect to appointing a woman in one of the roles of Chair, Senior Independent Director, Chief Executive or Chief Financial Officer.

CAPITAL STRUCTURE AND DIVIDENDS

The Directors are recommending a final dividend of 6.4 pence per share. Subject to shareholders' approval at the AGM on 19 September 2024, the final dividend will be paid on 27 September 2024 to shareholders on the register of members at the close of business on 30 August 2024. The total dividend for the year is therefore 9.6 pence per share (2023: 8.4 pence per share).

The Group's long-term capital allocation policy remains unchanged: continuing to invest in the business enabling it to grow while returning around one third of net income to shareholders in the form of dividends. Following these activities any surplus cash will be used to continue our share buyback programme and steadily reduce gross indebtedness.

ANNUAL GENERAL MEETING

The AGM will be held in our Manchester office on 19 September 2024 at 11am.

Matt Davies

Chair
30 May 2024

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CEO's statement

— “This has been another year of strong financial, operational and strategic progress for Auto Trader.”



Nathan Coe
CEO

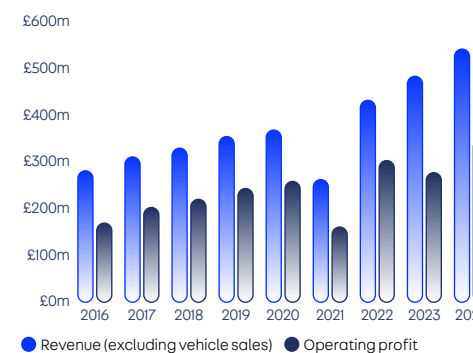
STRATEGIC AND OPERATING REVIEW

With almost 10 years since IPO in March 2015 and two years since our last investor day we thought it worthwhile to look back at our performance over this longer period. We believe many of the contributing factors are still equally relevant to our future. Historically our results statements have focused solely on what has happened in the previous financial year, which whilst important, does not always highlight the key factors shareholders might consider when thinking about our longer-term prospects. We will look to supplement the usual full year detail with this forward-looking view each year.

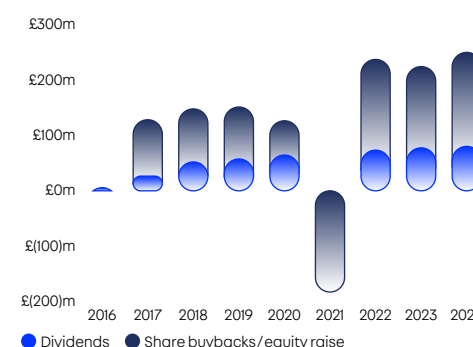
Since Auto Trader's IPO the business has delivered consistent execution and performance. During the first few years of being a public company, revenue grew steadily whilst much of the focus was on transitioning to a pure digital business and changing the cost base from a model that had remnants of our magazine heritage. This transition yielded cost efficiencies and stronger profit growth, which was largely a one-time opportunity. Since then, our performance has been characterised by higher revenue growth, with a focus on our core marketplace and product growth, coupled with investments in our platform and adjacent opportunities. These revenues have driven profit growth that is only slightly lower than the period during which margins expanded significantly.

Our profits have been consistently distributed through a combination of dividends and share buybacks, which is something we expect

Group revenue and operating profit



Cash returned to shareholders



to continue. During our history as a listed business, £1.1bn of surplus cash has been returned to shareholders (net of the equity raise during COVID-19) and we have delivered total shareholder returns of 225% versus 60% for the FTSE 350 (excluding investment trusts). We don't always expect our performance to be linear, with 2021 being a good example, but we do expect the drivers of our historic and future value creation to remain reasonably consistent. These drivers include: a growing automotive market; our market leading position; our heritage of innovation; a focused and consistent strategy; and our purpose and culture.

1. A GROWING AUTOMOTIVE MARKET

Today, most of our economics are linked to the number of used vehicle retailers who choose to advertise on Auto Trader. Used vehicle supply is determined by new vehicle sales (less scrappage) in preceding years, meaning it does not meaningfully change with economic conditions and therefore our business does not see significant cyclicity. When economic conditions or consumer demand do change it is used vehicle prices that adjust, not supply.

Over the past 20 years, the total size of the UK car parc has gradually increased, growing on average by just over 250,000 cars per year. The COVID-19 pandemic broke this consistent trend, as new car production fell to levels below even those of the Financial Crisis in 2007-09. From time to time there will be these anomalies, but over the long term we expect the used car market to grow as a result of population growth and stable trends in car usage.

At times there have been concerns about a material consolidation within our customer base, although to date this has not materialised. We do expect the biggest retailers to get bigger and we have seen consolidation in our very largest customers, but not at a level that materially changes the overall market fragmentation. At the time of our IPO, we had 13,452 retailers and today we have 13,783, despite losing c.550 retailers when we sold our business in the Republic of Ireland.

Finally, we expect the value of both new and used cars to increase over the long term. During a short window of time, used car prices will adjust due to supply and demand movements, but over longer time periods we expect used car values to increase gradually due to GDP growth, population growth, inflation, improved functionality, longer useful lives and the move towards more expensive electric vehicles. In the period from 2011 to 2024, used car prices have increased by an average of 4% per year.

These factors combine to provide an underlying market that is resilient and likely to grow in both volume and value over the long term.

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Section 172(1) statement continued

Maintaining stakeholder relationships

We highlight below some of our key stakeholders, and we discuss why they are important to us, what matters to them and, crucially, the ways in which we as an organisation, and the Board, effectively engage with them and what actions we take as a result.

MATERIAL ISSUES

- E** Our environment
- S** Our people & communities
- G** Our governance & compliance

[> OUR MATERIALITY ASSESSMENT P26](#)

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CONSUMERS

WHY ARE OUR CONSUMERS IMPORTANT TO US?

Maintaining a large, engaged consumer base of in-market car buyers, sellers and researchers who have high levels of trust and confidence in Auto Trader, underpins the success of our business model.

WHAT MATTERS TO OUR CONSUMERS?

- Comprehensive choice of vehicles.
- Ease of buying or selling a vehicle.
- Clear and transparent information about the vehicle, seller and payment options.
- Ever present service, offering good levels of consumer support and responsive communication.

HOW DO WE ENGAGE WITH THEM?

- Speaking to consumers regularly for research and insight.
- Continual feedback on our user experience through on and offsite surveys.
- Regular consumer user testing of new products, services and brand designs of our website.
- Consumer facing teams operating seven days a week.
- Social media and marketing channels.

WHAT ACTIONS DID WE TAKE?

- Holding workshops with people who are neurodiverse and potentially vulnerable consumers, which feeds into our consumer facing products (for example, their thoughts on how we display finance).
- Outputs of consumer research shared with Operational Leadership Team ('OLT') and Board to factor into decision-making.

MATERIAL ISSUES

- 2** Data privacy and security
- 4** Product innovation
- 5** Customer satisfaction
- 11** Driving transparency



CUSTOMERS

(retailers, manufacturers and other customers)

WHY ARE OUR CUSTOMERS IMPORTANT TO US?

Our partnerships with almost 14,000 vehicle retailers, with manufacturers and other customers (such as leasing companies) mean that we continue to have the greatest choice of vehicles for consumers. The majority of our revenue is generated from our customers.

WHAT MATTERS TO OUR CUSTOMERS?

- High-quality access to a large volume of car buyers.
- Making the car selling process more efficient.
- Sourcing vehicles.
- Access to trusted data to make informed sourcing and disposing decisions.
- Receiving value for money from Auto Trader, product quality and cost.
- Building strong partnerships.

HOW DO WE ENGAGE WITH THEM?

- OLT engages in a business partnering programme.
- Sales teams, both telesales and field sales, are in constant dialogue with all our customers.
- Customers attend select Board meetings.
- Regular thought leadership and insight-driven reports, such as the Road to 2030 Report.
- Hosting regular forums with CEOs of big and mid-tier retailers, OEMs, car supermarkets and automotive finance companies to share latest data and insight.
- Hosting industry insight events, masterclasses and webinars to support our retailers on topical issues.
- Beta testing product launches such as Deal Builder to optimise performance.
- Expanding the provision of data to retailers with products such as ATConnect.
- Retailer sentiment surveys, evaluating product improvements and value.

MATERIAL ISSUES

- 2** Data privacy and security
- 4** Product innovation
- 5** Customer satisfaction
- 6** Pricing fairness
- 8** Advocacy



OUR PEOPLE

WHY ARE OUR PEOPLE IMPORTANT TO US?

Our people are fundamental to our continued success. This requires us to attract new talent and to nurture, motivate and inspire a highly skilled workforce. We commit to ensuring that we continue to build a diverse and inclusive culture where everyone feels valued and able to achieve their full potential.

WHAT MATTERS TO OUR PEOPLE?

- Fair reward, recognition and benefits.
- Training, career development and progression.
- Working conditions, environment and wellbeing.
- An inclusive values-led culture.

HOW DO WE ENGAGE WITH THEM?

- Board Engagement Guild engages directly with the Board (without management present) on matters which are important to our people or topics which are current and relevant.

- Regular employee check-in surveys.
- Health and safety assessments.
- Wellbeing forums.
- Independent whistleblowing service.
- Hosting biannual all-employee conferences, and regular CEO and OLT virtual business updates.

WHAT ACTIONS DID WE TAKE?

- Inclusive Leadership Programme and Diverse Talent Accelerator, which focuses on developing diverse talent across the business.
- Continual review and refresh of annual employee benefits.
- Regular benchmarking of salary and benefits in line with the market.
- Launch of new all-employee share award and continuing with annual Save As You Earn share scheme.
- Refreshed values and embedded through workshops.

