

**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 duly authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.**

If you sell or transfer, or have sold or otherwise transferred, all of your Ordinary Shares, please send this document together with the accompanying Proxy Form as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer is or was effected for onward transmission to the purchaser or transferee, save that you should not forward or transmit such documents in or into any jurisdiction in which to do so would constitute a violation of that jurisdiction's relevant laws. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain this document and the accompanying Proxy Form.

This document is being sent to you solely for the purpose of convening the Annual General Meeting referred to below and to provide information to you as a member of the Company to help you to decide how to cast your vote in respect of the Resolutions. No reliance may be placed on this document for any other purpose.



*(Registered in England and Wales with registered number 05984855)*

## **Notice of 2015 Annual General Meeting**

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**Your attention is drawn to the letter from the Chairman of the Company which is set out in part 1 of this document, which includes a recommendation that you vote in favour of the Resolutions to be proposed at the Annual General Meeting to be held at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA at 10.00 a.m. on 23 July 2015.**

Notice of the Annual General Meeting is set out in part 2 of this document. A Proxy Form for use in connection with the Annual General Meeting accompanies this document and should be completed by Shareholders and returned in accordance with the instructions printed thereon as soon as possible and in any event to be received by no later than 10.00 a.m. on 21 July 2015. If you hold Ordinary Shares through CREST you may appoint a proxy by completing and transmitting a CREST proxy instruction to Capita Asset Services (CREST participant ID RA 10) so that it is received by no later than 10.00 a.m. on 21 July 2015. Completion and return of a Proxy Form or CREST proxy instruction will not preclude Shareholders from attending and voting in person at the AGM should they subsequently wish to do so.

Copies of this document, the service agreements or letters of appointment of each of the Directors, and any applicable deeds of indemnity relating to the Directors will be available for inspection free of charge during normal business hours on any week day (except Saturdays, Sundays and public holidays) at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA from the date of this notice until the conclusion of the AGM.

Copies of this document are also available during such period at the Company's website: [www.vertumotors.com/investors](http://www.vertumotors.com/investors)

## CONTENTS

	<i>Page</i>
Contents and Expected Timetable	2
Definitions	3
<b>Part 1:</b> Letter from Chairman of the Company	4
<b>Part 2:</b> Notice of Annual General Meeting	7

## EXPECTED TIMETABLE

Posting of this document and Proxy Form to Shareholders	29 June 2015
Latest time and date for receipt of Proxy Forms for the Annual General Meeting	10.00 a.m. on 21 July 2015
Record Date for the Annual General Meeting	6.00 p.m. on 21 July 2015
Annual General Meeting	10.00 a.m. on 23 July 2015
Proposed date for payment of final dividend	28 July 2015

*Note: Each of the dates and times in the above timetable are subject to change. All times stated are British Summer Time.*

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>Act</b>	the Companies Act 2006, as amended
<b>AGM or Annual General Meeting</b>	the annual general meeting of the Company to be held at the registered offices of the Company at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA at 10.00 a.m. on 23 July 2015, or any adjournment thereof, notice of which is set out in part 2 of this document
<b>AGM Notice</b>	the notice of the AGM set out in part 2 of this document
<b>Board or Directors</b>	the directors of the Company
<b>Business Day</b>	any day other than a Saturday, Sunday or public holiday on which banks are open in the City of London for the transaction of general commercial business
<b>certificated or in certificated form</b>	an Ordinary Share which is not in uncertificated form (that is, not in CREST)
<b>Company</b>	Vertu Motors plc (registered number 05984855)
<b>CREST</b>	the relevant systems (as defined in the CREST Regulations) for paperless settlement of share transfers and the holding of shares in uncertificated form of which Euroclear is the operator as defined by the CREST Regulations
<b>Directors' Remuneration Report</b>	the directors' remuneration report for the year ended 28 February 2015, which is set out on pages 53 to 57 (inclusive) of the Company's 2015 Annual Report
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001, as amended
<b>Existing Share Capital</b>	the 340,927,585 Ordinary Shares currently in issue as at the date of this document
<b>Euroclear</b>	Euroclear UK & Ireland Limited
<b>Group</b>	the Company and its subsidiary undertakings (as defined in the Act)
<b>Ordinary Shares</b>	ordinary shares of 10p each in the capital of the Company
<b>Proxy Form</b>	the form of proxy enclosed with this document for use by Shareholders in connection with the AGM
<b>Resolutions</b>	the resolutions to be proposed at the AGM as set out in the AGM Notice
<b>Shareholders</b>	holders from time to time of Ordinary Shares
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>uncertificated or in uncertificated form</b>	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

