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carsales  com Ltd

2023 AGM Proxy Positions

27 October 2023



Adoption of FY23 Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That the Company's Remuneration Report for the financial year ended 30 June 2023 be adopted.

The Chair intends voting the open and undirected proxies in favour of the resolution.

Proxies

In respect of this item of business, the following proxies have been received:

| | |
|----------------|-------------|
| For | 233,546,957 |
| Against | 43,171,585 |
| Open - Useable | 399,306 |
| Abstained | 31,341 |
| Excluded | 5,404,840 |

Item 3(a)

Re-election of Mr. Patrick O'Sullivan

To consider and if thought fit, pass the following resolution as an ordinary resolution:

That Mr. Patrick O'Sullivan, being a Director of the Company who retires by rotation in accordance with Article 17.1 and 17.2 of the Company's constitution and, being eligible offers himself for re-election, be re-elected as a Director of the Company.

The Chair intends voting the open and undirected proxies in favour of the resolution.

Proxies

In respect of this item of business, the following proxies have been received:

| | |
|----------------|-------------|
| For | 205,405,817 |
| Against | 76,136,055 |
| Open - Useable | 400,394 |
| Abstained | 611,753 |
| Excluded | 0 |

Item 3(b)

Re-election of Mr. Walter Pisciotta OAM

To consider and if thought fit, pass the following resolution as an ordinary resolution:

That Mr. Walter Pisciotta OAM, being a Director of the Company who retires by rotation in accordance with Article 17.1 and 17.2 of the Company's constitution and, being eligible offers himself for re-election, be re-elected as a Director of the Company

The Chair intends voting the open and undirected proxies in favour of the resolution.

Proxies

In respect of this item of business, the following proxies have been received:

| | |
|----------------|-------------|
| For | 271,129,985 |
| Against | 10,969,178 |
| Open - Useable | 399,847 |
| Abstained | 55,009 |
| Excluded | 0 |

Item 3(c)

Election of Ms. Susan Massasso

To consider and if thought fit, pass the following resolution as an ordinary resolution:

That Ms. Susan Massasso, who was appointed as a Director of the Company effective 14 June 2023, and being eligible under the Company's constitution, be approved as a Director of the Company.

The Chair intends voting the open and undirected proxies in favour of the resolution.

Proxies

In respect of this item of business, the following proxies have been received:

| | |
|----------------|-------------|
| For | 281,029,807 |
| Against | 1,088,023 |
| Open - Useable | 400,673 |
| Abstained | 35,516 |
| Excluded | 0 |

Item 4(a)

Grant of Rights to the MD and CEO, in respect of the FY23 STI

To consider and if thought fit, pass the following resolution:

That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of up to 23,465 Rights over Shares in the Company to Mr. Cameron McIntyre, in respect of the FY23 STI award, in accordance with the terms of the Company's Option Plan and as set out in the Explanatory Memorandum below.

The Chair intends voting the open and undirected proxies in favour of the resolution.

Proxies

In respect of this item of business, the following proxies have been received:

| | |
|----------------|-------------|
| For | 277,705,539 |
| Against | 3,918,491 |
| Open - Useable | 381,706 |
| Abstained | 71,173 |
| Excluded | 477,110 |

Item 4(b)

Grant of Performance Rights to the MD and CEO, in respect of the FY24-26 LTI

To consider and if thought fit, pass the following resolution:

That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of up to 124,737 Performance Rights over Shares in the Company to Mr. Cameron McIntyre, in respect of the FY24-26 LTI award, in accordance with the terms of the Company's Option Plan and as set out in the Explanatory Memorandum below.

The Chair intends voting the open and undirected proxies in favour of the resolution.

Proxies

In respect of this item of business, the following proxies have been received:

| | |
|----------------|-------------|
| For | 272,846,641 |
| Against | 8,767,779 |
| Open - Useable | 385,669 |
| Abstained | 76,820 |
| Excluded | 477,110 |

Item 5

Change of Company Name

To consider and if thought fit, pass the following resolution as a **special resolution**:

That, for the purposes of sections 136(2) and 157(1) of the Corporations Act 2001 (Cth) and for all other purposes, the name of the Company be changed from "carsales.com Limited" to "CAR Group Limited" and the Company's constitution be modified by replacing all references to "carsales.com Limited" with references to "CAR Group Limited", with effect from the date on which ASIC alters the details of the Company's registration and as set out in the Explanatory Memorandum below.

The Chair intends voting the open and undirected proxies in favour of the resolution.

Proxies

In respect of this item of business, the following proxies have been received:

| | |
|----------------|-------------|
| For | 279,599,469 |
| Against | 1,443,705 |
| Open - Useable | 1,389,497 |
| Abstained | 121,358 |
| Excluded | 0 |