MATERIAL ISSUES

- 2** Data privacy and security
- 3** Employee wellbeing, engagement and safety
- 7** Investment in talent
- 10** Diversity and inclusion
- 16** Ethics and integrity
- 17** Remuneration



Key performance indicators

Measuring our performance

We measure our performance through a defined set of financial, operational and cultural KPIs.

OUR STRATEGIC PRIORITIES

- Marketplace
- Platform
- Digital retailing
- Working responsibly

OUR PRINCIPAL RISKS AND UNCERTAINTIES

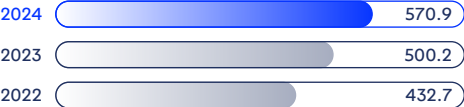
- Automotive economy, market and business environment
- Climate change
- Employees
- Reliance on third parties and partners
- IT systems and cyber security
- Failure to innovate: disruptive technologies and changing consumer behaviours
- Legal and regulatory compliance
- Competition
- Brand and reputation
- External catastrophic and geo-political events

1-10. All principal risks could impact this KPI

FINANCIAL

Revenue

£m



DEFINITION

The Group generates revenue from Auto Trader and Autorama. There are three streams within Auto Trader: Trade, Consumer Services and Manufacturer and Agency. Trade revenue is broken down into three categories: Retailer, Home Trader and Other, with Consumer Services similarly split into Private and Motoring Services. Autorama revenue is split into Vehicle and Accessory Sales, and Commission and Ancillary.

PROGRESS

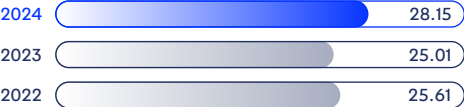
Group revenue increased 14% year on year, with the main driver of growth being Retailer revenue, supported by all other revenue lines.

Linked to remuneration? **Yes**

Link to risks: **1-10**

Basic EPS

Pence per share



DEFINITION

Basic earnings per share is defined as profit for the year attributable to equity holders of the parent divided by the weighted average number of shares in issue during the year.

PROGRESS

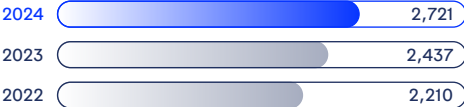
Basic EPS increased by 13%, which was slightly better than net income which increased 10%, because of fewer shares in issue following our share buyback programme. The weighted average number of shares in issue decreased by 2% as we purchased and cancelled 25.2 million shares.

Linked to remuneration? **No**

Link to risks: **1-10**

Average revenue per retailer ('ARPR')

£ per month



DEFINITION

Average revenue per retailer ('ARPR') is calculated by taking the average monthly revenue generated from retailer customers and dividing by the average monthly number of retailer forecourts who subscribe to an Auto Trader advertising package.

PROGRESS

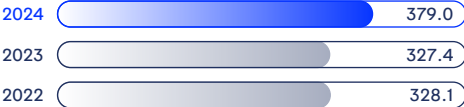
ARPR grew £284 in the year to £2,721, largely driven by our product lever, with over half of this growth coming from our Auto Trader Connect: Valuations product. Prominence packages also contributed to this growth. Overall ARPR growth was further supported by a price increase and smaller growth in the stock lever.

Linked to remuneration? **No**

Link to risks: **1-10**

Cash generated from operations

£m



DEFINITION

Cash generated from operations is as reported in the Consolidated statement of cash flows on page 120. It comprises net cash generated from operating activities, before income taxes paid.

PROGRESS

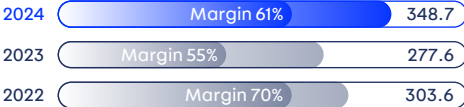
Cash generated from operations increased to £379.0m in the year due to the increase in Group operating profit. The majority of cash was returned to shareholders through our share buyback programme of £169.9m and dividends of £80.4m. £30.0m of debt was also repaid.

Linked to remuneration? **No**

Link to risks: **1-10**

Operating profit

£m



DEFINITION

Operating profit is as reported in the Consolidated income statement on page 116. This is defined as revenue less operating costs, plus share of profit from joint ventures. Operating profit margin is operating profit as a percentage of revenue.

PROGRESS

Group operating profit increased by 26% to £348.7m (2023: £277.6m), reflecting the increase in revenue and the £23.0m reduction in Group central costs. Operating profit in the core Auto Trader business was £378.6m, up 14% on last year and Autorama had an operating loss of £8.8m. Group operating profit margin increased to 61% (2023: 55%).

Linked to remuneration? **Yes**

Link to risks: **1-10**

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Key performance indicators continued

OUR STRATEGIC PRIORITIES

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- Digital retailing
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OUR PRINCIPAL RISKS AND UNCERTAINTIES

- Automotive economy, market and business environment
- Climate change
- Employees
- Reliance on third parties and partners
- IT systems and cyber security
- Failure to innovate: disruptive technologies and changing consumer behaviours
- Legal and regulatory compliance
- Competition
- Brand and reputation
- External catastrophic and geo-political events

1-10. All principal risks could impact this KPI

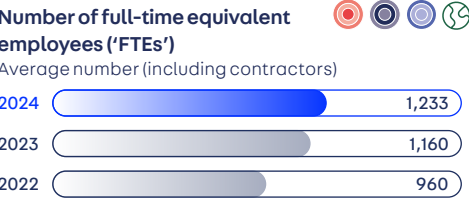
OPERATIONAL



DEFINITION
Monthly average visits across all our platforms, as measured internally by Snowplow. 2022 has been restated as visits were previously measured by Google Analytics.

PROGRESS
Our average monthly cross platform visits increased by 11% to 77.5 million per month (2023: 69.6 million). Continued strong demand from car buyers, despite economic uncertainty and higher cost of living, underpinned good visit numbers across the year.

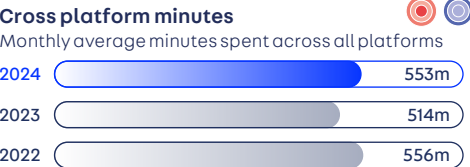
Linked to remuneration? **No** Link to risks: **1, 6, 8, 9**



DEFINITION
Full-time equivalent employees ('FTEs'), which includes contractors, are measured on the basis of the number of hours worked by full-time employees, with part-time employees included on a pro-rata basis. Number of FTEs is reported internally each calendar month; the full-year number is the average of those 12 periods.

PROGRESS
FTEs have increased by 6% year on year to 1,233 (2023: 1,160), as we continue to invest in people to support the growth of the business.

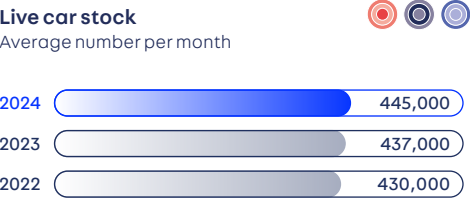
Linked to remuneration? **No** Link to risks: **3**



DEFINITION
Monthly average minutes spent across all our platforms, as measured internally by Snowplow. 2022 has been restated as minutes were previously measured by Google Analytics.

PROGRESS
Engagement, measured by total minutes spent onsite, increased by 8% to an average of 553 million minutes per month (2023: 514 million minutes). We continue to use Comscore for a comparison to competitors and our share of minutes remained at over 75% across our competitor set.

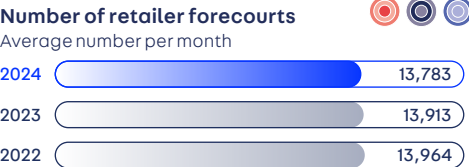
Linked to remuneration? **No** Link to risks: **1, 6, 8, 9**



DEFINITION
The average number of physical cars (either new or used) that are advertised on autotrader.co.uk per month. Live stock is an important component of our network effect business model. For used cars, we charge our retailer customers on a cost per advertised slot basis for their advertising package, meaning the stock on our website has some correlation to our Retailer revenue.

PROGRESS
Total live stock on site increased by 2% to an average of 445,000 cars (2023: 437,000). New car stock declined to an average of 20,000 (2023: 25,000) as we evolved our new car product. Used car live stock increased 3% on average across the year, however we continued to see some supply shortages from our franchise customers.

Linked to remuneration? **No** Link to risks: **1, 6, 8, 9**



DEFINITION
The average number of retailer forecourts per month that subscribe to an Auto Trader advertising package during the financial year.

PROGRESS
The average number of retailer forecourts advertising on our platform slightly declined to 13,783 (2023: 13,913). However, excluding the Webzone Limited disposal in the prior year (negative impact of 305 retailers over the period), like-for-like retailer numbers grew by 1% year on year.

Linked to remuneration? **No** Link to risks: **1, 6, 8, 9**

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1-10. All principal risks could impact this KPI

1. We calculate our diversity percentages using total Group headcount, and since 2023 this has included Autorama (2024: 1,255, 2023: 1,226, 2022: 1,002).

2. We define leaders as those who are on our Operational Leadership Team ('OLT') and their direct reports.

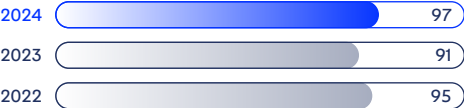
3. Emissions include Autorama. The base year has been restated to include Autorama.

Δ This KPI has been subject to limited assurance – see plc.autotrader.co.uk/esg/policies-reports for a copy of the report and methodology.

CULTURAL

Employee engagement

% of employees who are proud to work at Auto Trader



DEFINITION

We define employee engagement by measuring the percentage of people who say they are proud to work for Auto Trader. Based on a survey to all employees in April 2024 asking our people to rate the statement "I am proud to work for Auto Trader". Answers were given on a five-point scale from strongly disagree to strongly agree.

PROGRESS

We are pleased that we have been able to maintain high levels of engagement from employees, with 97% of employees saying they are proud to work for Auto Trader. We continue to survey employees regularly and seek to improve the employee experience.

