Appendix 4E

CAR Group Ltd

ABN 91 074 444 018

Results for Announcement to the Market

Full-year ended 30 June 2024

(Previous corresponding period: Full-year ended 30 June 2023)

				A$'000
Revenue from continuing operations	Up	41%	to	1,098,724
Profit for the year after tax	Down	60%	to	261,036
Net profit for the period attributable to members	Down	61%	to	249,972
Adjusted net profit[1] for the period attributable to members	Up	24%	to	344,022

Dividends/Distribution	Amount per security	Franked amount per security
2023 **Final Dividend paid**	32.50 cents	16.25 cents
2024 **Interim Dividend paid**	34.50 cents	17.25 cents
2024 **Final Dividend declared**	38.5 cents	19.25 cents

2024 Final Dividend dates

Record date for determining entitlements to the dividends	16 September 2024
Latest date for dividend reinvestment plan participation	17 September 2024
Dividend payable	14 October 2024

	30 June 2024	Restated[3] 30 June 2023
Net tangible assets backing per ordinary share[2]	(300.0 cents)	(294.8 cents)

For growth vs the previous corresponding period on a constant currency basis, please refer to the Full Year Results Presentation for the year ended 30 June 2024 at https://shareholder.cargroup.com

1. The Directors believe the presentation of adjusted net profit provides a useful measure to assess the performance of the Group. Adjusted net profit excludes certain non-recurring or non-cash items. Refer to Note 4(b) of the 30 June 2024 Financial Report.

2. Net tangible assets exclude all right-of-use assets leased by the Group.

3. Net tangible assets backing per ordinary share at 30 June 2023 has been restated to reflect the final fair value of the purchase price allocation balances of Trader Interactive and webmotors, which were acquired on 30 September 2022 and 28 April 2023 respectively. Refer to Note 20 (a) and (b) to the financial statements for details.

Other information required by Listing Rule 4.3A

Other information requiring disclosure to comply with Listing Rule 4.3A is contained in the 30 June 2024 Financial Report.

CAR Group

Annual Report 2024

CAR Group acknowledges the Traditional Custodians of Country throughout Australia and their connections to land, sea and community.

We pay our respect to their Elders past and present and extend that respect to all Aboriginal and Torres Strait Islander Peoples today. Globally, CAR Group recognises the significance of Indigenous Peoples' communities, consistent with our efforts to build a culture that embraces diversity, equality and inclusion.

CAR Group has been driving innovation and growth since the 1990s. Collectively, our world leading marketplaces bring together deep expertise powered by the best people, data, and technology across Oceania, Asia and The Americas.

With a vision to create #1 digital marketplaces for vehicles around the world, we transform how people buy and sell vehicles across the globe. CAR Group delivers world leading technology and advertising solutions designed to make buying and selling a great experience, with digital marketplace businesses in Australia (carsales), North America (Trader Interactive), Brazil (webmotors), South Korea (Encar) and Chile (chileautos).

Contents

Our Performance Highlights

Financial	Operational	Sustainability
$1,099m Reported Revenue (FY23: $781m)	**49k** Subscribed dealers[1]	Great Place to Work® certified across Australia, the United States, Brazil and Chile
$581m Adjusted EBITDA (FY23: $425m)	**2.6m** Vehicles online[2]	**86%** Of our team recomended CAR Group as a great place to work
$344m Adjusted NPAT (FY23: $278m)	**18b** Page views[3]	Achieved carbon neutrality across CAR Group's global business operations
91.3c Adjusted Earnings Per Share (FY23: 78.1c)	**48m** Monthly unique audience[4]	Workplace Gender Equality Agency (WGEA) Employer of Choice since 2015

1. Number of active dealers in Australia, South Korea, United States, Brazil and Chile as at 30 Jun 24.
2. Inventory published for websites in Australia, South Korea, United States, Brazil, and Chile as at 30 Jun 24.
3. Page views for websites in Australia, South Korea, United States, Brazil and Chile for period 1 Jul 23 – 30 Jun 24
4. Average monthly unique audience for websites in Australia, South Korea, United States, Brazil and Chile, monthly average for period 1 Jul 23 – 30 Jun 24.

Message From the Chair and CEO

It has been an excellent year for CAR Group, delivering on our strategic, operational and financial objectives. Our recent acquisitions in Brazil and the US are performing very well, and we are confident these businesses will drive significant long-term value for shareholders. Most importantly, we continue to enhance customer experience across our portfolio of vehicle marketplaces which will deliver on our purpose of making buying and selling a great experience.