*All references in this document to £ or p are to the lawful currency of the United Kingdom.*

## PART 1 – LETTER FROM THE CHAIRMAN OF THE COMPANY



(Registered in England and Wales with registered number 05984855)

### **Registered office:**

Vertu House  
Fifth Avenue Business Park  
Team Valley  
Gateshead  
Tyne and Wear  
NE11 0XA

29 June 2015

Dear Shareholder

### **2015 Annual General Meeting**

#### **Introduction**

I enclose, in part 2 of this document, the formal notice of the Annual General Meeting of the Company which is to be held at the registered offices of the Company at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA at 10.00 a.m. on 23 July 2015.

I hope to see as many of you as possible at the AGM, which is the main opportunity each year for the Board to engage with shareholders, to answer your questions and to listen to your views.

#### **Summary of the resolutions to be proposed at the Annual General Meeting**

At the AGM, the following resolutions will be proposed:

##### **Resolution 1 – Annual Report and Accounts (ordinary resolution)**

Company law requires the Directors to present to Shareholders the Company's and Group's annual accounts for the year ended 28 February 2015, together with their report and the auditors' report, all of which are contained within the Group's 2015 Annual Report.

##### **Resolution 2 – Reappointment of the auditors (ordinary resolution)**

The Company is required to appoint auditors at each annual general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. At the AGM shareholders will be asked to confirm the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors.

##### **Resolution 3 – Authority for the Directors to fix the auditors' remuneration (ordinary resolution)**

This resolution will authorise the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors.

#### **Resolution 4 – Declaration of a final dividend (ordinary resolution)**

Shareholders are being asked to approve and declare a final dividend of 0.7p per Ordinary Share for the year ended 28 February 2015. If approved and declared at the AGM, the final dividend will be paid on 28 July 2015 to all holders of Ordinary Shares on the register of members of the Company at the close of business on 26 June 2015.

#### **Resolutions 5, 6, 7 and 8 – Re-election of Directors (ordinary resolutions)**

The articles of association of the Company require that, at the AGM, newly appointed Directors and one third of all the other Directors shall retire by rotation. At the AGM Kenneth Lever, Peter Jones, Michael Sherwin and William Teasdale will retire and will offer themselves for re-election. David Forbes will retire and will not offer himself for re-election. Resolutions 5, 6, 7 and 8 propose the re-election of Kenneth Lever, Peter Jones, Michael Sherwin and William Teasdale respectively, as directors.

#### **Resolution 9 – Approval of the Directors' Remuneration Report (ordinary resolution)**

The purpose of resolution 9 is to approve the Directors' Remuneration Report, set out on pages 53 to 57 (inclusive) of the Annual Report and Accounts for the year ended 28 February 2015.

#### **Resolution 10 – Authority to allot shares (ordinary resolution)**

This resolution proposes to grant the Directors authority under section 551 of the Act to allot shares or grant such subscription or conversion rights up to a maximum aggregate nominal value of £22,727,000 representing approximately two-thirds of the Existing Share Capital, but subject to the proviso that half of such sum (being shares with an aggregate nominal value of £11,363,500) may only be allotted in connection with a rights issue or similar pre-emptive share issue. Resolution 10 replaces the authority to allot shares passed at the annual general meeting of the Company held on 24 July 2014.

#### **Resolution 11 – Disapplication of pre-emption rights (special resolution)**

Resolution 11 asks shareholders to grant the Directors authority to allot equity securities or to sell treasury shares for cash in connection with a rights issue or otherwise, on a non pre-emptive basis, up to an aggregate nominal value of £1,704,000, being approximately 5% of the Existing Share Capital. This resolution replaces the authority granted to the Directors at last year's annual general meeting. The Directors believe that an authority to issue up to approximately 5% of the Company's issued share capital for cash without first offering the securities to existing holders is in the best interests of Shareholders as a whole as it will give the Company flexibility to access funds at short notice if required to take advantage of strategic opportunities that create shareholder value.