Linked to remuneration? No Link to risks: 3, 9

Ethnically diverse representation

as a % of total staff (% as at March each year)



DEFINITION¹

Based on the percentage of our headcount that define themselves as ethnically diverse as at the end of March. In calculating this percentage we include those who have chosen not to specify their ethnicity in our headcount.

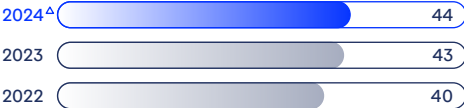
PROGRESS

Over the past 12 months we have increased the percentage of our employees who define themselves as ethnically diverse to 17% (2023: 15%). Of the 1,125 people who disclose their ethnicity when asked, 216 are ethnically diverse. There were 130 employees (10%) who have not disclosed their ethnicity or opted not to do so.

Linked to remuneration? Yes Link to risks: 3, 9

Women as a % of total staff

% as at March each year



DEFINITION¹

Based on the percentage of employees who are women (both cis and trans) at the end of March. In calculating this percentage we include all gender identities, including non-binary.

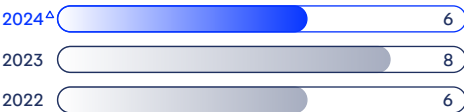
PROGRESS

We are committed to having a representative workforce across all levels of our business and recognise the importance of gender diversity. Over the past 12 months, the percentage of our employees who are women increased to 44% (2023: 43%). We remain committed to improving gender diversity across our organisation.

Linked to remuneration? Yes Link to risks: 3, 9

Ethnically diverse representation

as a % of leadership (% as at March each year)



DEFINITION²

Based on the percentage of those in leadership positions that define themselves as ethnically diverse at the end of March.

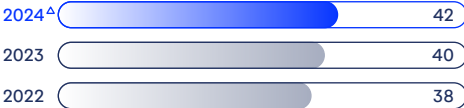
PROGRESS

The percentage of ethnically diverse employees in leadership roles decreased in the year to 6%. Of the 81 people in leadership positions who define their ethnicity when asked, 5 are ethnically diverse. We recognise there is a lot to do in this area. Our Diverse Talent Accelerator and Continuous Leadership Development programmes are aimed at supporting and developing employees into leadership roles.

Linked to remuneration? Yes Link to risks: 3, 9

Women as a % of leadership

% as at March each year



DEFINITION²

Based on the percentage of those in leadership positions who are women (both cis and trans) at the end of March. In calculating this percentage we include all gender identities, including non-binary.

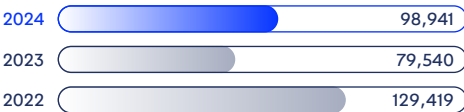
PROGRESS

The percentage of employees who are women in leadership roles increased to 42% (2023: 40%). Of the 81 people in leadership positions who define their gender when asked, 34 are women. Our Diverse Talent Accelerator and Continuous Leadership Development programmes are aimed at supporting and developing employees into leadership roles.

Linked to remuneration? Yes Link to risks: 3, 9

Total CO₂ emissions³

Tonnes of carbon dioxide equivalent



DEFINITION

The total amount of CO₂ emissions includes Scope 1, 2 and 3 across all relevant categories.

PROGRESS

GHG emissions during the year total 98.9k tonnes of CO₂ across Scopes 1, 2 and 3 (March 2023: 79.5k tonnes). Most of our CO₂ emissions are Scope 3, attributable to both our suppliers and the emissions related to the small number of vehicles sold by Autorama that pass through the balance sheet. This was the main driver for the year-on-year increase with a higher volume of these vehicles being sold.

Linked to remuneration? Yes Link to risks: 2, 4, 7

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Non-financial and sustainability information statement

We aim to comply with all areas of the UK’s Non-Financial Reporting Directive.
The table below sets out where stakeholders can find further information for each area.

NON-FINANCIAL RISK	POLICIES AND PROCEDURES	WHERE TO READ MORE WITHIN THIS ANNUAL REPORT	EMPLOYEE GUILDS, NETWORKS AND WORKING GROUPS
ENVIRONMENTAL	<ul style="list-style-type: none">Environmental Policy	More information on our impact on the environment can be found in the Environmental sustainability section, pages 29 to 39, which also sets out our statutory carbon emissions and energy data (page 35).	<ul style="list-style-type: none">Environmental Strategy working groupSustainability Network
OUR PEOPLE	<ul style="list-style-type: none">Whistleblowing PolicyEquality & Diversity PolicyInclusive RecruitmentDisability Confident leaderHealth & safetyHR policies including adoption leave, parental leave, flexible workingGender Pay Gap reports	<ul style="list-style-type: none">Diversity and inclusion: pages 41 to 45Section 172(1) statement: pages 14 to 17	<ul style="list-style-type: none">Stakeholder engagementBoard Engagement GuildEthnicity NetworkWomen’s NetworkLGBT+ NetworkAge NetworkParents’ NetworkDisability & Neurodiversity NetworkSocial Mobility NetworkCareer Kickstart NetworkWellbeing Guild
SOCIAL AND COMMUNITY	<ul style="list-style-type: none">Ethical Procurement PolicyCustomer CharterVolunteering daysEnvironmental Policy	<ul style="list-style-type: none">Diversity and inclusion: pages 41 to 45Environmental sustainability: pages 29 to 39	<ul style="list-style-type: none">Make a Difference GuildAge NetworkParents’ NetworkDisability & Neurodiversity NetworkSocial Mobility NetworkWellbeing Guild
HUMAN RIGHTS	<ul style="list-style-type: none">Modern Slavery PolicyData Privacy PolicyData Retention and Destruction PolicyData Handling and Data Quality Policy	<ul style="list-style-type: none">Governance & compliance: pages 46 to 49	–
ANTI-BRIBERY AND ANTI-CORRUPTION	<ul style="list-style-type: none">Anti-bribery, Gifts and Hospitality PolicyWhistleblowing Policy	<ul style="list-style-type: none">Governance & compliance: pages 46 to 49	–
BUSINESS MODEL	–	<ul style="list-style-type: none">How we create value: page 09	–
PRINCIPAL RISKS	–	<ul style="list-style-type: none">Principal risks and uncertainties: pages 53 to 58	–
NON-FINANCIAL KEY PERFORMANCE INDICATORS	–	<ul style="list-style-type: none">Operational and cultural KPIs: pages 19 to 20	–

Please note, certain Group policies are not published externally.

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Financial review continued

Average revenue per retailer ('ARPR') per month increased by 12% to £2,721 (2023: £2,437), with some positive impact from the Webzone disposal as on average their retailers were lower yielding. The ARPR growth was predominantly driven by the product and price levers, with smaller growth from the stock lever.

- Price: Our price lever contributed growth of £114 (2023: £90) to total ARPR as we delivered our annual pricing event for all customers on 1 April 2023, which included additional products alongside a like-for-like price increase.
- Stock: Our stock lever contributed growth of £34 (2023: £nil). The average number of live cars advertised on Auto Trader increased by 2% to 445,000 (2023: 437,000). Despite supply constraints easing, new car stock declined to an average of 20,000 (2023: 25,000) as we evolved our new car product, moving from an 'all you can eat' to a 'slot-based' model. Underlying used car stock increased by 3% on average across the year to 426,000 (2023: 412,000), with much of this increase coming from a higher volume of private listings. The stock lever is not impacted by private listings, but by the number of retailer paid stock units which marginally increased.
- Product: Our product lever contributed growth of £136 (2023: £137) to total ARPR. Just over half of this product growth was from our Auto Trader Connect Valuations product, which was included in retailer packages as part of our annual pricing and product event in April 2023. Much of the remaining growth was as a result of seeing a continued increase in retailers using our higher level packages and market extension products. Despite the reduction in new car stock, the higher number of paying retailers also positively contributed to product lever growth.

Home Trader revenue increased by 33% to £13.4m (2023: £10.1m). Other revenue increased by 17% to £12.3m (2023: £10.5m).

Consumer Services revenue increased by 15% in the year to £39.6m (2023: £34.5m). Private revenue, which is largely generated from individual sellers who pay to advertise their vehicle on the Auto Trader marketplace, increased by 16% to £26.0m (2023: £22.4m). Motoring Services revenue increased 7% to £13.0m (2023: £12.1m).

Revenue from Manufacturer and Agency customers increased 30% to £14.4m (2023: £11.1m), with much of the increase a result of manufacturers who sell direct to consumers using our recently launched new car market extension product, allowing them to advertise and sell new cars on Auto Trader.

Total costs increased 8% to £153.9m (2023: £142.6m).

	2024 £m	2023 £m	Change %
People costs	81.5	74.0	10%
Marketing	22.3	22.3	0%
Other costs	44.2	39.6	12%
Depreciation & amortisation	5.9	6.7	(12%)
Auto Trader costs	153.9	142.6	8%

People costs increased by 10% to £81.5m (2023: £74.0m). The increase in people costs was mainly due to an increase in the average number of full-time equivalent employees ('FTEs') to 1,060 (2023: 996), as we continue to invest in people to support the growth of the business. Underlying salary costs also contributed to this increase as we continue to attract and retain the best digital talent and supported employees with the higher cost of living. Within people costs, share-based payments was £8.2m (2023: £6.6m), increasing 21% largely due to the award of an all-employee share award in November 2023.

Marketing spend remained flat at £22.3m (2023: £22.3m).

Other costs, which include data services, property-related costs and other overheads, increased by 12% to £44.2m (2023: £39.6m). The year-on-year increase was primarily due to people-related costs, IT costs, legal & professional costs and general inflationary increases. Depreciation and amortisation declined by 12% to £5.9m (2023: £6.7m).

