

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you sell or have sold or otherwise transferred all of your Ordinary Shares in Lookers plc you should send this document as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding, you should retain these documents.

Lookers plc

(incorporated in England and Wales under company number 00111876)

Circular to Shareholders and Notice of Annual General Meeting

Notice of the Annual General Meeting of Lookers plc, to be held on 30 June 2021 at 10:00 a.m., is set out in Part II of this document. Your attention is drawn to the letter from the Chairman set out in Part I of this document.

We are keen to welcome Shareholders in person to our 2021 AGM this year, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. At the date of posting of the Notice of AGM (being 7 June 2021), guidelines issued by the UK Government suggest that it will be possible to hold the AGM as an “open” meeting, with Shareholders present in person.

We are therefore proposing to hold the AGM at the Manchester Airport Marriott Hotel, Hale Road, Hale Barns, Altrincham, WA15 8XW and to welcome the maximum number of Shareholders we are able within safety constraints and in accordance with the UK Government guidelines.

However, given the constantly evolving nature of the situation in relation to the COVID-19 pandemic, we want to ensure that we are able to adapt these arrangements efficiently to respond to any changes in circumstances. On this basis, should the situation change such that we consider that it is no longer possible for Shareholders to attend the meeting in person, we will revert to a “closed meeting”. In these circumstances, no Shareholders (other than those required to attend the meeting for the purposes of forming a valid quorum), will be admitted to the AGM.

Should it become necessary, we will notify Shareholders of any change by issuing a shareholder announcement via RNS and updating our website at www.lookersplc.com/news. Shareholders should monitor any relevant announcements and the Company’s website for such updates.

Attendance at the meeting in person

To allow us to ensure that we can operate within safety constraints imposed either by the UK Government or by the venue, it would be helpful if we could ascertain the potential number of attendees in advance. Therefore, Shareholders intending to attend the AGM (assuming we will not have to revert to a closed meeting), are asked to register their intention as soon as practicable by sending an email to Mr. Philip Kenny, General Counsel and Company Secretary, at generalmeetings@lookers.co.uk confirming their attendance.

Proxies

Given the uncertainty around whether Shareholders will be able to attend the AGM should tighter restrictions be imposed due to a change in the situation with the COVID-19 pandemic, we encourage all Shareholders to complete and return a proxy appointment (appointing the Chair of the meeting as their proxy) in accordance with the Notes. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes by no later than 10.00 a.m. on 28 June 2021. Appointing a proxy in this manner will ensure that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the AGM. However, this will not preclude you from being able to attend the AGM.

Questions

Shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to generalmeetings@lookers.co.uk. In addition, Shareholders who attend the 2021 AGM in person may pose questions to the Board in person. Further details are provided in the Notes.

General

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any subsequent time.

Contents

	Page
Expected timetable of principal events	3
Directors, Company Secretary and advisers	3
Part I – Letter from the Chair	4
Part II – Notice of Annual General Meeting and Explanatory Notes	7
Part III – Definitions	16

Expected timetable of principal events

Event	Time and Date
Publication of this document	7 June 2021
Latest time for receipt of the Form of Proxy for the AGM	28 June 2021
Voting record date	10:00 a.m., 28 June 2021
Annual General Meeting	10:00 a.m., 30 June 2021

Future times and dates are indicative only and are subject to change by the Company. If the expected timetable of events changes from the above, the Company will release an announcement to this effect. References to time in this document are to London time.

Directors:

Philip Michael White
Mark Douglas Raban
Paul Michael Van der Burgh
Anna Catherine Bielby
Duncan Andrew McPhee
Robin James Churchouse
Victoria Grant Mitchell

General Counsel and Company Secretary:

Philip John Kenny

Solicitors to the Company:

Eversheds Sutherland (International) LLP
70 Great Bridgewater Street
Manchester
M1 5ES

Registrars:

Link Group
10th floor
Central Square
29 Wellington Street
Leeds
LS1 4DL

Part I – Letter from the Chair of Lookers plc (the “Company”)

(Incorporated and registered in England and Wales with No. 00111876)

Directors:

Philip Michael White
Mark Douglas Raban
Paul Michael Van der Burgh
Anna Catherine Bielby
Robin James Churchouse
Duncan Andrew McPhee
Victoria Grant Mitchell

Registered Office:

Lookers House, 3 Etchells Road, West Timperley,
Altrincham, United Kingdom,
WA14 5XS

7 June 2021

Dear Shareholder

2021 Annual General Meeting

I am pleased to announce that our 2021 AGM will be held at the Manchester Airport Marriott Hotel, Hale Road, Hale Barns, Altrincham, WA15 8XW on 30 June 2021 at 10:00 a.m.