#### **Resolution 12 – Purchases of own shares by the Company (special resolution)**

Resolution 12 seeks authority for the Company to make market purchases of up to 34,090,000 of its own Ordinary Shares, representing approximately 10% of the Existing Share Capital. The price payable must not be more than 5% above the average market value of an Ordinary Share for the five Business Days before the purchase is made and, in any event, not less than 10p per share, being the nominal value of each Ordinary Share. It is the Directors' intention only to exercise this authority where it would increase the earnings per share of those Ordinary Shares that are not re-purchased. The Company intends either to cancel such shares or to hold them in treasury. This power will only be used if the Directors consider that to do so would be in the best interests of Shareholders generally. Resolution 12 would replace a similar resolution passed at the 2014 annual general meeting of the Company.

## **Proxy Form**

If you are unable to attend the AGM, a Proxy Form is enclosed for you to complete (according to the instructions printed on it) and return to be received by no later than 10.00 a.m. on 21 July 2015. Completion and submission of the Proxy Form will not prevent you from attending and voting at the AGM if you subsequently find that you are able to do so. CREST Members can cast their votes using CREST electronic proxy voting (further details of which are set out in note 7 on page 10 of the AGM Notice).

## **Recommendation**

**Your Directors believe that the Resolutions are in the best interests of the Company and Shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of each Resolution, as they intend to do in respect of their own beneficial holdings in the Company.**

Yours faithfully

**Peter Jones**

*Non-executive Chairman*

## PART 2 – NOTICE OF ANNUAL GENERAL MEETING



(Registered in England and Wales with registered number 05984855)

Notice is hereby given that an annual general meeting of Vertu Motors plc (the **Company**) will be held at Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA at 10.00 a.m. on 23 July 2015 for the purposes set out below.

In this Notice, references to the **directors** shall be construed as references to the directors of the Company from time to time.

### Ordinary Business

1. To receive the accounts for the financial year ended 28 February 2015, together with the reports of the directors and of the auditors thereon.
2. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the directors of the Company to determine the remuneration of the auditors of the Company.
4. To declare a final dividend for the financial year ended 28 February 2015 of 0.7p per ordinary share of 10p in the capital of the Company, to be paid on 28 July 2015 to members whose names appear on the register of members in respect of such shares at the close of business on 26 June 2015.
5. To elect a director Peter Jones, who retires in accordance with the Company's articles of association and who is eligible for election.
6. To elect as a director Kenneth Lever, who retires in accordance with the Company's articles of association and who is eligible for election.
7. To re-elect as a director Michael Sherwin, who retires in accordance with the Company's articles of association and who is eligible for re-election.
8. To re-elect as a director William Teasdale, who retires in accordance with the Company's articles of association and who is eligible for re-election.
9. To approve the directors' remuneration report for the financial year ended 28 February 2015.

### Special Business

As special business, to consider and, if thought fit, pass the following resolutions, which will be proposed as to resolution 10 as an **ordinary resolution** and as to resolutions 11 and 12 as **special resolutions** of the Company:

10. THAT, subject to and in accordance with article 15.1 of the articles of association of the Company, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **Act**) to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (**Rights**):
  - 10.1 up to an aggregate nominal amount of £11,363,500; and

10.2 up to an additional aggregate nominal amount of £11,363,500 provided that such Rights are offered by way of a rights issue to holders of ordinary shares of 10p each in the capital of the Company (**Ordinary Shares**) on the register of members at such record date(s) as the directors may determine, where the shares or equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective number of Ordinary Shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter

and provided that:

- (a) save as referred to in paragraphs (b) and (c) below, this authority shall, unless renewed, varied or revoked by the Company, expire on 23 October 2016 or, if earlier, the conclusion of the next annual general meeting of the Company;
- (b) the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted, and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
- (c) this resolution revokes and replaces all unexercised authorities previously granted to the directors in accordance with section 551 of the Act to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

11. THAT, subject to the passing of resolution 10 set out in the notice of this meeting, the directors be given the general power in accordance with section 570 of the Act to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 10 set out in this notice of meeting or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that:

11.1 this power shall be limited to:

11.1.1 the allotment of equity securities in connection with an offer by way of a rights issue:

- (a) to the holders of ordinary shares of 10p each in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

11.1.2 the allotment (otherwise than pursuant to paragraph 11.1.1 above) of equity securities up to an aggregate nominal amount of £1,704,000;