	2024 £m	2023 £m	Change %
Revenue	529.7	473.0	12%
Operating costs	(153.9)	(142.6)	8%
Share of profit from joint ventures	2.8	2.5	12%
Auto Trader operating profit	378.6	332.9	14%
Auto Trader operating profit margin	71%	70%	1% pts

Our share of profit generated by Dealer Auction, the Group's joint venture, increased 12% to £2.8m (2023: £2.5m) as auction activity increased following supply constraints in the prior year.

AUTORAMA RESULTS

	2024 £m	2023 £m	Change %
Vehicle & Accessory Sales	28.4	16.0	78%
Commission & Ancillary	12.8	11.2	14%
Autorama revenue	41.2	27.2	51%

Autorama revenue was £41.2m (2023: £27.2m), with vehicle and accessory sales contributing £28.4m (2023: £16.0m), and commission and ancillary revenue contributing £12.8m (2023: £11.2m). The prior period included just over nine months of results from acquisition date, compared to a full year this year.

Total deliveries amounted to 7,847 units (2023: 6,895), which comprised 2,646 cars (2023: 4,295), 4,616 vans (2023: 2,253) and 585 pickups (2023: 347). Average commission and ancillary revenue per unit delivered was £1,631 (2023: £1,624).

	2024 £m	2023 £m	Change %
Cost of goods sold	28.2	15.7	80%
People costs	10.9	10.5	4%
Marketing	4.0	4.7	(15%)
Other costs	4.5	5.4	(17%)
Depreciation & amortisation	2.4	2.1	14%
Autorama costs	50.0	38.4	30%

The Autorama business delivered c.1,200 (2023: c.700) vehicles which were temporarily taken on balance sheet in the year to 31 March 2024. This represented 15% (2023: 10%) of total vehicles delivered in the period. The cost of these vehicles was taken through cost of goods sold, with the corresponding revenue in vehicle and accessory sales. People costs of £10.9m (2023: £10.5m) related to the 173 FTEs (2023: 209) employed on average through the year. Marketing in the year was £4.0m (2023: £4.7m). Other costs of £4.5m (2023: £5.4m) include IT services, property costs, people-related costs and other overheads. Depreciation and amortisation totalled £2.4m (2023: £2.1m).

	2024 £m	2023 £m	Change %
Revenue	41.2	27.2	51%
Operating costs	(50.0)	(38.4)	30%
Autorama operating loss	(8.8)	(11.2)	21%

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Working responsibly continued

ESG at a glance



OUR ENVIRONMENT

OUR AMBITIONS

- Achieve net zero in our own business as well as support our customers and suppliers as they also transition to net zero.
- Ensure the majority of our employees have completed Carbon Literacy training.
- Help our customers to confidently sell more electric vehicles.
- Support our customers in making their workforce environmentally aware with the Carbon Literacy Toolkit.
- Help car buyers make more environmentally friendly vehicle choices.
- Use our data and insight to support and influence the Government's policies related to supporting the adoption of electric vehicles.

HIGHLIGHTS OF OUR PROGRESS DURING FINANCIAL YEAR 2024

- Our long-term target to be net zero by 2040 has been resubmitted to the Science Based Targets initiative ('SBTi') and has been validated and approved.
- 208 customers and partners have engaged with the Automotive Carbon Literacy Toolkit, with over 3,200 people completing their accreditation.
- Climate contribution strategy – over £350k supporting carbon removal projects and environmental initiatives.
- Launched e-bikes on the Auto Trader marketplace.
- Expanded the audience of our Government briefings on the progress of the UK's electric transition and was invited to give evidence at the House of Lords Committee looking at the EV transition.
- Over 10.8 million people have engaged with our monthly electric vehicle ('EV') giveaway since the campaign started, increasing brand awareness and association of Auto Trader with EVs.

OUR FOCUS FOR FINANCIAL YEAR 2025

- Finalising and communicating our Climate Transition plan.
- Roll out of the Tech Carbon Literacy Toolkit.
- Continuing to work with ministers to share our data and insight to help shape policies needed to support mass adoption of used EVs.

SUPPORTING THE UN SDGS MOST RELEVANT TO OUR STRATEGY



OUR PEOPLE & COMMUNITIES

- Have a representative workforce across all levels of our business.
- Foster an environment where everyone feels included.
- Continue to make progress on our gender & ethnicity pay gaps.
- Maintain high levels of employee engagement.
- Support the physical, mental and financial wellbeing of all our employees.
- Positively contribute to the communities we operate in through local and national charities.

- Three more cohorts (26 employees) completed our Diverse Talent Accelerator programme during the year, developing our next level of leadership talent.
- Launch of our all-employee share award.
- Awarded The Race Equality Matters Bronze Trailblazer status.
- Manchester Pride's All Equals Charter granted us 'Role Model' accreditation.
- Alison Ross, MBE, our Chief People & Operations Officer, was awarded the Automotive 30% Club's Inspiring Woman of the Year Award.
- Hosted the second Mind the Gap event in Parliament, campaigning for Ethnicity Pay Gap reporting alongside other FTSE 100 companies.
- We were once again named as one of the Inclusive Top 50 companies in the UK.
- Launched the No Driver Left Behind report which highlights the gender gap in the electric transition.
- Refreshed our policies for retirement and long service recognition.

- Continued internal focus on our development programmes.
- Work with key industry bodies and partners to support the broader goals around ensuring the automotive industry is gender balanced and that it is an inclusive place for all who work in it.



OUR GOVERNANCE & COMPLIANCE

- Fully adopt the NIST Framework for cyber security.
- Going beyond the requirements of both GDPR and FCA compliance and embracing the spirit and principles.
- Integrate sustainability into all aspects and decision-making processes of our business.
- Embed our Ethical Procurement Policy within the business and adopt a socially responsible sourcing model.
- Report comprehensively in line with recommended reporting frameworks, including TCFD and SASB.

- Fully migrated our technology infrastructure to the cloud and exited from our two main data centres in June 2023.
- 92% of our employees have completed our new Consumer Duty compliance training.
- Established and implemented new guidance, policies and frameworks to ensure we meet the requirements of Consumer Duty, and put the consumer at the heart of our business.
- Integration of Autorama into the Group governance framework.
- Continued improvement of ethical procurement information gathered.
- Successful transition to BDO as internal auditors, with reviews of FCA Consumer Duty, cyber security over AT Connect, software development lifecycle and IT Disaster recovery being completed in the year.
- Refreshed our comprehensive fraud risk assessment in the light of new regulations.



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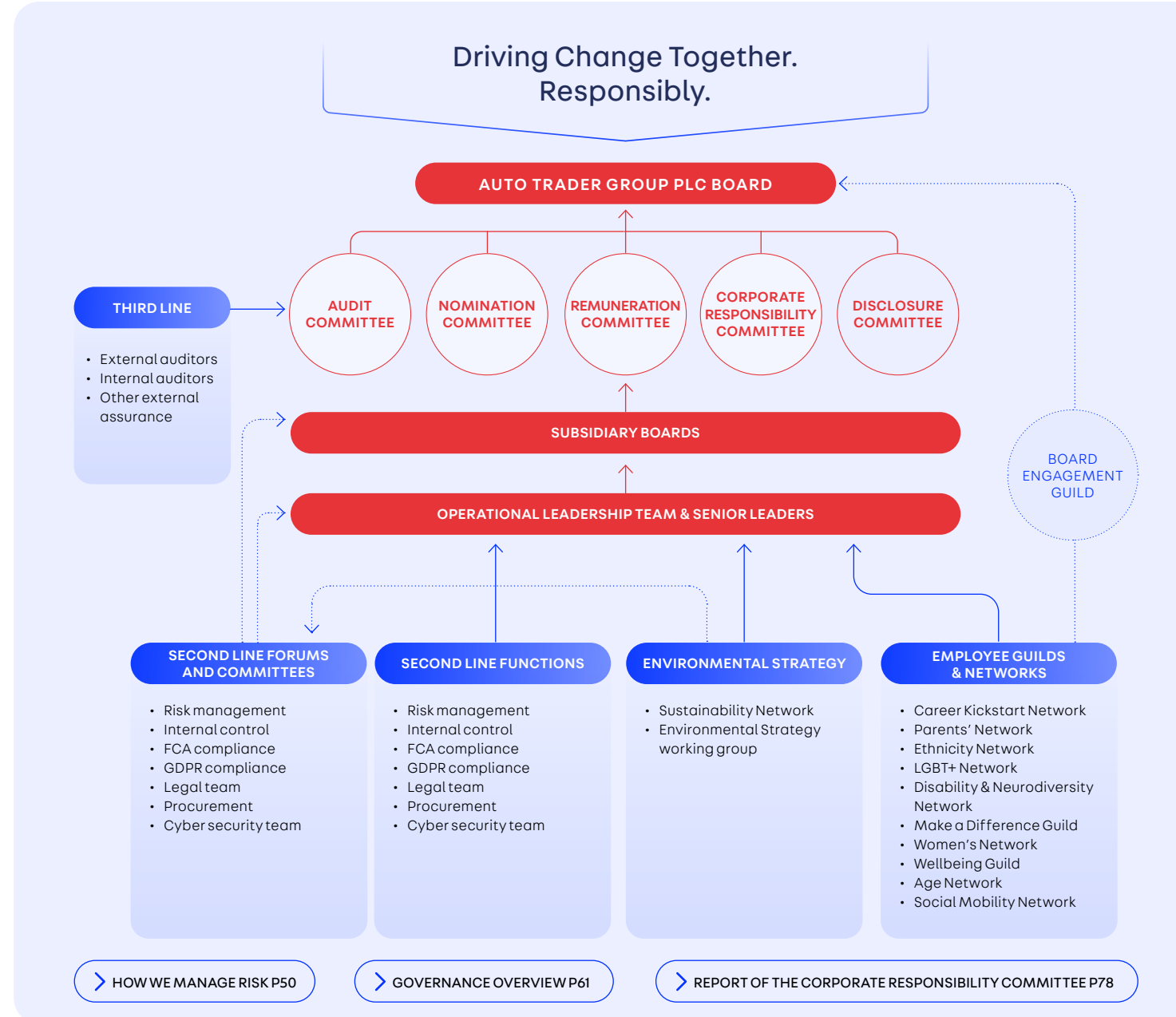
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Working responsibly continued

Governance of our ESG strategy

We have established our Corporate Responsibility Committee to sit alongside our Audit, Remuneration and Nomination Committees.

