



## **AHG ANNUAL GENERAL MEETING**

15 November 2013

Automotive Holdings Group (ASX: AHE) is pleased to report the results of its Annual General Meeting held today in Perth.

The Company is pleased all resolutions were passed but disappointed to note the level of negative votes against the Remuneration Report, which effectively delivers a “first strike.”

The Chairman, Mr David Griffiths, said the majority of Shareholders and advisers had supported the resolution.

“But it is disappointing, given the work the Company has done since 2011 to restructure executive remuneration,” he said.

“It’s puzzling when you consider that more than 90% of Shareholders who voted overwhelmingly supported all other resolutions, including the granting of the Managing Director’s Performance Rights and an increase in Non-Executive Directors fees.

“The Board appreciates the significant level of support from the majority of our Shareholders and believes the Company’s remuneration levels reflect the complexity and responsibility of executive roles and are already heavily weighted towards performance.”

Mr Griffiths said the Board would continue to engage with shareholders to understand their concerns.

### **POLL RESULT ON ALL RESOLUTIONS:**

#### **1.1) Re-election of Mr David Griffiths**

	<b>Number</b>	<b>%</b>
Votes cast ‘FOR’ the motion	176,136,467	99.82
Votes cast ‘AGAINST’ the motion	313,987	0.18
<b>TOTAL VOTES CAST</b>	<b>176,450,454</b>	<b>100.00</b>
Votes "Abstained"	20,567,086	

The resolution was carried as an ordinary resolution.

### Re-election of Mr Peter William Stancliffe

1.2)

	Number	%
Votes cast 'FOR' the motion	195,314,803	99.61
Votes cast 'AGAINST' the motion	<u>773,209</u>	<u>0.39</u>
TOTAL VOTES CAST	<u>196,088,012</u>	<u>100.00</u>
Votes "Abstained"	929,528	

The resolution was carried as an ordinary resolution.

### Adoption of remuneration report

2)

	Number	%
Votes cast 'FOR' the motion	105,712,913	61.89
Votes cast 'AGAINST' the motion	<u>65,107,565</u>	<u>38.11</u>
TOTAL VOTES CAST	<u>170,820,478</u>	<u>100.00</u>
Votes "Abstained"	20,869,538	

The resolution was carried as an ordinary resolution.

### Approval for increase to non-executive Director's remuneration cap

3)

	Number	%
Votes cast 'FOR' the motion	171,586,750	89.78
Votes cast 'AGAINST' the motion	<u>19,531,315</u>	<u>10.22</u>
TOTAL VOTES CAST	<u>191,118,065</u>	<u>100.00</u>
Votes "Abstained"	266,842	

The resolution was carried as an ordinary resolution.

### Grant of performance rights to Mr Bronte Howson

4)

	Number	%
Votes cast 'FOR' the motion	169,833,168	98.85
Votes cast 'AGAINST' the motion	<u>1,979,959</u>	<u>1.15</u>
TOTAL VOTES CAST	<u>171,813,127</u>	<u>100.00</u>
Votes "Abstained"	19,947,315	

The resolution was carried as an ordinary resolution.

**5) Adoption of proportional takeover provisions**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	195,585,103	99.88
Votes cast 'AGAINST' the motion	234,063	0.12
<b>TOTAL VOTES CAST</b>	<b>195,819,166</b>	<b>100.00</b>
Votes "Abstained"	1,198,374	

The resolution was carried as a special resolution.

**6.1) Amendments to reflect changes to the Corporations Act in relation to dividends**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	195,973,536	99.94
Votes cast 'AGAINST' the motion	113,045	0.06
<b>TOTAL VOTES CAST</b>	<b>196,086,581</b>	<b>100.00</b>
Votes "Abstained"	930,959	

The resolution was carried as a special resolution.

**6.2) Amendments to reflect changes ASX entities and rules**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	196,007,499	99.96
Votes cast 'AGAINST' the motion	76,332	0.04
<b>TOTAL VOTES CAST</b>	<b>196,083,831</b>	<b>100.00</b>
Votes "Abstained"	933,709	

The resolution was carried as a special resolution.

**6.3) Amendments to Director rotation provisions to align them with ASX Listing Rules requirements**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	196,051,699	99.96
Votes cast 'AGAINST' the motion	76,332	0.04
<b>TOTAL VOTES CAST</b>	<b>196,128,031</b>	<b>100.00</b>
Votes "Abstained"	889,509	

The resolution was carried as a special resolution.

**About AHG** Automotive Holdings Group Limited (ASX: AHE) is a diversified automotive retailing and logistics group with operations in every Australian mainland state and in New Zealand. The Company is Australia's largest automotive retailer, with operations in Western Australia, New South Wales, Queensland and Victoria.

AHG's logistics businesses operate throughout Australia via subsidiaries Rand Transport and Harris Refrigerated Transport (transport and cold storage), AMCAP and Cova (motor parts and industrial supplies distribution), VSE (vehicle storage and engineering), Genuine Truck Bodies (body building services to the truck industry), and KTM Sportmotorcycles (motorcycle importation and distribution in Australia and New Zealand).

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