

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorized under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all your ordinary shares in CT Automotive Group Plc (the Company), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

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The logo for CT Automotive, featuring a stylized 'C' and 'T' inside a circle, followed by the word 'AUTOMOTIVE' in a bold, sans-serif font.

(incorporated in England and Wales with company number 10451211)

Notice of Annual General Meeting

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This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company, which sets out the directors' recommendations.

Notice of the Annual General Meeting of CT Automotive Group Plc to be held at 1000 Lakeside North Harbour Western Road, Portsmouth, PO6 3EN on Friday 28 June 2024 at 9.00 a.m. is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible but in any event so as to be received by no later than 9.00 a.m. on 28 June 2024 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The return of a proxy appointment will not preclude a Shareholder from attending and voting at the Annual General Meeting in person should he or she subsequently decide to do so.



CT AUTOMOTIVE GROUP PLC  
(Registered in England and Wales with company number 10451211)

Directors:

Raymond Bench (Non-Executive Chairman)  
Francesca Ecsery (Non-Executive Director)  
Nick Timberlake (Non-Executive Director)  
Geraint Davies (Non-Executive Director)  
Simon Phillips (Chief Executive Officer)  
Anna Brown (Chief Financial Officer)

Registered Office:

1000 Lakeside  
North Harbour  
Western Road  
Portsmouth  
PO6 3EN  
United Kingdom

4 June 2024

Dear Shareholder

**2023 Annual Report and 2024 Annual General Meeting**

I am pleased to enclose the 2023 Annual Report and Accounts and the formal Notice of the 2024 Annual General Meeting ('AGM') of CT Automotive Group plc (the 'Company'). This year's AGM will be held at 1000 Lakeside North Harbour Western Road, Portsmouth, PO6 3EN on Friday 28 June 2024 at 9.00 a.m. The Notice sets out the resolutions to be proposed, together with general notes for shareholders who wish to give proxy voting instructions.

**Annual General Meeting**

Enclosed with this Circular is a Form of Proxy for use by Shareholders. Information on the completion and return of Forms of Proxy is set out below and in the notes to the Notice of Meeting.

The purpose of the Annual General Meeting is to consider and, if thought fit, pass the Resolutions, in each case as set out in full in the notice of AGM. Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions.

For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 11 will be proposed as a special resolution. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

**Resolution 1: To receive and adopt the Annual Report and Accounts**

The Board asks that shareholders receive and adopt the audited financial statements of the Company for the year ended 31 December 2023 together with the Directors' report and the Auditors' report thereon. A hard copy of the Company's Annual Report and Accounts for the year ended 31 December 2023 has been sent to shareholders who have requested them and can be viewed and/or downloaded from the Investors section of the Company's website at [www.ct-automotive.net](http://www.ct-automotive.net).

**Resolutions 2 – 7: To reappoint the directors**

The Company's Articles of Association ("Articles") govern the re-election, retirement and re-appointment of the Board of Directors. Biographical details of the Directors can be found in the Company's 2023 Annual Report and Accounts.

New Directors appointed by the Board are required to retire at the AGM following their appointment. Accordingly, Nick Timberlake and Geraint Davies shall retire and, being eligible, have indicated that they wish to seek re-election by shareholders at the AGM.

In accordance with governance best practice, all other Directors will also retire and seek reappointment at the Annual General Meeting.

**Resolutions 8 and 9: To reappoint the auditors and fix their remuneration**

The Company is required to re-appoint auditors at each Annual General Meeting at which accounts are presented to shareholders, who then hold office until the conclusion of the next such meeting.

It is proposed that BDO LLP are re-appointed by shareholders as the Company's auditor, to hold office from the conclusion of this AGM until the conclusion of the next Annual General Meeting of the Company and that the Audit and Risk Committee to determine their remuneration.

**Resolution 10: Renewal of directors' authority to allot shares**

Section 551 of the Companies Act 2006 requires that the Directors must seek the authority of shareholders of the Company to allot shares or other relevant securities in the Company. This resolution authorises the Directors to make allotments of shares and/or securities with a nominal value of up to an additional £122,662.58 being approximately one-third of the issued ordinary share capital of the Company.