Whilst ESG-related topics are covered in all Committees, this is a formal Committee of the Board with the overarching goal of monitoring our corporate responsibility initiatives and sustainability targets. The Committee, chaired by Jeni Mundy, plays a crucial role in overseeing the progress towards fulfilling our ESG strategy and ensuring that our targets and goals remain ambitious and realistic. Responsibility for putting our ESG strategy into action spans across the business through specific functions and through our individual guilds and networks, which are empowered to drive change within the organisation.



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Working responsibly continued

GENDER AND ETHNICITY DIVERSITY

As at 31 March 2024, at a Board level, over half of our Board are women, exceeding the FTSE Women Leaders Review recommendations and FCA Listing Rules requirements, which have a target of 40% women's representation. We acknowledge that at the time of reporting we do not have a woman holding one of the four senior Board roles but will do after the AGM. We satisfied the recommendation of the Parker Review that at least one Director should be from an ethnically diverse background.

After the AGM (scheduled for 19 September 2024) the Board membership will comprise six women and three men, with two from an ethnically diverse background and a woman as Senior Independent Director.

The percentage of the total company who are from an ethnically diverse background has increased from 15% to 17% during the year, with the percentage of those from an ethnically diverse background in leadership decreasing from 8% to 6%. We remain committed to increasing ethnically diverse representation in leadership. As was the case with women, we are focused on our recruitment processes, the majority of which are in lower level roles, and how we develop and promote a diverse group of individuals through the organisation.

Last year, the Parker Review announced that it was extending its scope to senior management, asking the FTSE 350 to set a percentage target for senior management positions that will be occupied by ethnic minority executives in December 2027.

We have set a target of 10% ethnically diverse senior management (OLT and OLT-1) to be achieved by March 2027 in line with the Parker Review.

	As at 31 March 2024									As at 31 March 2023								
	Board			Executive management OLT ²		OLT direct reports		Total company		Board			Executive management OLT ²		OLT direct reports		Total company	
	Number	%	Number of senior positions ¹	Number	%	Number	%	Number	%	Number	%	Number of senior positions ¹	OLT ²	%	Number	%	Number	%
Men	4	44%	4	4	44%	41	59%	701	57%	4	44%	4	4	44%	45	62%	696	57%
Women	5	56%	–	5	56%	28	41%	548	43%	5	56%	–	5	56%	28	38%	524	43%
Non binary/other	–	–	–	–	–	–	–	6	–	–	–	–	–	–	–	–	6	–

	As at 31 March 2024									As at 31 March 2023								
	Board			Executive management OLT ²		OLT direct reports		Total company		Board			Executive management OLT ²		OLT direct reports		Total company	
	Number	%	Number of senior positions ¹	Number	%	Number	%	Number	%	Number	%	Number of senior positions ¹	OLT ²	%	Number	%	Number	%
White British or other White	8	89%	4	9	100%	59	86%	909	72%	8	78%	3	9	100%	62	85%	876	72%
Mixed ethnic groups	–	–	–	–	–	–	–	26	2%	–	–	–	–	–	1	1%	29	2%
Asian /Asian British	1	11%	–	–	–	4	6%	129	10%	1	11%	–	–	–	4	6%	103	8%
Black/ African /Caribbean /Black British	–	–	–	–	–	1	1%	42	3%	–	–	–	–	–	2	3%	37	3%
Other	–	–	–	–	–	–	–	19	2%	–	–	–	–	–	–	–	15	1%
Not disclosed	–	–	–	–	–	5	7%	130	11%	–	–	–	–	–	4	6%	166	14%

1. Senior positions defined as CEO, CFO, SID and Chair of the Board.

2. Excludes CEO, COO and CFO who are included in the Board numbers.

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Working responsibly continued

GENDER AND ETHNICITY PAY GAP

We released our fourth combined Gender and Ethnicity Pay Gap Report 2023 (published in December 2023, reporting the pay gap as at 5 April 2023). We have joined forces with other FTSE 100 companies to encourage more companies to report and to campaign to make ethnicity pay gap reporting mandatory in the same way that it is for gender. You can read more about our work to ensure gender equality in our UK workforce in our Gender and Ethnicity Pay Gap Report on our corporate website, plc.autotrader.co.uk.

We continue to make progress in reducing our gender pay gap. Our mean gender pay gap decreased by 2.3% (2022: 0.3% decrease), and our median pay gap decreased by 3.3% (2022: 0.4% increase). During the reporting period, we performed well in retaining women in our upper quartiles (30% women leavers compared to 63% for men). Our overall gender split when looking at people who left Auto Trader during the reporting period was also more favourable to women; they accounted for 30% of leavers compared to 70% for men. Of the new hires included in the report, 46% were women (2022: 43% women). Our goal is to get to a 50/50 gender split across all our recruitment campaigns. We have also continued with our focus on hiring early career roles, with 31% of total hires joining an early career programme. Of the technology based roles, 64% of them went to women as part of our continued strategy to increase the number of women in technology by hiring at entry level and progressing them through their careers. Between April 2022 and March 2023, we were pleased to see that women accounted for 41% of all promotions, and we continue to strive to increase this further.

During the reporting period, the mean and median ethnicity pay gaps have decreased by 1.2% and 5.5% respectively (2022: decreased by 0.8% and 1.2% respectively). We have also increased ethnically diverse representation across all quartiles, with the upper middle quartiles showing the largest increase at 3.4%.

We have again focused on three primary areas when exploring what led to the decrease: retention; changes in circumstances for our existing colleagues; and new hires. The retention of ethnically diverse employees, particularly in more senior roles, has had an important impact on reducing our ethnicity pay gap. Of those who left during the reporting period, 8% of our ethnically diverse leavers were in the upper quartile compared to 28% of white leavers.

We have always been transparent in acknowledging that the key to reducing our ethnicity pay gap is to increase representation of ethnically diverse individuals in senior roles (and therefore the upper quartiles), so we are pleased to see positive movement in this area. During the reporting period, 27.5% of our hires were ethnically diverse – nearly 10% more than our actual representation at the time of reporting (18%). We can see the positive impact of this with the representation of ethnically diverse colleagues increasing across all quartiles which has been successful due to our continued efforts to hire diverse talent across all levels of the business.

DIVERSITY AND INCLUSION

At Auto Trader, we are committed to creating a diverse and inclusive work community that enhances our culture and improves our business through our ability to attract, identify and develop talent. People are one of our business's greatest assets, so ensuring we have a diverse workforce and a culture where everyone feels included is critical to unlock the full potential of our people therefore unlocking the full potential of our business; only with a mix of different ideas and perspectives can we come up with the most exciting new ideas and create the best experience for our customers and consumers.

We define diversity as any classification that can be used to differentiate groups or individuals from one another, including: gender; sex; age; sexual orientation; disability & neurodiversity; race & ethnic origin; religion & faith; marital status; and social/educational

DEVELOPMENT PROGRAMMES

This year we have introduced the first Black Experience workshops for all people leaders of black colleagues. The workshops were designed and are being delivered by the People team in collaboration with our black colleagues and aim to increase awareness and appreciation of the challenges black colleagues face in and out of the workplace.

Through the workshops we also aim to highlight the behaviours that people leaders can utilise in order to enhance black inclusion.

background and way of thinking. We define inclusion as a state of being valued, respected and supported for who you are. We, and our people, strongly believe in pursuing this aim authentically and systemically, which we expect in time to be evidenced in our metrics. We are committed to driving long-term change in both the technology and automotive industries. Our focus is on developing diverse leaders as well as representative workforces in these industries. We invest heavily in our early careers programmes, as well as supporting several initiatives and partnerships, including DigitalHer with Manchester Digital, the Automotive 30% Club and our STEM Ambassador Programme.

Our representation of women at a total company level increased from 43% to 44%. During the year, the percentage of women on our Operational Leadership Team ('OLT') remained at 50%. We also increased the percentage of women in leadership roles to 42% as at 31 March 2024 (March 2023: 40%), as defined by the FTSE Women Leaders Review.

To increase our representation across all levels of the organisation, we aim to stimulate the flow of diverse talent from early careers through to senior leadership by both targeted development

programmes and equipping our leaders to get the very best out of everyone on their team and support their development through the organisation. Our Continuous Leadership Development programme, made up of a range of training interventions, supports our senior leaders and people managers. We have also continued with our Diverse Talent Accelerator programme designed to support the progression of mid-career colleagues.