Growth and Company Evolution

Over the past few years, we have evolved into an increasingly global and diverse portfolio of businesses. Accordingly, it made sense to differentiate the listed entity from the Australian marketplace brand carsales.com.au. In October 2023, we changed our listed company name to CAR Group Ltd (CAR Group) to support this evolution. Whilst we operate in a diverse number of markets, the Group is united by a shared vision - to create #1 digital marketplaces for vehicles around the world.

We have achieved excellent financial results in FY24, demonstrating resilience in a more challenging macro environment. Our strong operational performance has enabled us to extend and solidify our market leadership positions in each region. Our robust balance sheet and conservative leverage supports our ability to keep driving technology innovation and investing in growth to support improved customer outcomes and strong shareholder returns.

Industry Context and Macroeconomic Environment

Despite higher interest rates in Australia, we continued to see very good levels of used car trading activity and healthy gross margins for our dealer customers. Time to sell has normalised which has resulted in higher inventory levels on carsales.com.au. New and used car prices have moderated from their peaks but remain ~30% above pre-COVID levels. We have observed a similarly robust used car market in South Korea over the last 12 months with solid inventory levels on Encar and healthy demand.

Demand in our RV and powersports marketplaces in the US was more subdued, impacted by higher interest rates and weaker consumer sentiment. Nevertheless, the business performed well, underpinned by our strong value proposition and subscription-based business model as well as increased investment in marketing to drive performance. Demand in our US commercial industry segments of trucks and equipment were less impacted by elevated interest rates and also performed well.

Counter to the global trend, interest rates are declining in Brazil, driving increased credit appetite which has positively impacted webmotors in numerous ways. These include higher levels of buyer demand, improved dealer profitability and more finance transactions being originated through webmotors.

Financial Performance

The Group has delivered an excellent financial result with double-digit growth in all three key financial metrics of Proforma Revenue, Proforma Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) and Adjusted Net Profit After Tax (NPAT). We delivered double-digit revenue and earnings growth in all of our key geographies, and we have also reached a significant milestone of over $1 billion in Group revenue. This is a great outcome and shows the resilience of the Group and the strategic focus and effort of the team.

Proforma Revenue was up 17% on prior comparative period (pcp) to $1.1b. Proforma EBITDA was up 17% to $581m with a strong EBITDA margin of 53%. On a constant currency basis, Proforma Revenue growth was 15% and Proforma EBITDA growth was 16%. Adjusted NPAT of $344m was up 24%. Whilst we are making significant investments in future growth initiatives, we continue to do so with discipline, which is firmly embedded in our culture.

Reported Net Profit After Tax (NPAT) decreased 61% to $250m largely due to the one-off gain recognised in FY23 on moving to majority ownership of Trader Interactive and webmotors. Adjusted earnings per share (EPS) was up 17% to 91.3¢ reflecting strong earnings growth. The Board has declared a final FY24 dividend of 38.5¢ per share, bringing total dividends for FY24 to 73.0¢ per share, up 20% on pcp which is a good outcome for shareholders.

Strong Operational Execution

Across CAR Group, we have made significant progress in our objective to extend and solidify our market leading positions across our portfolio of vehicle marketplaces.

Our first year as majority owner of webmotors in Brazil has been outstanding and our partnership with Santander is stronger than ever. webmotors has seen significant market share gains due to the continued success of our national expansion strategy. Our revenue base is diversifying as we grow the proportion of private, media and finance revenues through investment in better technology and improved consumer experiences. We have also launched a new finance integration with Santander which supports the strong momentum we have in the Brazilian business.

At Trader Interactive in North America, we delivered excellent results by investing in growing our audience and improving our technology. This has supported growth in dealer numbers and average revenue per account. Our priority ranking premium select product is driving a lot of value for dealers through increased prominence, which has resulted in higher customer penetration. We have also rebuilt the private seller ad creation process to remove friction points to improve conversion. Our media business is growing strongly, through the establishment of a new media team and better technology.

Our Australian business has had an exceptional year, solidifying our market leadership position and delivering double-digit revenue growth in each of our dealer, private and media segments. We have rebuilt our carsales retail website and app, which will make it easier for consumers to find the vehicle they are looking for and contact the seller. Our premium depth advertising product penetration has grown through an improved product mix, better go-to-market and a slower time to sell. We have expanded our market share in the private seller segment and increased yield through dynamic pricing and improved uptake of instant offer. Finally, our consistent and sustained investment in new media product and a more diverse customer set has driven another strong media revenue outcome in FY24, with more upside to come.

