

The background of the slide is a photograph of a semi-truck driving on a multi-lane highway. The scene is captured during the "golden hour" of sunset or sunrise, with a warm, orange glow emanating from the horizon behind the truck, creating a lens flare effect. The sky is filled with dark, textured clouds. The landscape on either side of the road is arid and hilly, with some low-lying vegetation. In the distance, other vehicles are visible on the road.

carsales  com Ltd

2023 AGM Proxy Positions

27 October 2023

Item 2

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