The formal notice of the meeting with details of the proposed resolutions is set out in Part II of this document. Notes to the formal notice are set out on pages 10 to 12 below, with further explanatory notes with regard to the proposed resolutions set out on pages 13 to 15 below.

COVID-19

The unprecedented COVID-19 pandemic is an evolving situation from a public health perspective and is challenging for us all. The health and wellbeing of our Shareholders is of paramount importance to us and we are monitoring the situation and measures advised by the UK Government.

We are keen to welcome Shareholders in person to our AGM, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. At the date of posting of this letter, guidelines issued by the UK Government suggest that it will be possible to hold the AGM as an “open” meeting, with Shareholders present in person.

We are therefore proposing to hold the AGM at the Manchester Airport Marriott Hotel, Hale Road, Hale Barns, Altrincham, WA15 8XW and to welcome the maximum number of Shareholders we are able within safety constraints and in accordance with the UK Government guidelines.

However, given the constantly evolving nature of the situation, we want to ensure that we are able to adapt these arrangements efficiently to respond to changes in circumstances. On this basis, should the situation change such that we consider that it is no longer possible for Shareholders to attend the meeting in person, we will revert to a “closed meeting”. In these circumstances, no Shareholders (other than those required to attend the meeting for the purposes of forming a valid quorum), will be admitted to the AGM.

Should the situation change such that we consider that it is no longer possible for Shareholders to attend the meeting in person, we will notify Shareholders of any change by issuing a shareholder announcement via RNS. Any updates to the position will also be included on our website at www.lookersplc.com/news.

Split AGM and Accounts General Meeting

As a result of the ongoing COVID-19 pandemic, the Group has chosen to take advantage of the Financial Conduct Authority's extended reporting deadline for its Annual Report and Accounts for the year ended 31 December 2020. Consequently, to ensure that the AGM for 2021 is held within the timescales mandated by the Companies Act 2006, we have decided to split the AGM and the general meeting at which the 2020 Accounts will be laid before Shareholders.

As in 2020, the standard shareholder resolutions relating to receiving the audited financial statements and the auditors' and directors' reports, approving the directors' remuneration report and the re-appointment and remuneration of our auditors, will be tabled at a separate "accounts general meeting" of Shareholders. In accordance with regulatory requirements, we intend to publish the 2020 Accounts in the second half of June 2021, with the formal notice in respect of the "accounts general meeting" (accompanied by the 2020 Accounts) being sent to Shareholders in mid-July 2021.

Attendance at the meeting in person

To allow us to ensure that we can operate within safety constraints imposed either by the UK Government or by the venue, it would be helpful if we could ascertain the potential number of attendees in advance. Therefore, Shareholders intending to attend the AGM (assuming we will not have to revert to a closed meeting) are asked to register their intention as soon as practicable by sending an email to Mr. Philip Kenny, General Counsel and Company Secretary, at generalmeetings@lookers.co.uk confirming their attendance.

Appointment of new chairperson

The Company has not yet finalised the appointment of a new independent non-executive chairperson. The search process is well underway but it is unlikely that a new chair will be in place prior to the AGM or the "accounts general meeting". As a consequence, in order to ensure continuity during the preparation of the 2020 Accounts and to promote an orderly handover to the new chair, the Board has asked me to remain in my current role as chair until the end of September 2021. Should the new chair not be available to join the Company by that date I have committed to a further fixed extension to the end of December 2021 if necessary.

As a consequence of this, whilst I have previously announced that I will not be standing for re-election at this year's AGM, I will now be standing for re-election in accordance with the above.