In Asia, Encar has delivered double-digit revenue and earnings growth through increased penetration of our Guarantee Inspection product. We have opened 8 new inspection sites over FY24 and improved the utilisation of existing sites. Encar Home, which is a fully digital retail home delivery service continues to scale well.

Our People

The success of the Group is driven by our team of 2,000+ dedicated, innovative and talented people.

Our global business is providing opportunities for our people to further develop their experience and skills. A great example of this is our Global Talent Exchange Program, which allows team members to work for a month in another country. This program benefits both businesses involved by building global connections, sharing insights, collaborating on new ideas, and exchanging intellectual property. We also held our second global hackathon this year, encouraging innovation and collaboration across our global marketplaces. These hackathons showcase our commitment to innovation and our focus on continually improving our customer experience.

Diversity and inclusion are very important to CAR Group across all our global businesses. We want people to feel valued, respected and to have equal access to opportunities. We continue to remain focused on retaining our culture and heritage as an innovative disruptor – maintaining this will ensure our continued success as a business.

Powering a Sustainable Future

Our sustainability approach reflects who we are and what we stand for, and we seek to operate a sustainable business that future generations will be proud of. We are focused on reducing the Group's impact on the environment and responding to risks associated with climate change. In FY24, we achieved carbon neutrality across our global business. This year we have continued to build on reporting against the recommendations of the recently retired Task Force on Climate-related Financial Disclosures (TCFD) via our Climate Disclosures Report. We invite you to read this in addition to our 2024 Sustainability Report, to gain a holistic understanding of our progress in this area.

From a risk management perspective, cybersecurity and protecting customer data are critical focus areas. We are investing heavily in our security team and infrastructure to ensure the safety and integrity of the data entrusted to us. Educating and training our employees on responsible data use and cybersecurity is a key priority. Whilst no company can fully mitigate these risks, an effective risk and governance framework can help reduce the impact of any event.

Looking Forward to FY25

While we remain cautious about the broader macro environment over the next 12 months, we are well placed to continue to deliver growth. The diversity of our businesses, our strong market leading positions and the counter-cyclical nature of our products position us well to deliver excellent outcomes for our customers and shareholders in FY25.

Finally, we want to personally extend our sincere appreciation to our employees, whose dedication and hard work drive our success, and our customers for their partnership and trust. To our shareholders, thank you for your continued support and encouragement.

We look forward to continuing to work with you all in FY25.

Pat O'Sullivan
Non-Executive Chair

Cameron McIntyre
Managing Director and CEO

The Evolution of Our Group

1997
carsales domain name registered (Australia)