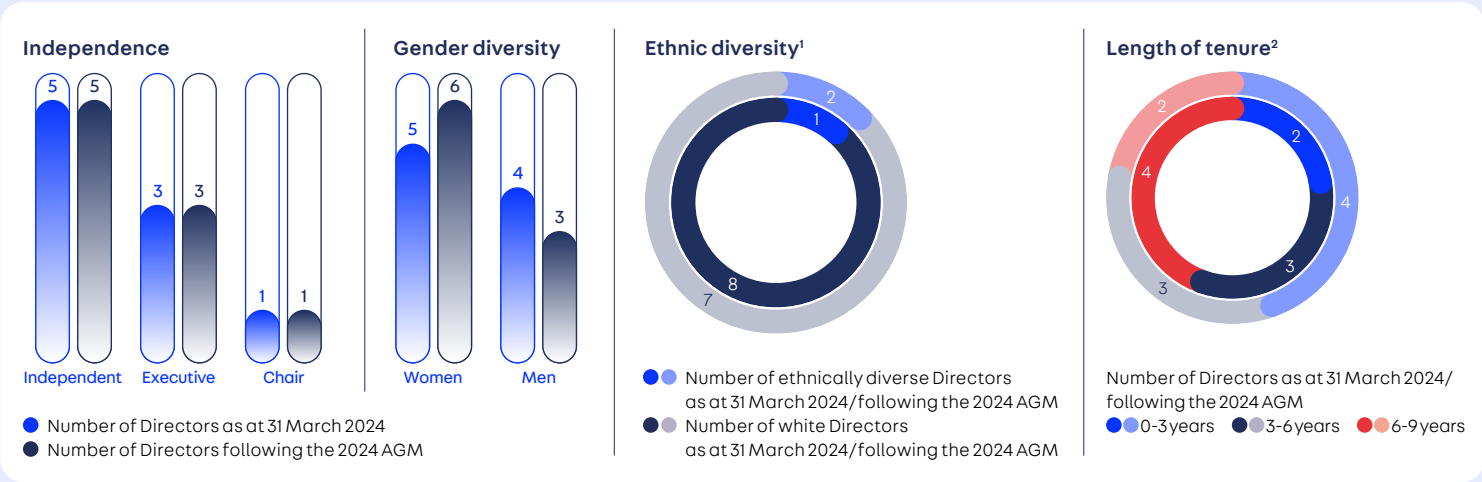
We remain committed to supporting disabled and neurodiverse employees and those who become disabled during their employment with us. Recognising that everyone is unique, we provide the right support to ensure they continue to realise their full potential and develop their careers with us. Selection for employment, promotion, training and development (as well as other benefits and awards) is made based on merit, aptitude and ability and the Group does not tolerate discrimination in any form, including in relation to disabled candidates.



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Governance overview



Dear shareholders,

These reports explain our governance policies and procedures in detail and describe how we have applied the principles contained in the UK Corporate Governance Code 2018 (the 'Code').

COMPLIANCE WITH THE UK CORPORATE GOVERNANCE CODE

The Board considers that during the year the Company was fully compliant with all provisions set out in the UK Corporate Governance Code 2018. The reports on the following pages, including the Committee reports, set out the governance arrangements we have in place, and detail how we have met the Code requirements.

BOARD SUCCESSION PLANNING

Succession planning has continued to be a major focus area during the year, given David Keens and Jill Easterbrook will come to the end of their third three-year terms in 2024, and therefore will not stand for re-election at the 2024 AGM.

As announced on 22 March 2024, Geeta Gopalan has been appointed to the Board with effect from 1 May 2024 and Amanda James with effect from 1 July 2024. Following the 2024 AGM, Geeta will be appointed as Senior Independent Director and Remuneration Committee Chair, and Amanda will be appointed as Audit Committee Chair, subject to shareholder approval. The Nomination Committee report on page 70 sets out these changes in more detail, including the process to identify and appoint the successful candidates.

ANNUAL GENERAL MEETING

Our Annual General Meeting ('AGM') will be held at 11:00am on Thursday 19 September 2024 at 4th Floor, 1 Tony Wilson Place, Manchester, M15 4FN. The other Directors and I will join the meeting either in person or by telephone. We strongly encourage all shareholders to cast their votes by proxy, and to send any questions in respect of AGM business to ir@autotrader.co.uk.

Matt Davies
Chair
30 May 2024

1. As per the Parker Review, a Director was defined as being ethnically diverse if they identified as Asian, Black, Mixed or Other.
2. Refers to the period since appointment to the PLC Board.



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Governance overview continued

COMPLIANCE WITH THE 2018 CODE

The Company has complied in full with all provisions of the 2018 Corporate Governance Code during the year as referenced below:

1 BOARD LEADERSHIP AND COMPANY PURPOSE

The Board is responsible for setting the Group’s purpose, for determining the basis on which the Group generates value over the long term and developing a strategy for delivering the objectives of the Group. The Strategic report, which can be found on pages 1 to 60, sets out the Group’s purpose, strategy, objectives and business model.

Details of how the Board assesses and monitors culture can be found on page 66.

The Board’s engagement with employees, shareholders and other stakeholders is described in detail on pages 14 to 17 and page 66.

2 DIVISION OF RESPONSIBILITIES

The responsibilities of the Chair, Chief Executive Officer, Senior Independent Director, Non-Executive Directors and Company Secretary are set out on page 67. The Board has adopted a formal schedule of matters reserved for its approval and has delegated other specific responsibilities to its Committees. The schedule sets out key aspects of the affairs of the Company which the Board does not delegate and is reviewed at least annually. Each Committee has formally approved Terms of Reference which are reviewed and approved at least annually, or more frequently as circumstances require. Details are published on our website at plc.autotrader.co.uk/investors.

At 31 March 2024, the Board consisted of the Non-Executive Chair, five Independent Non-Executive Directors and three Executive Directors. As part of our long-term succession planning, two new Independent Non-Executive Directors have been appointed, Geeta Gopalan (from 1 May 2024)

and Amanda James (from 1 July 2024); and two of the existing Independent Non-Executive Directors, David Keens and Jill Easterbrook, will not stand for re-election at the 2024 AGM. Therefore the Board will continue to comprise majority Independent Non-Executive Directors.

The Board and its Committees have an appropriate balance of skills, experience and knowledge of the Group to enable them to discharge their respective duties and responsibilities effectively.

Refer to page 68 for details of Board and Committee meetings and attendance, and to the biographies on pages 63 to 65 for details of Board members’ external commitments, all of which were approved by the Board.

3 COMPOSITION, SUCCESSION AND EVALUATION

The Board has established a Nomination Committee, chaired by Matt Davies, with all other members comprising Independent Non-Executive Directors. The main responsibilities of this Committee are to keep under review the structure, size and composition of the Board and its Committees; to identify and nominate

candidates for appointment to the Board; and to ensure that there are formal and orderly succession plans in place. During the year, the Committee also arranged an externally facilitated evaluation of the Board, its Committees and individual Directors.

The work of the Committee is described on pages 70 to 72.

4 AUDIT, RISK AND INTERNAL CONTROL

The Board has established an Audit Committee, chaired by David Keens and comprised entirely of Independent Non-Executive Directors. The Chair is not a member of the Committee. The Committee has defined Terms of Reference which include assisting the Board in discharging many of its responsibilities with respect to financial and business reporting, risk management, internal control, internal audit and external audit.

The work of the Committee is described on pages 73 to 77.

The Company does not have a separate Risk Committee; the Board is collectively responsible for determining risk appetite, and the nature and extent of the principal risks it is willing to take in achieving its strategic objectives. Refer to page 75 for details of the evaluation of the risk management and internal control framework, and to pages 50 to 53 for details of risk management and the principal risks facing the Company.

5 REMUNERATION

The Board has established a Remuneration Committee, chaired by Jill Easterbrook and comprised entirely of Independent Non-Executive Directors. The Remuneration Committee is responsible for determining the Remuneration Policy, and for setting remuneration for the Executive Directors, the Chair and senior employees; for monitoring

the remuneration policies for the wider organisation; and for ensuring the alignment of reward with the culture of the organisation. During the year the Committee conducted a comprehensive review of the Remuneration Policy and incentive structures. The work of the Committee is described on pages 81 to 99.

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Board of Directors



Matt Davies
Chair



BIOGRAPHY

Matt joined Auto Trader as Chair Designate with effect from 1 July 2023, and was appointed as Chair with effect from the 2023 AGM.

Matt brings a wealth of UK retail, digital and brand experience. He is currently Chair at Greggs plc where he was appointed in August 2022, and Chair of privately owned businesses Hobbycraft and Travel Counsellors.

Matt was formerly the Chair of N Brown Group plc and a Non-Executive Director of Dunelm Group plc. In his executive career, Matt was previously the CEO of Tesco UK & ROI from 2015 to 2018, before which he held CEO positions at Pets at Home and Halfords. Matt is a qualified Chartered Accountant and had early career corporate finance experience with Rothschild.

APPOINTED TO PLC BOARD
July 2023

INDEPENDENT ON APPOINTMENT?
Yes

EXTERNAL APPOINTMENTS

- Greggs plc
- Hobbycraft Group Limited
- Travel Counsellors Limited



Nathan Coe
Chief Executive Officer



BIOGRAPHY

Nathan was first appointed to the Board as Chief Operating Officer ('COO') in April 2017 and as Chief Financial Officer ('CFO') in July 2017. Nathan was appointed Chief Executive Officer ('CEO') in March 2020. Prior to his appointment to the Board, Nathan was the joint Operations Director, sharing responsibility for the day-to-day operations of the business.

Nathan joined Auto Trader in 2007 to support the transition from a magazine business to a digital business.

Prior to joining Auto Trader, Nathan was at Telstra, Australia's leading telecommunications company, where he led Mergers and Acquisitions and Corporate Development for its media and internet businesses. He was previously a consultant at PwC, having graduated from the University of Sydney with a B.Com (Hons).

APPOINTED TO PLC BOARD
April 2017

INDEPENDENT ON APPOINTMENT?
N/A

EXTERNAL APPOINTMENTS
None

COMMITTEE MEMBERSHIPS



Audit



Disclosure



Remuneration



Corporate Responsibility



Nomination



Chair



Catherine Faiers
Chief Operating Officer

BIOGRAPHY

Catherine joined Auto Trader in August 2017 and was appointed as Chief Operating Officer in May 2019. Catherine is responsible for the day-to-day operations of Auto Trader's business. She is also focused on guiding the Group's strategy and development.

Prior to this, Catherine was Chief Operating Officer at Addison Lee, Corporate Development Director at Trainline and a Director at Close Brothers Corporate Finance.