Action to be taken

Proxy Appointment

Given the uncertainty around whether Shareholders will be able to attend the AGM should tighter restrictions be imposed due to a change in the situation with the COVID-19 pandemic, we encourage all Shareholders to complete and return a proxy appointment (appointing the Chair of the meeting as their proxy) in accordance with the Notes set out in Part II of this document. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes by no later than 10.00 a.m. on 28 June 2021. Appointing a proxy in this manner will ensure that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the AGM. However, this will not preclude you from being able to attend the AGM.

You can appoint a proxy by:

- logging onto **www.signalshares.com** and submitting a proxy appointment online by following the instructions. If you have not previously done so, you will need to register. To do this, you will need your Investor Code detailed on your share certificate (or otherwise available from the Company's registrar, Link Group); or
- submitting (if you are a CREST member) a proxy appointment electronically by using the CREST voting service.

If you would prefer to use a paper proxy form to appoint your proxy, you may request one from the Company's registrar, Link Group, by calling the shareholder helpline. Details of the helpline and further information on how to appoint a proxy to vote on your behalf are set out in the Notes set out in Part II of this document.

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the FSMA immediately.

Questions

Shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to generalmeetings@lookers.co.uk. In addition, Shareholders who attend the AGM in person may pose questions to the Board in person. Further details are provided in the Notes.

We will ensure, to the extent practicable, that answers to questions received by 10:00 a.m. on 16 June 2021 are published on our website by 10:00 a.m. on 23 June 2021. The Company will endeavour to publish responses to any questions received after 10:00 a.m. on 16 June 2021 on the Company's website in advance of the AGM. Please note that in the interests of efficiency and to avoid unnecessary repetition, if multiple questions are submitted with a common theme, they will be answered as one question.

Recommendation

The Board considers that the Resolutions as set out in the Notice are in the best interests of the Company and the Shareholders as a whole, and the Board unanimously recommends that Shareholders vote in favour of them, as they intend to do so in respect of their own shareholdings.

Yours faithfully

Phil White
Chairman

Part II – Notice of the 2021 Annual General Meeting

LOOKERS PLC (the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (“AGM”) of the Company will be held at the Manchester Airport Marriott Hotel, Hale Road, Hale Barns, Altrincham, WA15 8XW on 30 June 2021 at 10:00 a.m. for the following purposes:

RESOLUTIONS

Ordinary Business

As ordinary business, to consider and if thought fit pass the following resolutions which will be proposed as ordinary resolutions:

1. To elect Robin James Churchouse as a Director.
2. To elect Duncan Andrew McPhee as a Director.
3. To elect Paul Michael Van der Burgh as a Director.
4. To re-elect Philip Michael White as a Director
5. To re-elect Mark Douglas Raban as a Director.
6. To re-elect Victoria Grant Mitchell as a Director.

To transact any other ordinary business of the Company.

Special Business

As special business, to consider and if thought fit pass the following resolutions which will be proposed as to resolution 7 as an ordinary resolution and as to resolutions 8 to 11 as special resolutions:

Authority to allot shares

7. THAT, the Board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act (in substitution for any existing authority to allot shares):
 - (i) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £6,507,921, being approximately one-third of the issued share capital of the Company; and further

- (ii) to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary Shareholders where the equity securities respectively attributable to the interests of all ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them up to an aggregate nominal amount of £13,015,843, being approximately two-thirds of the issued share capital of the Company (such amount to be reduced by any allotments or grants made under resolution 7 (i)),

provided that such authority shall expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 30 June 2022) after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Authority to disapply pre-emption rights

8. THAT, if resolution 7 as set out in the Notice is passed, the Board be authorised pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the said Act) for cash under the general authority conferred by resolution 7 as set out in the Notice and/or empowered pursuant to section 573 of the said Act to sell ordinary shares (as defined in section 560 of the said Act) held by the Company as treasury shares (as defined in section 724 of the said Act) for cash, as if section 561(1) of the said Act did not apply to such allotment or sale, such authority to be limited to the allotment of equity securities or the sale of treasury shares:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) otherwise than under paragraph (i) above, up to a nominal amount of £976,188,

such authority to expire at the end of the next AGM of the Company after the passing of this resolution (or, if earlier, at the close of business on 30 June 2022), but in each case prior to its expiry, the Company may make offers or enter into agreements, which would or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires, and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