2009
carsales.com ltd lists on the ASX

2013
Acquired 30% stake in webmotors (Brazil)

2014
Acquired 49.9% stake in Encar (South Korea)

2016
Acquired controlling stake in chileautos (Chile), acquiring remaining stake in 2019

2017
Acquired remaining stake in Encar

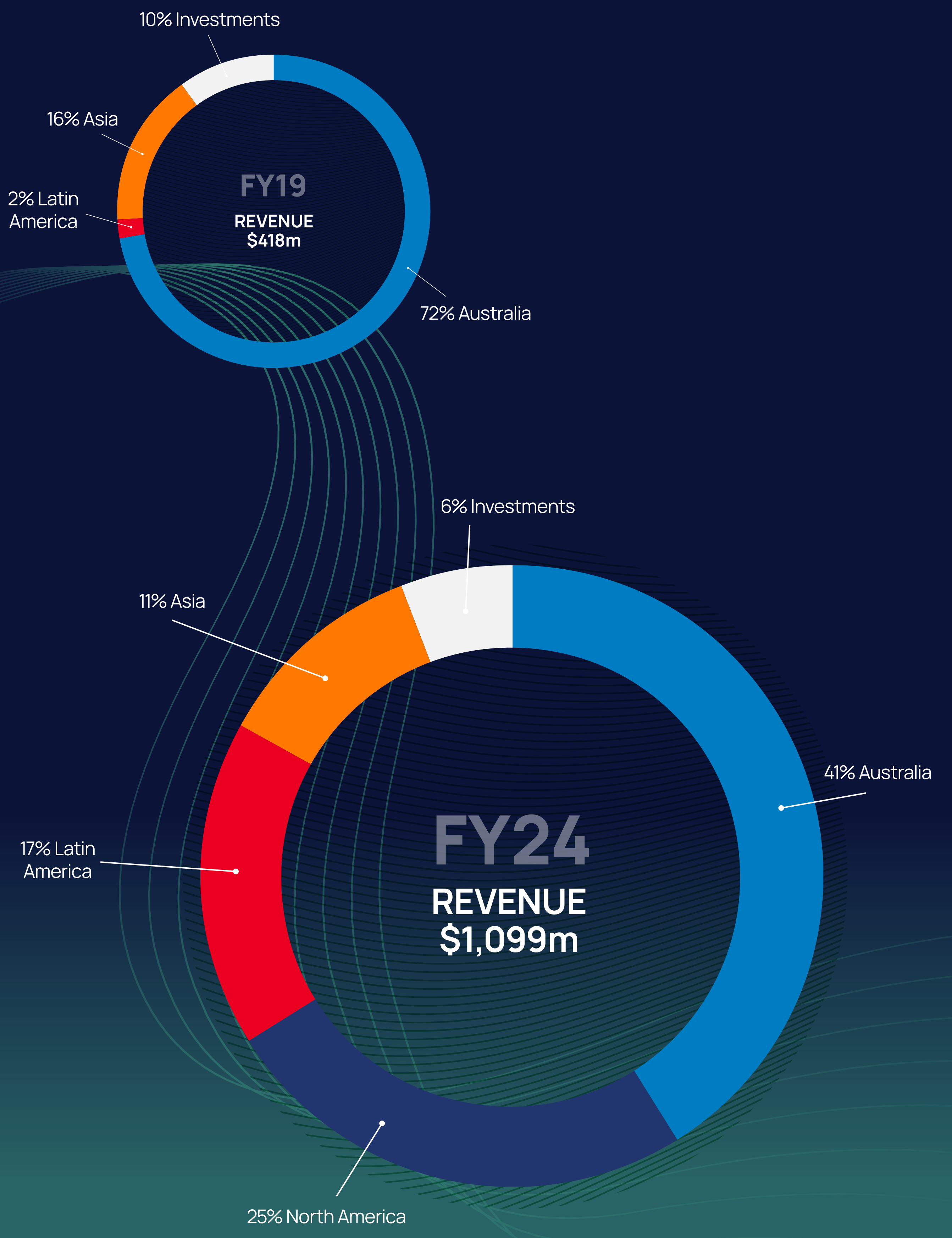
2021
Acquired 49% stake in non-auto marketplace group Trader Interactive (US)

2022
Acquired remaining stake in Trader Interactive

2023
carsales.com ltd rebrands to CAR Group

2023
Acquired further 40% of webmotors

Reflecting Our Growth



Strategy

Our Purpose
To make buying and selling a great experience

Our Vision
To create #1 digital marketplaces for vehicles around the world

FOCUS AREAS

Our Customers
Building seamless digital experiences

Future Horizons
Investing in new growth opportunities

DRIVERS

Our People
Build a world-class culture to attract and retain the best talent

Sustainable Growth
Investing in emerging technology, trust & safety, our industries and communities

How We Create Value

Our created value

Clear leadership positions in each of our markets

Our leadership positions generate strong network effects, further building competitive advantage and delivering long term growth.

Digitising vehicle transactions

There is strong demand for frictionless buying and selling experiences creating significant opportunities for digital incumbents.

Underpenetrated international markets

Digital advertising spend is lower in our international markets with significant runway to grow through increasing take-rates.

Transferrable, scaled IP and technology

Our global technology platform and IP can facilitate rapid deployment of strategic products in all markets.

Strong cash flow with robust balance sheet

High margin business model that generates strong free cash flows. This supports investment in new growth initiatives and provides for good dividends.

Our Brand Portfolio

carsales

28m Monthly visits

237k Published inventory

In Australia, we are market leaders in online classifieds in a number of verticals including cars, motorbikes, boats, trucks and commercial equipment. Over one in five Australians visit our group of websites every month. We are still increasing our market share by digitising elements of the car buying journey and removing friction points to make it easier for consumers to buy and sell.