11.2 the power granted by this resolution will expire on 23 October 2016 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and

- 11.3 this resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.
12. THAT the Company be and is generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 (the **Act**), to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company (**Ordinary Shares**) on such terms and in the manner as the directors of the Company may from time to time determine provided that:
- 12.1 the maximum aggregate number of Ordinary Shares authorised to be purchased is 34,090,000 (representing approximately 10% of the Company's issued ordinary share capital as at the date of this notice);
- 12.2 the minimum price which may be paid for such Ordinary Shares shall be 10p per share;
- 12.3 the maximum price which may be paid for an Ordinary Share shall not be more than 5% above the average market value of an Ordinary Share for the five business days immediately preceding the date on which the contract for the purchase is made;
- 12.4 unless previously renewed, varied or revoked, the authority conferred shall expire on 23 October 2016 or, if earlier, at the conclusion of the Company's next annual general meeting provided that:
- 12.4.1 the Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to its expiry which will or may be executed wholly or partly after the expiry of this authority; and
- 12.4.2 the Company may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

Dated: 29 June 2015

**By Order of the Board**

Registered Office:

**Karen Anderson**  
Company Secretary

Vertu House  
Fifth Avenue Business Park  
Team Valley  
Gateshead  
Tyne and Wear  
NE11 0XA

**Notes:**

**Appointment of proxies**

1. If you are a member of the Company at the time set out in note 11 below, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the annual general meeting and you should have received a proxy form with this notice of meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Capita Asset Services on 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday.) or, if calling from outside the UK, on +44 20 8639 3399. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the annual general meeting to represent you. Details of how to appoint the Chairman of the annual general meeting or another person as your proxy using the proxy form are set out in the notes on that proxy form. If you wish your proxy to speak on your behalf at the annual general meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

3. You may appoint more than one proxy, provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the enclosed proxy form.
4. Appointment of a proxy does not preclude you from attending the annual general meeting and voting in person. If you have appointed a proxy and attend the annual general meeting in person, your proxy appointment will automatically be terminated.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. 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 or any adjournment thereof.

#### **Appointment of proxy using hard copy proxy form**

6. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - received by the Company's Registrars no later than 10.00 a.m. on 21 July 2015 or, if this annual general meeting is adjourned, not less than 48 hours before the time of the adjourned meeting.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

#### **Appointment of proxies through CREST**

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting convened by this notice and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified in note 6 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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 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.

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.

### **Appointment of proxy by joint members**

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Termination of proxy appointments**

9. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a shareholder which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Asset Services no later than 10.00 a.m. on 21 July 2015.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

### **Alteration of proxy appointments**

10. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Entitlement to attend and vote**

11. Only those members registered on the Company's register of members at 6.00 p.m. on 21 July 2015 or, if the annual general meeting is adjourned, at 6.00 p.m. two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Such 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 meeting.

### **Corporate representatives**

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### **Documents on display**

13. Copies of this document and the service contracts or letters of appointment and deeds of indemnity of each of the directors will be available for inspection at the offices of Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the conclusion of the annual general meeting.

### **Biographical details**

14. Other than for Kenneth Lever, biographical details of each director of the Company who is being proposed for election or re-election by shareholders, including their membership of board committees, are set out in the annual report and accounts posted to shareholders with this notice.

15. Kenneth Lever was appointed as a non-executive director with effect from 1 June 2015. Kenneth is an ex-partner of Arthur Andersen and has held senior executive director roles in many listed companies including Alfred McAlpine plc, Albright & Wilson plc and Tomkins plc. Kenneth was CFO of Numonyx in Switzerland from April 2008 to September 2010, and has been CEO of Xchanging plc since June 2011. Kenneth is a non-executive director of FM International. From 2007 to 2013, Kenneth was a Member of the Accounting Council of the Financial Reporting Council.

Kenneth is a member of the audit, remuneration and nomination committees of the Company.

### **Communication**

16. Except as provided above, members who have general queries about the annual general meeting should contact the Company Secretary at Vertu Motors plc, Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA or on 0191 491 2121 (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the Chairman's letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated.

### **Share capital**

17. As at 6pm on 12 June 2015, the Company's issued share capital comprised the Existing Share Capital. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 June 2015 is 340,927,585.