9. THAT, if resolution 7 as set out in the notice of this meeting is passed the Board be authorised pursuant to section 570 of the 2006 Act in addition to any authority granted under resolution 8 as set out in the Notice to allot equity securities (as defined in section 560 of the said Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561(1) of the said Act did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £976,188; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or another capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 30 June 2022) but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

10. THAT, the Company be generally and unconditionally authorised pursuant to section 701 of the 2006 Act, to make market purchases (as defined in section 693(4) of the 2006 Act) of up to 39,047,531 ordinary shares of 5p each in the capital of the Company (being approximately 10% of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
- (i) the amount paid for each share (exclusive of expenses) shall not be more than the higher of:
(1) 5% above the average of the middle market quotation for Ordinary Shares as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and highest current independent purchase bid as derived from the trading venue where the purchase was carried out, or less than 5p per share; and
 - (ii) the authority herein contained shall expire at the end of the AGM of the Company to be held in 2022 or on 30 June 2022, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

Calling general meetings on short notice

11. THAT, as permitted by section 307A of the 2006 Act, any general meeting of the Company (other than the AGM of the Company) shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association of the Company provided that the authority of this resolution shall expire at the end of the AGM of the Company to be held in 2022 (or, if earlier, at the close of business on 30 June 2022).

Dated 7 June 2021

By Order of the Board

Philip John Kenny
General Counsel and Company Secretary

Registered Office:

Lookers House, 3 Etchells Road,
West Timperley, Altrincham,
WA14 5XS, United Kingdom

Notes:

1. **Shareholders wishing to attend the meeting, should this be possible, are asked to register their attendance as soon as practicable by sending an email to Mr. Philip Kenny, General Counsel and Company Secretary, at generalmeetings@lookers.co.uk confirming their attendance. Rules around capacity at the venue and changes in health and safety requirements may mean Shareholders cannot ultimately attend the meeting.**
2. **Given the uncertainty around whether Shareholders will be able to attend the AGM, whether because the capacity at the venue does not allow for safety reasons related to COVID-19 restrictions or due to a change in the situation with the COVID-19 pandemic, we recommend that all Shareholders appoint the Chair of the meeting as proxy. This will ensure that your vote is counted even if attendance at the AGM is restricted or you or any other proxy you might appoint are unable to attend in person.**
3. Any member ordinarily entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member.
4. The appointment of a proxy does not preclude a member from attending and voting at the meeting in person, should they subsequently decide to do so.
5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the 2006 Act ("**Nominated Persons**"). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. In order to reduce the Company's environmental impact, members are encouraged to appoint a proxy electronically. This can be done by:
 - logging onto **www.signalshares.com** and submitting a proxy appointment online by following the instructions. If you have not previously done so, you will need to register. To do this, you will need your Investor Code detailed on your share certificate (or otherwise available from the Company's registrar, Link Group); or
 - submitting (if you are a CREST member) a proxy appointment electronically by using the CREST voting service.

Please note that proxy appointments must be received by no later than 10.00 a.m. on 28 June 2021 to be valid.

7. A member who would prefer a paper proxy form may request one from the Company's registrar by calling the helpline number below. A paper proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a copy certified by a notary or in some other way approved by the board) to Link Group, Central Square, 10th Floor, 29 Wellington Street, Leeds, LS1 4DL (the address must be completed in block capitals).

All proxy appointments must be received by no later than 10.00 a.m. on 28 June 2021 to be valid.

The Company's registrar, Link Group, can be contacted on its helpline number by calling 0371 664 0300 (calls are charged at the standard geographic rate and will vary by provider and calls outside the United Kingdom will be charged at the applicable international rate). If dialling from overseas please call +44 371 664 0300. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

8. Any member with the right to attend the AGM is entitled, pursuant to section 319A of the 2006 Act, to ask any question relating to the business being dealt with at the meeting. Shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to generalmeetings@lookers.co.uk. In addition, Shareholders who attend the 2021 AGM in person may pose questions to the Board in person. Shareholders who wish to pose questions in advance of the meeting (by sending an email to generalmeetings@lookers.co.uk) are encouraged to send their questions as soon as possible. The Company will, to the extent practicable, answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered; or (iii) the answer has already been given on a website in the form of an answer to a question. In the interests of efficiency and to avoid unnecessary repetition, if multiple questions are submitted with a common theme, they will be answered as one question. We will ensure, to the extent practicable, that answers to questions received by 10:00 a.m. 16 June 2021 are published on our website by 10.00 a.m. on 23 June 2021. The Company will endeavour to publish responses to any questions received after 16 June 2021 on the Company's website in advance of the AGM. A member may not use any electronic address provided by the Company in this document or in any accompanying document or on any website for communicating with the Company for any purpose in relation to the AGM other than as expressly stated in or on it.