TRADER INTERACTIVE

18m Monthly visits

1.5m Published inventory

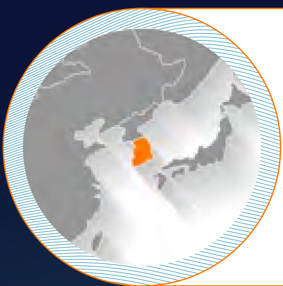
Market-leading platform of non-automotive marketplaces across RV, powersports, truck and equipment verticals in the US. Non-automotive classifieds are less digitally mature than automotive markets meaning the business is well positioned to capture upside from further dealer penetration across its key verticals.

webmotors

30m Monthly visits

405k Published inventory

No.1 position in the large but competitive Brazil automotive market. Achieved strong growth over the last 5 years with a substantial future growth opportunity given the size and immaturity of the market. Key growth drivers include increased dealer and consumer penetration particularly in areas outside São Paulo and Rio de Janeiro. Finance is also a significant revenue opportunity.

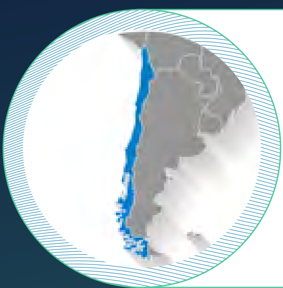


Trust Encar

25m Monthly visits

176k Published inventory

Clear market leader in automotive classifieds in South Korea with an excellent growth track record over the last eight years. Strategy is to increase the penetration of premium services for dealers, consumers and OEMs. Key growth drivers include Guarantee Inspection, Dealer Direct and Home Delivery products.



