

Car Group Limited 2024 AGM Report

ASX code	CAR
Meeting date	25 October 2024
Type of meeting	Hybrid
Monitor	Henry Stephens
Pre AGM-meeting	Yes, with chair Pat O'Sullivan and Kim Anderson

Meeting Statistics

Number of holdings represented by ASA	84
Number of shares represented by ASA	245,749
Value of shares represented by ASA	\$9.3m
Total number attending meeting	25 attendees
Market capitalisation	\$14 billion
ASA open proxies voted	ASA voted in favour of all the resolutions

Monitor Shareholding: The individual (or their associates) involved in the preparation of this voting intention has no shareholding in this company.

This AGM was uneventful and not controversial. Only four questions were asked of which ASA asked three questions. ASA voted undirected proxies in favour of all the resolutions which were passed with substantial majorities, ranging from 95.1% in favour of granting the CEO a STI and 99.7% in favour of raising the director fee cap for NEDs (non-executive directors).

Some brief comments on the resolutions are discussed below:

- Normally, ASA would vote against a STI plan that pays 75% of the benefit in cash and only 25% in deferred equity. We prefer 50% in cash and 50% in deferred equity. However, ASA voted in favour of the FY24 STI (item 4a in the Notice of Meeting) because the CEO has adequate exposure to the movements in the share price through his a large holding in the Company (approximately 487,000 shares or \$18.5 million worth of shares).
- ASA approved the increase in the fee pool for NED's to \$2.5 million because the Company's revenues have more than doubled from when the last fee pool was approved in 2021; the Company's market capitalisation has increased from \$4.3billion to \$13.3 billion at the end of FY24; the number of directors has increased from 7 to 9 and international revenues have increased from 20% of the Company's business to now 53% which results in added complexity for directors. The Company benchmarks director's fees according to Mercer data which showed that the fee pool was behind their competitors and the Chairman's fee was well behind similar sized companies.

- The CEO's remuneration package is shown below. His package lies in the 75th percentile of comparable companies according to Mercer data. The table clearly shows that only a relatively small part of total remuneration comes from fixed remuneration and 74% of remuneration is variable. The CEO is clearly backing himself and shareholder interests are in alignment with management.

CEO rem. Framework for FY25	Target* \$m	% of Total	Max. Opportunity \$m	% of Total
Fixed Remuneration	1.90	26.20%	1.90	22.40%
STI - Cash	2.14	29.50%	2.14	25.20%
STI - Equity	0.71	9.80%	0.71	8.40%
LTI (FY25-27)	2.50	34.5%	3.75	44.10%
Total	7.25	100.0%	8.50	100.0%

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