Catherine graduated from the University of Durham with a BA in Economics and is a qualified Chartered Accountant, training at PwC.

APPOINTED TO PLC BOARD
May 2019

INDEPENDENT ON APPOINTMENT?
N/A

EXTERNAL APPOINTMENTS

- Allegro.eu Group



Jamie Warner
Chief Financial Officer



BIOGRAPHY

Jamie was appointed CFO in March 2020. Prior to this he was Auto Trader's CFO-Designate and Deputy CFO. During his time at Auto Trader, Jamie has worked in a variety of different roles across finance, covering commercial finance, financial reporting, pricing and investor relations.

Jamie initially worked as a freight derivatives broker for inter-dealer broker GFI. Jamie left to join a start-up company, Swapit, developing a children's online swapping and trading community, that was subsequently acquired by Superawesome. He then joined Auto Trader in 2012.

Jamie graduated from Bristol University with a BSc in economics and economic history and is a qualified Chartered Management Accountant.

APPOINTED TO PLC BOARD
March 2020

INDEPENDENT ON APPOINTMENT?
N/A

EXTERNAL APPOINTMENTS
None

Board of Directors continued



David Keens
Senior Independent Non-Executive Director

A **CR** **N** **R** **NOT STANDING FOR RE-ELECTION**

BIOGRAPHY

David was appointed as a Non-Executive Director on 1 May 2015.

David was previously Group Finance Director of NEXT plc (1991 to 2015) and its Group Treasurer (1986 to 1991). He was a Non-Executive Director and Audit Chair of J Sainsbury plc (2015 to 2021), and most recently has taken up the role as Senior Independent Non-Executive Director and Audit Chair of Moonpig Group plc. Previous management experience includes nine years in the UK and overseas operations of multinational food manufacturer Nabisco (1977 to 1986) and prior to that seven years in the accountancy profession.

David is a member of the Association of Chartered Certified Accountants and of the Association of Corporate Treasurers.

APPOINTED TO PLC BOARD
May 2015

INDEPENDENT ON APPOINTMENT?
Yes

EXTERNAL APPOINTMENTS

- Moonpig Group plc



Jill Easterbrook
Independent Non-Executive Director

R **A** **CR** **N** **NOT STANDING FOR RE-ELECTION**

BIOGRAPHY

Jill was appointed as a Non-Executive Director to the Board on 1 July 2015.

Jill is also Chair of Tracsis, a leading provider of software, hardware, data analytics/GIS and services for the transport industries; a Non-Executive Director of Ashtead Group plc, the FTSE 100 international equipment rental company; a Non-Executive Director of UP Global Sourcing Holdings plc, a FTSE small cap consumer goods business; and is Chair of Headland Consultancy, a PR and Communications agency.

Jill brings strong digital experience within retail environments to the Board. Previously, Jill was a member of the Executive Committee at Tesco plc where she held a variety of senior roles, and was the Chief Executive Officer of JP Boden & Co. She also spent time as a management consultant having started her career at Marks & Spencer.

APPOINTED TO PLC BOARD
July 2015

INDEPENDENT ON APPOINTMENT?
Yes

EXTERNAL APPOINTMENTS

- Ashtead Group plc
- UP Global Sourcing Holdings plc
- Verde Bidco Limited (Headland)
- Tracsis plc

COMMITTEE MEMBERSHIPS

- A** Audit
- CR** Corporate Responsibility
- D** Disclosure
- N** Nomination

- R** Remuneration
- Chair**



Jasvinder Gakhal
Independent Non-Executive Director

A **CR** **N** **R**

BIOGRAPHY

Jasvinder was appointed as a Non-Executive Director on 1 January 2022.

Jasvinder is currently Managing Director of Motor & Rescue at Direct Line Group, leading motor insurance strategy and business delivery across household names such as Direct Line, Churchill and Privilege. She is a member of the Direct Line Group Executive Team and is also sponsor of the Group's Diversity & Inclusion strands. Prior to this, she held a number of roles within Direct Line including most recently Chief Strategy Officer and before that, Managing Director of Direct Line for Business.

Jasvinder is a champion of gender diversity and women in top positions in business. She has been named on Green Park's BAME 100 Board Talent Index, on the Cranfield University Top 100 women to watch in 2018 list and also featured on the Northern Power Women list of 'Top 50 Women to Watch'.

APPOINTED TO PLC BOARD
January 2022

INDEPENDENT ON APPOINTMENT?
Yes

EXTERNAL APPOINTMENTS

- UK Insurance Business Solutions Limited
- By Miles Ltd



Jeni Mundy
Independent Non-Executive Director

CR **A** **N** **R**

BIOGRAPHY

Jeni was appointed as a Non-Executive Director on 1 March 2016.

Jeni is currently Visa Inc's SVP Global Head of Merchant Sales and Acquirers responsible for driving the growth of digital commerce for the world's sellers. She joined Visa in 2018 as the Managing Director for UK and Ireland. Jeni was previously at Vodafone plc (1998 to 2017). Most recently she held Group Director roles across product management and sales. Prior to that she was Chief Technology Officer on the UK and New Zealand Executive Boards.

Jeni started her career as a Telecommunications Engineer in New Zealand and holds an MSc in Electronic Engineering from Cardiff University.

APPOINTED TO PLC BOARD
March 2016

INDEPENDENT ON APPOINTMENT?
Yes

EXTERNAL APPOINTMENTS
None



Board of Directors continued



Sigga Sigurdardottir
Independent Non-Executive Director

A CR N R

BIOGRAPHY

Sigga was appointed as a Non-Executive Director to the Board effective 1 November 2019.

Sigga is currently part of the UK executive team at Experian, responsible for their direct to consumer business. Sigga has worked in the financial services industry since 2001 driving customer-led digital transformation and change in Fortune 500 and FTSE 100 companies, including Chief Customer and Banking Officer at Tesco Bank; Chief Customer and Innovation Officer at Santander UK; and various customer and digital roles at American Express around the world.

Sigga holds a doctorate in Leadership and Innovation from Manchester Business School, an MBA from IESE Business School and a BS degree in Marketing from the University of South Carolina.

APPOINTED TO PLC BOARD
November 2019

INDEPENDENT ON APPOINTMENT?
Yes

EXTERNAL APPOINTMENTS

- Frumtak Ventures



Geeta Gopalan
Independent Non-Executive Director

A CR N R

APPOINTED 1 MAY 2024

BIOGRAPHY

Geeta was appointed as a Non-Executive Director to the Board effective 1 May 2024. She will be appointed as Senior Independent Director and Remuneration Committee Chair with effect from the 2024 AGM.

Geeta currently serves as a Non-Executive Director of Funding Circle plc, Intrum S.A. and as a Trustee of The Old Vic Theatre. She is also a Non-Executive Director of Virgin Money UK plc, and will step down from this role on 30 June 2024 at the end of her term. She has been appointed as Non-Executive Director at NatWest Group plc effective 1 July 2024. She previously served as a Non-Executive Director of Dechra Pharmaceuticals Ltd, Ultra Electronics plc, Wizink Bank SA, and Vocalink. She has over 25 years of experience in financial services and retail banking, particularly payments and digital innovation.

APPOINTED TO PLC BOARD
May 2024

INDEPENDENT ON APPOINTMENT?
Yes

EXTERNAL APPOINTMENTS

- Funding Circle plc
- Virgin Money UK PLC (until 30 June 2024)
- NatWest Group plc (from 1 July 2024)

- COMMITTEE MEMBERSHIPS
- | | | |
|-----------------------------|--------------|----------------|
| A Audit | D Disclosure | R Remuneration |
| CR Corporate Responsibility | N Nomination | Chair |



Amanda James
Independent Non-Executive Director

A CR N R

APPOINTED 1 JULY 2024

BIOGRAPHY

Amanda will be appointed as a Non-Executive Director to the Board effective 1 July 2024. She will be appointed as Audit Committee Chair with effect from the 2024 AGM.

Amanda is currently the Chief Financial Officer of NEXT plc, one of the UK’s largest FTSE 100 fashion, footwear, and home retailers. She has an extensive background in finance, having joined the NEXT finance team over 28 years ago. She has held various roles within the finance department, including leading the management accounting, commercial finance, and operational finance teams since 2005. Amanda joined the NEXT plc Board in 2015. Amanda brings not only deep expertise in finance but also strong consumer, retail and multi-channel experience. Amanda will retire from the NEXT plc Board in July 2024 and will leave NEXT in September 2024.

APPOINTED TO PLC BOARD
July 2024

INDEPENDENT ON APPOINTMENT?
Yes

EXTERNAL APPOINTMENTS

- NEXT plc (until 26 July 2024)
- British Land plc (from 1 July 2024)



Claire Baty
Company Secretary

D

BIOGRAPHY

Claire joined Auto Trader in July 2015 and is Company Secretary and Director of Governance. She is responsible for corporate governance; legal services; regulatory compliance; procurement; and risk management.

Claire was previously Deputy Company Secretary at Betfair Group plc and prior to that was Company Secretary at Centaur Media plc.

Claire is a qualified accountant, a member of The Chartered Governance Institute UK & Ireland and holds an MBA from Manchester Business School.

> REPORT OF THE NOMINATION COMMITTEE P70

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Report of the Nomination Committee continued

POLICY ON APPOINTMENTS TO THE BOARD

Appointments are made on merit, against objective criteria and with due regard to the benefits of diversity on the Board. The Committee takes account of a variety of factors before recommending any new appointments to the Board, including relevant skills to perform the role, experience, knowledge and diversity, including gender and ethnic diversity.

The Committee also considered the targets set out in LR 9.8.6(9)(a). At year end, the Board comprised 56% woman; and had one Director from a minority ethnic background but did not have a woman appointed in one of the roles specified by the Listing Rules, however we do have a female Executive Director, Catherine Faiers, in the role of COO, which we believe to be of equal status to those roles. Following the AGM, our Board will fully meet the targets, with 67% women on the Board; the role of Senior Independent Director being held by a woman; and two Directors being from a minority ethnic background.