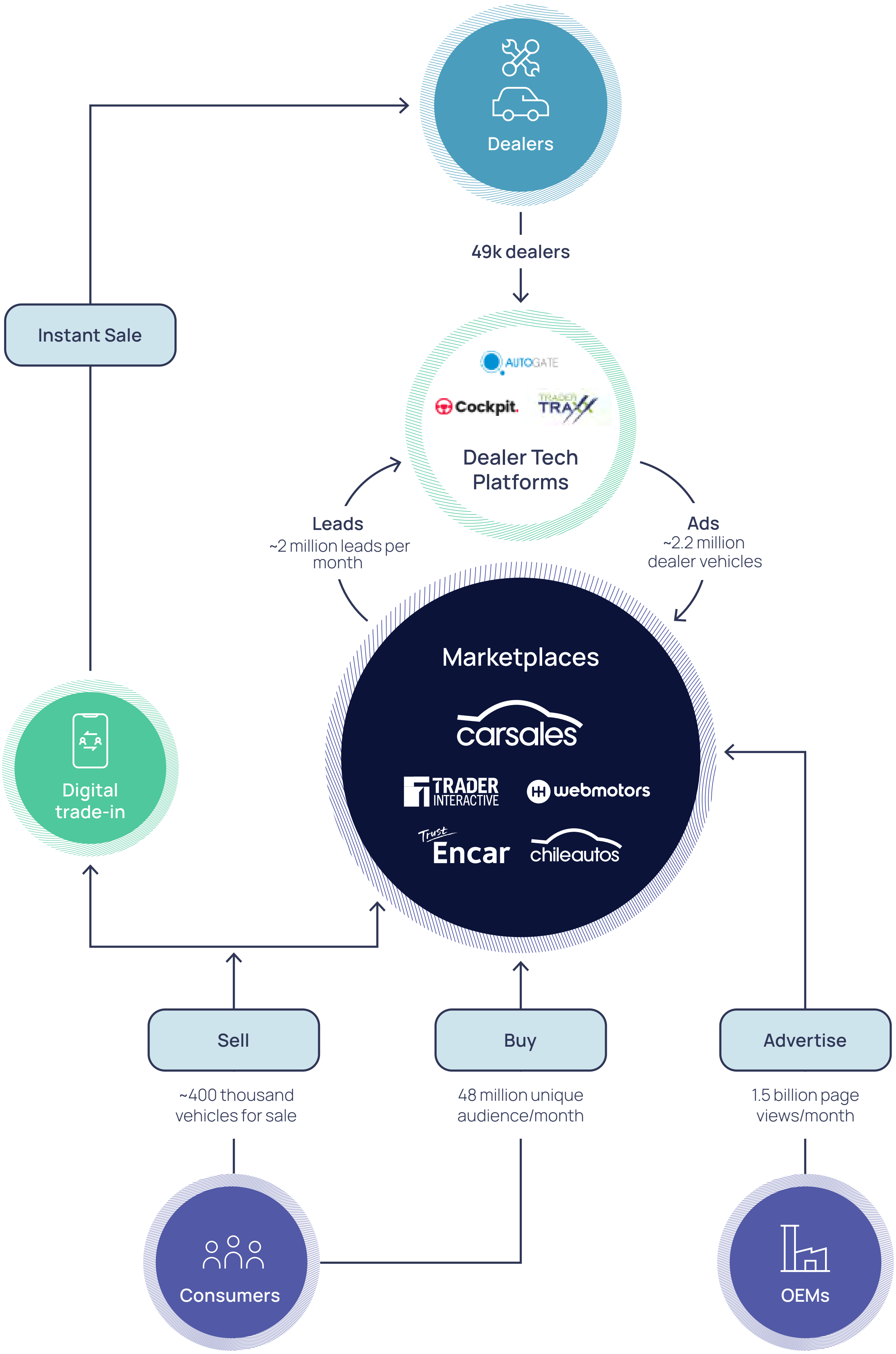
chileautos

4m Monthly visits

132k Published inventory

chileautos is a clear No.1 player in the Chilean market with a significant growth trajectory through increased penetration and monetisation of dealers.

Our Marketplace Ecosystem



Our Business Model

Key Brand	Key Area	Description	Business Model
carsales	Dealer	Dealer vehicle listing	Subscription and pay per lead
	Private	Private seller listings	Pay up-front until sold
	Media	Digital advertising on websites	Cost per view
	Data, research and services	Vehicle specification data	Periodic subscription
TRADER INTERACTIVE	Dealer marketplace	Dealer vehicle listing	Monthly subscription based on inventory
	Private	Private seller listing	Pay up-front until sold
webmotors, chileautos	Dealer	Dealer vehicle listing	Pay per lead
	Finance	Finance application on vehicle ads	Up-front commission on loan commencement
	Private	Private seller listings	Pay up-front until sold
	Media	Digital advertising on websites	Cost per view
Trust Encar	Standard ads	Dealer vehicle listing	Pay up-front until sold
	Guarantee	Encar inspects and certifies car	Pay per car inspected
	Dealer direct	Digital trade-in	24hr dealer auction, winning dealer pays
	Media	Digital advertising on websites	Cost per view

FY24 Highlights

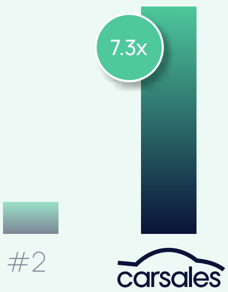
Australia

Solidifying our growth in market leadership position

We solidified our market leadership position by continuing to invest in our site experience, delivering high levels of trust, growing our brand awareness and launching new tools. As the markets we operate in adopt an increasingly digital transaction process, we are uniquely positioned to support this journey.

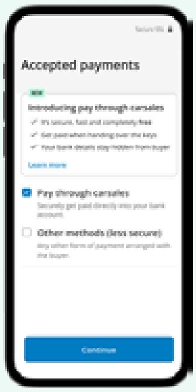
We continued to attract the largest and most qualified audience of vehicle buyers for our sellers. In FY24 we had an average monthly unique audience of 8 million, monthly visits of 28 million and monthly page visits of 425 million, which is 7.3x our nearest competitor.

Traffic versus nearest vertical competitor



Three key focus areas from a product perspective in FY24 were:

- Re-platforming our retail website to improve our audience and site metrics by making it easier for search engines to find our content and listings, driving more people to our site, and enabling customers on our site to find vehicles more easily.
- Using AI and machine learning to reduce the number of spam or low quality enquiries sent to sellers.
- Working on a C2C payments solution that will provide a more secure option to buy and sell a vehicle and transfer funds from one party to another instantly.



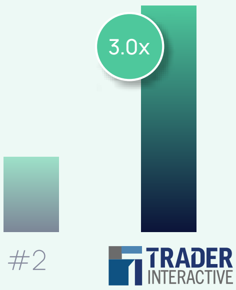
North America

Excellent progress in more challenging market conditions

The Trader Interactive (TI) business made excellent progress on its strategic objectives in FY24. We invested significantly in the technology supporting our core Recreational Vehicle (RV), Powersports, Truck and Equipment marketplaces. This investment includes improvements in our search capability, a streamlined private ad creation process, better phone call infrastructure, introducing consumer surveys and reducing fraud and spam.

