

The background of the slide is a photograph of a semi-truck driving on a two-lane road that curves into the distance. The scene is set at sunset or sunrise, with a dramatic sky filled with dark, heavy clouds and a bright, glowing light source on the horizon that creates a lens flare effect. The landscape is arid with sparse vegetation. The text is overlaid on the left side of the image.

carsales  com Ltd

# 2022 AGM Proxy Positions

28 October 2022

## Item 2

### **Adoption of FY22 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 2022 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	262,493,909
Against	12,391,104
Open - Useable	4,207,136
Abstained	162,303
Excluded	1,441,194

## Item 3(a)

### Re-election of Ms Kim Anderson

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

*That Ms. Kim Anderson, 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 herself 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	244,138,715
Against	32,219,532
Open - Useable	4,200,772
Abstained	136,627
Excluded	0

## Item 3(b)

### Re-election of Mr David Wiadrowski

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

*That Mr. David Wiadrowski, 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	268,113,050
Against	5,883,637
Open - Useable	4,201,182
Abstained	2,497,777
Excluded	0



## Item 4(a)

### **Grant of Rights to the MD and CEO, in respect of the FY22 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 22,653 Rights over Shares in the Company to Mr. Cameron McIntyre, in respect of the FY22 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	272,207,489
Against	4,125,935
Open - Useable	4,193,338
Abstained	168,884
Excluded	0

## Item 4(b)

### **Grant of Performance Rights to the MD and CEO, in respect of the FY23-25 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 96,603 Performance Rights over Shares in the Company to Mr. Cameron McIntyre, in respect of the FY23-25 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	265,668,389
Against	10,652,528
Open - Useable	4,191,500
Abstained	183,229
Excluded	0