9. From the date of this Notice and for the following two years the following information will be available on the Company's website and can be accessed at **www.lookersplc.com/investors**:
 - (i) the matters set out in this Notice;
 - (ii) the total numbers of shares in the Company and shares of each class, in respect of which members are entitled to exercise voting rights at the meeting; and
 - (iii) the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class.

Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this Notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.

10. The right of members to vote at the AGM is determined by reference to the register of members. As permitted by section 360B(3) of the 2006 Act and Regulation 41 of the Uncertificated Securities Regulations 2001, Shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at the close of business on 28 June 2021 in order to be entitled to attend (in ordinary circumstances) and vote at the 2021 AGM. Shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the 2021 AGM.

11. Copies of the service contracts and letters of appointment of each of the Directors are available for inspection at the registered office of the Company during usual business hours on any weekday (public holidays excluded) and at the place of the AGM from at least 15 minutes prior to and until the end of the AGM.

12. Background details of each Director who is being proposed for election or re-election by Shareholders, including their membership of Board committees, and their contributions to the Company are set out at page 17 to 20 of this document.
13. The total number of ordinary shares of 5p each in issue as at the date of this document was 390,475,317 Ordinary Shares and the total level of voting rights was 390,475,317, none of which were attached to shares held in treasury by the Company.
14. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in “the CREST voting service” section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (CREST proxy appointment instruction) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited (Euroclear), and must contain all the relevant information required by the CREST Manual. To be valid, 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 be transmitted so as to be received by Link Group (ID RA10), as the Company’s “issuer’s agent”, by no later than 10.00 a.m. on 28 June 2021. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message’s receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer’s agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
15. Pursuant to Chapter 5 of Part 16 of the 2006 Act (sections 527 to 531), where requested by either a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, the Company must publish on its website, a statement setting out any matter that such member or members propose to raise at the AGM.

Where the Company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company’s auditors no later than the time the statement is made available on the Company’s website, and the statement may be dealt with as part of the business of the AGM.

The request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the Company at least one week before the AGM.

Explanation of Resolutions

Explanation of Ordinary Business

Resolutions 1 to 6 – Election and re-election of Directors

In line with the UK Corporate Governance Code 2018, each of the Directors shall retire from office at the 2021 AGM. All of the Directors will be standing for re-election at the 2021 AGM, apart from Robin James Churchouse, Paul Van der Burgh and Duncan Andrew McPhee, who stand for election (this being the first AGM since their appointment to the Board), and Anna Catherine Bielby, who will not be standing for election on the basis that her fixed term interim contract ends at the end of June 2021. Anna will be staying with the Company to ensure timely delivery of the 2020 Accounts but will be leaving the Company shortly thereafter. It is not felt appropriate, therefore, for Anna to stand for election at the AGM.

Full biographies of all the Directors standing for election and re-election are set out at pages 17 – 20 of this document.

Explanation of Special Business

Resolutions 7 to 9 - Authority to allot shares and disapply pre-emption rights

The 2006 Act provides that Directors shall only allot shares with the authority of Shareholders granted in a general meeting. The authority given to the Directors at the last AGM to allot (or issue) shares pursuant to section 551 of the 2006 Act expires on the date of the 2021 AGM.

Resolution 7 (i) will be proposed as an ordinary resolution for the renewal of the Directors' general authority to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £6,507,921, representing approximately one third of the current issued share capital of the Company (excluding treasury shares). In addition, paragraph (ii) of resolution 7 seeks authority for the Directors to allot shares by way of a pre-emptive rights issue up to an aggregate nominal amount of £13,015,843, representing a two thirds of the current issued share capital of the Company (excluding treasury shares), and such amount to be reduced by any allotments or grants made under resolution 7 (i). The Directors have no present intention of exercising either of these authorities.