At a leadership level, 56% of the Operational Leadership Team ('OLT') and 41% of the OLT's direct reports were women, a combined total of 42%. However, no OLT members and only 7% of the OLT's direct reports were ethnically diverse, and improvement of this remains a focus area for the Committee and the business.

APPOINTMENTS TO THE BOARD

The process was led by the Chair and overseen by the Committee, with input from the Executive Directors. Detailed role specifications were drawn up, identifying the skills and experience required, taking into account the Company's long-term strategy, including prior public company experience, financial experience, digital and retail industry experience.

A wide search was conducted, taking into consideration the requirements of the roles, and with due regard to the benefits of diversity, and the targets set by the Listing Rules, including gender and ethnicity. Ivy Street, a recruitment consultancy who has no other connection with the Company, were used to identify candidates. Extensive interviews were conducted, including with all Executive and Non-Executive Directors. Following this process, the Committee selected the successful candidates as announced on 22 March 2024:

Geeta Gopalan joined the Board with effect from 1 May 2024, and also became a member of the Audit, Remuneration, Corporate Responsibility and Nomination Committees. Geeta will be appointed as Senior Independent Director and Remuneration Committee Chair with effect from the conclusion of the 2024 AGM. Geeta has over 25 years of experience in financial services and retail banking, particularly payments and digital innovation, and she has served as a Senior Independent Director and as a Remuneration Committee Chair for at least 12 months on other public company boards.

Amanda James will join the Board with effect from 1 July 2024, and will join the Audit, Remuneration, Corporate Responsibility and Nomination Committees. With effect from the conclusion of the 2024 AGM, Amanda will be appointed as Audit Committee Chair. The Committee is satisfied that Amanda has recent and relevant financial experience through her extensive background in finance and her current position as the Chief Financial Officer of NEXT plc. Amanda also has strong consumer, retail and multi-channel experience.

Both Geeta and Amanda are considered to be Independent.

BOARD EVALUATION

We engaged Independent Audit Limited to facilitate an external evaluation of the Board, Committees and individual Directors during the year. This included interviews with each of the Board Directors and members of senior management, observation of Board and Committee meetings and review of Board and Committee papers. The draft findings were discussed with the Chairman and then presented to the Board in March 2024 as per the table on page 72.

In addition, an assessment of the Chairman's performance was carried out, led by the Senior Independent Director, and feedback was provided to him individually. Overall, the results showed that the Board and its Committees continue to operate well, and that each individual Director continues to make an effective contribution.

ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code, all Directors will retire and offer themselves for election or re-election to the Board. Following confirmation by the Committee and Board that they are satisfied that all Directors continue to be effective in, and demonstrate commitment to, their respective roles on the Board and that each makes a valuable contribution to the leadership of the Company, the Board recommends that shareholders approve the resolutions to be proposed at the 2024 AGM relating to the election and re-election of the Directors.

I welcome any questions in respect of the work of the Committee, which can be submitted to ir@autotrader.co.uk, or in person at our Annual General Meeting.

Matt Davies
Chair of the Committee
30 May 2024

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Directors’ report continued

MANAGEMENT REPORT

This Directors’ report, on pages 100 to 103, together with the Strategic report on pages 1 to 60, form the Management Report for the purposes of DTR 4.1.5R.

STRATEGIC REPORT

The Strategic report, which can be found on pages 1 to 60, sets out the Group’s strategy, objectives and business model; the development, performance and position of the Group’s business (including financial, operating and cultural key performance indicators); a description of the principal risks and uncertainties; the main trends and factors likely to affect the future development, performance and position of the Group’s business; and contains the non-financial and sustainability information statement.

UK CORPORATE GOVERNANCE CODE

The Company’s statement on corporate governance can be found in the Corporate governance statement, the Report of the Nomination Committee, the Report of the Audit Committee, the Report of the Corporate Responsibility Committee and the Directors’ remuneration report and policy report on pages 66 to 99; all of which form part of this Directors’ report and are incorporated into it by reference.

2024 ANNUAL GENERAL MEETING

The 2024 AGM will take place at 11:00am on Thursday 19 September 2024 at the Company’s registered office: 4th Floor, 1 Tony Wilson Place, Manchester, M15 4FN. We intend to hold the AGM as a physical meeting.

We encourage all shareholders to cast their votes by proxy, and to send any questions in respect of AGM business to ir@autotrader.co.uk.

The AGM Notice sets out the resolutions to be proposed and specifies the deadlines for exercising voting rights and appointing a proxy or proxies to vote in relation to resolutions to be passed at the AGM. All proxy votes will be counted and the numbers for, against or withheld in relation to each resolution will be announced at the AGM and published on the Company’s website.

BOARD OF DIRECTORS

The following individuals were Directors of the Company for the whole of the financial year ending 31 March 2024, and to the date of approving this report unless otherwise stated:

- Matthew Davies (from 1 July 2023).
- Nathan Coe.
- Catherine Faiers.
- Jamie Warner.
- David Keens.
- Jill Easterbrook.
- Jeni Mundy.
- Sigga Sigurdardottir.
- Jasvinder Gakhal.
- Geeta Gopalan (from 1 May 2024).

As previously announced on 22 March 2024, the Board approved the appointment of Geeta Gopalan with effect from 1 May 2024 and Amanda James with effect from 1 July 2024. Geeta will be appointed as Senior Independent Director and Remuneration Committee Chair and Amanda will be appointed as Audit Committee Chair at the conclusion of the 2024 AGM. David Keens and Jill Easterbrook will not stand for re-election at the 2024 AGM. All other Directors will stand for election or re-election at the 2024 AGM in line with the recommendations of the Code.

APPOINTMENT AND REPLACEMENT OF DIRECTORS

At each AGM each Director then in office shall retire from office with effect from the conclusion of the meeting. When a Director retires at an AGM in accordance with the Articles of Association of the Company, the Company may, by ordinary resolution at the meeting, fill the office being vacated by re-electing the retiring Director. In the absence of such a resolution, the retiring Director shall nevertheless be deemed to have been re-elected, except in the cases identified by the Articles.

RESULTS AND DIVIDENDS

The Group’s and Company’s audited financial statements for the year are set out on pages 116 to 160.

The Company declared an interim dividend on 9 November 2023 of 3.2 pence per share which was paid on 26 January 2024.

The Directors recommend payment of a final dividend of 6.4 pence per share (2023: 5.6 pence) to be paid on 27 September 2024 to shareholders on the register of members at the close of business on 30 August 2024, subject to approval at the 2024 AGM.

SHARE CAPITAL AND CONTROL

The Company’s issued share capital comprises ordinary shares of £0.01 each which are listed on the London Stock Exchange (LSE: AUTO.L). The ISIN of the shares is GB00BVYVFW23.

On 22 June 2023, 7,849,782 ordinary shares of £0.01 each were allotted to the vendors of Autorama UK Limited as satisfaction of the deferred consideration payable as detailed further in notes 26 and 31 to the Consolidated financial statements. The market price on the date of allotment was 589.2p per share.

The issued share capital of the Company as at 31 March 2024 comprised 907,213,454 shares of £0.01 each, and 4,899,346 shares were held in treasury. As at 30 May 2024, the issued share capital of the Company comprises 903,009,190 shares of £0.01 each, and 4,849,326 shares held in treasury.

Further information regarding the Company’s issued share capital and details of the movements in issued share capital during the year are provided in note 26 to the Consolidated financial statements. All the information detailed in note 26 forms part of this Directors’ report and is incorporated into it by reference.

Details of employee share schemes are provided in note 30 to the Consolidated financial statements.

AUTHORITY TO ALLOT SHARES

Under the 2006 Act, the Directors may only allot shares if authorised to do so by shareholders in a general meeting. At the 2023 AGM, special resolution 16 conferred upon Directors the authority to allot ordinary shares up to a maximum nominal amount of £920,199 (92,019,900 shares), for cash, on a non-pre-emptive basis.

In the Notice of the 2024 AGM (the ‘AGM Notice’), ordinary resolution 16 seeks a new authority to allow the Directors to allot ordinary shares representing approximately two thirds of the Company’s existing share capital as at the date of the AGM Notice, of which approximately one third of the Company’s issued ordinary share capital can only be allotted pursuant to a rights issue. Special resolutions 21 and 22 seek a new authority to allow the Directors to allot ordinary shares on a non-pre-emptive basis up to a maximum of approximately 5% of the Company’s existing share capital and special resolutions 21 and 22 seek a new authority to allow the Directors to allot ordinary shares on a non-pre-emptive basis in connection with an acquisition or specified capital investment, up to a further maximum of approximately 5% of the Company’s existing share capital at the date of the AGM Notice.

AUTHORITY TO PURCHASE OWN SHARES

As described on page 24, the Company intends to continue its share buyback programme, under the authority passed at the 2023 AGM under which the Company is authorised to make market purchases of up to a maximum of 10% (92,019,875 shares) of its own ordinary shares (excluding shares held in treasury), subject to minimum and maximum price restrictions, either to be cancelled or retained as treasury shares. The Directors will seek to renew this authority at the forthcoming AGM.

RIGHTS ATTACHING TO SHARES

All shares have the same rights (including voting and dividend rights and rights on a return of capital) and restrictions as set out in the Articles, described below. Except in relation to dividends which have been declared and rights on a liquidation of the Company, the shareholders have no rights to share in the profits of the Company. The Company’s shares are not redeemable. However, following any grant of authority from shareholders, the Company may purchase or contract to purchase any of the shares on or off market, subject to the Companies Act 2006 and the requirements of the Listing Rules.

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