**Resolution 11: Disapplication of statutory pre-emption rights**

Resolution 11 will be proposed to renew the Directors' authority to issue shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to the allotment of shares in specific circumstances relating to rights issues or any other issues up to an aggregate nominal amount of £36,798.75 representing approximately 10 per cent. of the Company's issued share capital.

The Directors have no present intention to use the authority in Resolution 11 but consider that the proposed disapplications of pre-emption rights are desirable to give the Company the ability to issue a limited number of shares for cash to third parties, where to do so would be of benefit to the Company. The Directors will exercise this authority only if they consider it to be in the best interests of shareholders generally at that time. The authority will expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date of passing of these resolutions.

**Action to be taken**

A Form of Proxy is enclosed for use by Shareholders at the Annual General Meeting. Shareholders are asked to complete, sign and return the Form of Proxy by post or by hand in accordance with the instructions printed therein so as to be received as soon as possible by the Company's registrars, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, but in any event so as to arrive no later than 48 hours before the Annual General Meeting. Alternatively, you may submit your proxy appointment electronically (see notes 3 - 8).

**Recommendation**

The Board considers that all the resolutions as set out in the notice of AGM are in the best interests of the Company and of its shareholders as a whole and unanimously recommend shareholders to vote in favour of them, as each of the directors intends to do in respect of their own beneficial holdings.

Yours faithfully

Raymond Bench  
Non-Executive Chairman

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## NOTICE OF ANNUAL GENERAL MEETING

(Registered in England and Wales with company number 10451211)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CT Automotive Group plc (the "Company") will be held at 1000 Lakeside North Harbour Western Road, Portsmouth, PO6 3EN on Friday 28 June 2024 at 9.00 a.m. to consider and, if thought fit, pass the following Resolutions of which Resolutions 1 to 10 (inclusive) will be proposed as Ordinary Resolutions and Resolution 11 will be proposed as a Special Resolution.

### Ordinary resolutions

1. To receive the audited financial statements of the Company, the Strategic Report, the Directors Report and the Auditor's Report for the financial year ended 31 December 2023.
2. To reappoint Raymond Bench, who retires and offers himself for reappointment in accordance with the Company articles of association, as a Director of the Company.
3. To reappoint Francesca Ecsery, who retires and offers herself for reappointment in accordance with the Company articles of association, as a Director of the Company.
4. To reappoint Nick Timberlake, who retires and offers himself for reappointment in accordance with the Company articles of association, as a Director of the Company.
5. To reappoint Geraint Davies, who retires and offers himself for reappointment in accordance with the Company articles of association, as a Director of the Company.
6. To reappoint Simon Phillips, who retires and offers himself for reappointment in accordance with the Company articles of association, as a Director of the Company.
7. To reappoint Anna Brown, who retires and offers herself for reappointment in accordance with the Company articles of association, as a Director of the Company.
8. To reappoint BDO LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited financial statement of the Company are laid before the Company.
9. To authorise the Audit and Risk Committee to determine the remuneration of the Company's auditors.
10. That pursuant to Section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £122,662.58 being approximately one-third of the current issued share capital of the Company provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

### Special Resolution

11. That, subject to the passing of resolution 10 above, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 10 above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:
  - (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and
  - (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £36,798.75 being approximately 10 per cent. of the current issued share capital of the Company.

Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

By order of the board

MSP Corporate Services Limited  
Company Secretary  
4 June 2024

1. Shareholders will only be entitled to attend and vote at the Annual General Meeting if they are registered as the holders of ordinary shares at 09.00am on 26 June 2024. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 09.00am on the day that is 48 hours prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. Shareholders can:
  - appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post or by hand (see note 4); or
  - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6); or
  - proxy vote can be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including:
    - cast your vote
    - change your dividend payment instruction
    - update your address
    - select your communication preference.
4. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Link Group ("Link"), PXS 1, Central Square, 29 Wellington Street, Leeds, so as to be received no later than 48 hours before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) no later than 09.00am on 26 June 2024, or, in the event of an adjournment of the Annual General Meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.

10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
12. Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:
  - to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered.
13. As at 28 May 2024, being the latest practicable date before publication of this notice, the Company had 73,597,548 ordinary shares in issue. Each ordinary share carries one vote, and the Company holds no ordinary shares in treasury. Therefore, the total number of voting rights in the Company is 73,597,548.
14. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