The Company held no shares in treasury as at 27 May 2021 being the last practicable date prior to publication of this document.

The 2006 Act also provides that any allotment of new shares for cash must be made pro rata to individual Shareholders' holdings, unless such provisions are disapplied under section 570 of the 2006 Act. The authority given to the Directors at the last annual general meeting to allot shares for cash pursuant to section 570 of the 2006 Act expires on the date of this year's AGM.

Resolution 8 will be proposed as a special resolution for the renewal of the Directors' authority to allot equity securities for cash, without first offering them to Shareholders pro rata to their holdings. This authority facilitates issues made by way of rights to Shareholders which are not strictly in accordance with section 561(1) of the 2006 Act, and authorises other allotments of up to a maximum aggregate nominal amount of £976,188 of shares, representing approximately 5% of the current issued ordinary share capital of the Company. This authority also allows the Directors, within the same aggregate limit, to sell for cash shares that may be held by the Company in treasury. The Directors have no present intention of exercising this authority.

Resolution 9 will be proposed as a special resolution. It will, in addition to any authority granted pursuant to resolution 8 above, give the Directors authority to allot equity securities free of pre-emption rights, up to a further maximum nominal value of £976,188, representing an additional 5% of the issued share capital, for transactions which the Board determines to be an acquisition or other specified capital investment.

The disapplication authority proposed by resolutions 8 and 9 is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the "**Pre-Emption Principles**"). The Pre-Emption Principles were revised in 2015 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the Company's issued ordinary share capital, provided that the Company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment. The Board therefore confirms, in accordance with the Pre-Emption Principles, that to the extent that the authority in paragraph (i) of resolution 9 is used for an issue of Ordinary Shares in addition to the amount referred to at paragraph (ii) of resolution 8, it intends that it will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

To reflect best practice, as set out in the Pre-Emption Group's monitoring report and template resolutions published in May 2016, resolutions 8 and 9 are proposed as two separate resolutions.

The Board also confirms, in accordance with the Pre-Emption Principles, that it does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period other than to existing Shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with Shareholders.

The authorities granted under resolutions 7, 8 and 9 will expire at the next annual general meeting (or, if earlier, at the close of business on 30 June 2022).

Resolution 10 - Own share purchases

Resolution 10 will be proposed as a special resolution for the renewal of the Company's authority to purchase its own shares in the market during the period until the next AGM of the Company for up to 39,047,531 Ordinary Shares, representing approximately 10% of the issued ordinary share capital of the Company. The price payable shall not be more than 5% above the average price of the middle market quotation as derived from the Daily Official List of London Stock Exchange plc for the Ordinary Shares for the five business days before the purchase is made and in any event not more than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase was carried out and not less than 5p per share, being the nominal value of the shares.

It is the Directors' intention only to exercise the authority to purchase the Company's shares where it would increase the earnings per share of those Ordinary Shares that are not re-purchased. This power will only be used if the Directors consider that to do so would be in the best interests of Shareholders generally. Save to the extent purchased pursuant to the regulations concerning treasury shares any Ordinary Shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced. The Company may hold in treasury any of its own Ordinary Shares that it purchases pursuant to the relevant regulations and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

As at 27 May 2021 (the last practicable date prior to the publication of this document) there were options or rights outstanding to subscribe for a total of 11,118,260 Ordinary Shares in the Company. This represents 2.85% of the issued share capital of the Company (excluding treasury shares) at that date and 3.16% of the issued share capital of the Company (excluding treasury shares) if the authority sought by this resolution were to be exercised in full.

Resolution 11 - Calling general meetings on 14 clear days' notice

Section 307A of the 2006 Act provides that a general meeting of companies such as ours, must be called by at least 21 days' notice but may be called by at least 14 days' notice if three conditions are met.

The three conditions are that:

- (a) the meeting is not an AGM;
- (b) the company offers "the facility for Shareholders to vote by electronic means accessible to all Shareholders". This condition is met if there is a facility to appoint a proxy by means of a website; and
- (c) Shareholders have approved the holding of general meetings on 14 clear days' notice by passing a special resolution at the previous AGM or at a general meeting held since then.

The Directors consider it desirable that they have the option to call general meetings of the Company, other than the AGM, on at least 14 clear days' notice if there are circumstances where that is appropriate. Resolution 11, which will be proposed as a special resolution, will implement this proposal and the authority of this resolution will expire at the end of the next AGM (or, if earlier, at the close of business on 30 June 2022).

Part III – Definitions

“2006 Act” means the Companies Act 2006

“2020 Accounts” means the Annual Report and Accounts of the Company for the financial year ended 31 December 2020

“AGM” means the 2021 annual general meeting of the Company

“Board” means the board of Directors of the Company

“Company” means Lookers plc

“CREST” means the paperless settlement procedure operated by Euroclear enabling system securities to be evidenced otherwise than by certificates and transferred otherwise than by written instrument

“CREST Manual” means the rules governing the operation of CREST as published by Euroclear

“Directors” means the directors of the Company

“Financial Conduct Authority” or **“FCA”** means the Financial Conduct Authority of the United Kingdom

“Form of Proxy” means the form of proxy enclosed with this document for use by Shareholders in connection with the AGM

“FSMA” means the Financial Services and Markets Act 2000, as amended

“Group” means the Company and each of its subsidiaries, as such term is defined in section 1159 of the 2006 Act

“Listing Rules” means the listing rules made by the FCA under Part VI of FSMA (as set out in the FCA Handbook), as amended

“Notes” means the notes to the Notice, set out on pages 10 to 15 of Part II of this document

“Notice” means the Notice of 2021 AGM set out in Part II of this document

“Ordinary Shares” means the ordinary shares of 5p each in the capital of the Company

“Shareholders” means the shareholders of the Company

Directors' biographies

The Chairman (and the Senior Independent Director in respect of the Chairman) has confirmed that, based on their performance during 2020, all of the Directors remain committed to the role and the individual performance and contribution of all Directors continues to be effective.

In compliance with the UK Corporate Governance Code, the Company ensures that its non-executive directors have sufficient time to fulfil their obligations. This is assessed when a director is appointed and also in the event of there being a material change to an individual's circumstances.

The biographies set out below summarise the skills, competence and experience of each of the Directors, highlighting their individual contributions to the Board and their composite expertise.

Phil White CBE, Non-Executive Chairman

Appointed: September 2006 (Non-Executive Chairman), November 2019 (interim Executive Chairman until 31 March 2020 when he returned to his Non-Executive role). Phil White once again took on the interim role of Executive Chairman on 1 July 2020 in order to guide the business through the restoration of its premium listing on the Official List of the London Stock Exchange. Following release of the interim results on 29 January 2021, he returned to his position as Non-Executive Chairman.

Membership: PLC (Chair), NomCo (Chair), RemCo

Skills and Experience

- Qualified chartered accountant
- Considerable board governance experience, at both non-executive and executive level

Phil was chief executive of National Express plc for nearly 10 years until 2006. Prior to this, Phil joined West Midlands Travel Limited as finance director in 1994 before taking on the role of managing director in 1995 where he stayed for two years until his promotion at National Express Group. Phil brings his wealth of experience as a chair of FTSE and other companies to the Group, ensuring board effectiveness and corporate governance.

Within the Board, he helps ensure clarity, critical thinking, constructive debate and challenge and the running of an effective Board. Externally, he ensures there is effective engagement with our investors over our strategy, long-term sustainability and corporate governance.

External Appointments:

- Non-executive director of VP plc
- Non-executive director of Vibroplant Trustees Limited
- Non-executive director of Vantage Motor Group Limited
- Non-executive director of Vantage Garages (Blackburn) Limited
- Non-executive director of Vantage Motor Group Automotive Limited
- Non-executive director of Vantage Motor Group Holdings Limited

Victoria Mitchell, Non-Executive Director, Chair of LMGB and Interim Chair of RemCo

Appointed: December 2019

Membership: PLC, LMGB (Chair), ARC, NomCo, RemCo (Interim Chair)

Skills and Experience

- Experienced chief operating officer
- Strong risk and legal experience

Victoria has a 30-year history of working in the financial services industry. She is skilled in financial services and risk management.

Victoria was formerly chief operating officer of Capital One (Europe) plc after previously holding the positions of chief risk officer and chief legal counsel.

As well as her legal background, Victoria also brings board experience across operations and risk within the financial services sector. Victoria's deep regulatory experience and understanding of regulation and risk in the financial services sector is of the utmost importance to the long-term sustainability of the Group.

External Appointments:

- Non-executive director of The West Bromwich Building Society
 - Non-executive director of N Brown Group plc
-

Robin Churchouse, Non-Executive Director and Chair of ARC

Appointed: December 2020

Membership: PLC, LMGB, ARC (Chair), NomCo, RemCo

Skills and Experience

- Qualified chartered accountant and experienced chief financial officer, with a background in risk and operations management
- Extensive financial services regulatory experience, alongside a track record in mergers and acquisitions and strategic consulting

Robin has over 30 years' financial services experience in leading and advising finance, risk, operational and strategic teams in a wide range of regulated financial services organisations. Most recently, he was chief financial officer of Yorkshire Building Society, having held a variety of senior executive roles there after working as a finance and a commercial director for a number of mortgage servicing companies, and as both a strategy consultant and financial services regulator. Robin graduated in law at Cambridge and qualified as a chartered accountant with Price Waterhouse.

Robin's experience as an accountant and his strong professional and financial services background are key attributes to the long-term sustainability of the Group.

External Appointments:

- Non-executive director of Belmont Green Finance Limited
 - Non-executive director of Commercial and Northern Limited
-

Mark Raban, Chief Executive Officer

Appointed: July 2019 (CFO) (February 2020 (CEO))

Membership: PLC, LMGB, ExCo, OpsCo

Skills and Experience

- 30 years' retail experience
- Significant experience with acquisitions, integration and disposals

Mark has 30 years' retail experience including Finance and acquisitions director at Inchcape Retail Limited, finance & commercial director at Care UK and finance director at Selfridges. Mark played a significant role in the IPO of Marshall Motor Holding and its subsequent growth in his role as chief financial officer.

Mark is a natural leader and motivator of people at all levels, with an ability to create high performing teams. His deep sector knowledge, strong manufacturer and partner relationships, and strategic mindset make him a strong and invaluable Chief Executive Officer of the Group.

Mark supplements these talents with significant finance experience including financial planning and analysis; business development initiatives and project management; working capital improvement, cash management and debt financing; turnaround and performance improvement.

External Appointments:

- Director of Precise Finance Limited
-

Duncan McPhee, Chief Operating Officer

Appointed: January 2021

Membership: PLC, LMGB, ExCo, OpsCo

Skills and Experience

- 25 years' retail operations experience

Duncan has over 25 years of experience in the motor retail industry including spending the last 12 years at Lookers in a number of senior management roles, the previous nine years at Franchise Director level and most recently, he has been Chief Retail Operations Officer with responsibility for the dealership portfolio and OEM relationships. Before joining Lookers, he spent 10 years with Arnold Clark in Scotland, including five years as general manager.

Duncan's deep sector expertise and insight is of paramount importance to the Board. His strategic thought, customer centric mindset and pragmatic approach are a real asset to the long-term sustainability of the Group.

External Appointments:

- Director of Bryn Edwin Management Company Limited
-

Paul Van der Burgh, Non-Executive Director and Senior Independent Director

Appointed: April 2021

Membership: PLC, LMGB, ARC, NomCo, RemCo

Skills and Experience

- Highly experienced in the global automotive industry
- 35 years' experience, with senior executive positions at leading multinational brands around the world

Paul has extensive experience in the global automotive industry, having held senior executive positions at leading multinational brands around the world for 20 years.

He spent 15 years at Toyota and Lexus, most recently as the president and managing director of Toyota (GB). Prior to this, Paul held a variety of roles at Ford in the UK and the Americas. Paul has also been an executive director of the Society of Motor Manufacturers & Traders.

He is well known and highly respected throughout the motor industry for all he has achieved in his career. His in-depth understanding of the industry and the changing dynamics in the market are invaluable to the long-term sustainability of the Group.

External Appointments:

- None
-

Key:

- PLC: Board of Directors of Lookers plc
- ARC: Audit and Risk Committee
- NomCo: Nomination Committee
- RemCo: Remuneration Committee
- LMGB: Board of Directors of Lookers Motor Group Limited
- ExCo: Executive Committee
- OpsCo: Operations Committee