TI also increased the amount and quality of its investment in brand and performance marketing to drive more enquiry and interest for sellers. These investments have helped deliver good customer and yield growth in what has been an otherwise challenging market.

Traffic versus nearest vertical competitor



The business also introduced a new top spot ranking product called Premium Select in FY23 which has seen strong uptake. This product helps drive additional interest on dealer inventory items and decreases time to sell, which has been critical over the last 12 months.

The media division of TI is also now well positioned to deliver excellent financial performance outcomes over the next 12 months following a period of investment in a new team and better technology.

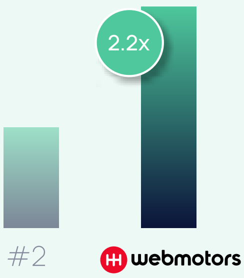
Latin America

webmotors chileautos

Strong execution and exceptional financial performance

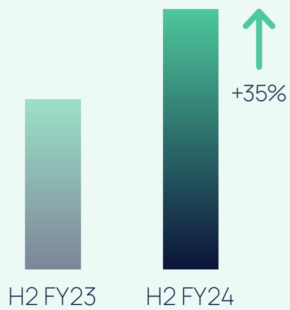
The national expansion program for webmotors continued to deliver strong results over the last 12 months. The business had very strong audience metrics in FY24 with average monthly web visits of 30 million which was 2.2x its nearest competitor. This reflected continuing investment in an improved site experience, brand marketing campaigns and a bigger salesforce.

Traffic versus nearest vertical competitor



The business also benefited from strong momentum in new product delivery, with the release of several new products. These include a virtual dealer 'Wallet', an improved CRM product, 360 degree video listing and new media technology. There was also a 35% increase in finance contracts written in H2 FY24 vs pcp, driven by improved credit availability and a streamlined auto loan application process with Santander.

Number of finance contracts



Our chileautos business in Chile also had an excellent year, benefiting from the implementation of the lead charging business model over the last 12 months.

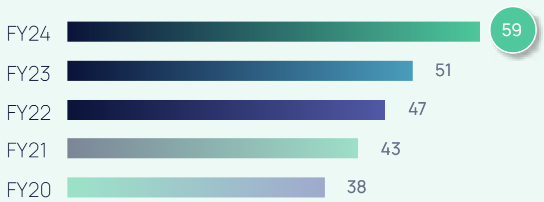
Asia

Trust Encar

Increasing adoption of premium and digital retailing products

Excellent growth underpinned by opening new Guarantee Inspection sites and an improved Encar Home transaction process, which has grown continually over the last five years.

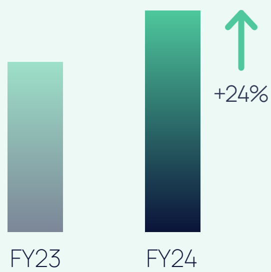
Number of inspection centres



Guarantee inspections reached a significant milestone of over 50% of all new listings. This increase was driven by:

- Opening of 8 new inspection centres with 59 now operational across Korea;
- Extended operating hours in certain inspection centres;
- Establishment of new dealer contracts at existing inspection centres; and
- Expansion of minimum volume commitments from existing dealers.

Encar Home Delivery Transactions



Encar Home delivery transaction volumes were up 24% vs pcp driven by more available inventory and an improved transaction process.

People & Culture

A great place to work

We want everyone who joins us to feel like they are a big part of something big, and 2024 has been another successful year for our team.

We further cemented our position as a leader in digital careers, being recognised with several accolades and certifications that attest to the exceptional employee experience that CAR Group offers around the globe.

We were proud to see carsales retain the Great Place to Work® certification for a seventh consecutive year, in addition to being named on Great Place to Work's Australia's Best Workplaces™ and Best Workplaces™ in Technology lists. webmotors similarly retained the Great Place to Work® certification for a ninth year, whilst chileautos and Trader Interactive both achieved Great Place to Work® certification for the first time in 2024.

Great Place to Work® is a global leader in workplace culture, recognising employers who create an outstanding employee experience. Certification can only be achieved through our people being surveyed and sharing their lived experience of working with us, which is why we are so proud to receive this recognition.

carsales was again recognised by the Australian Association of Graduate Employers (AAGE) on their Top Graduate Employer and Top Intern Program lists and retained other certifications that attest to a flexible and inclusive culture including the Workplace Gender Equality Agency (WGEA) Employer of Choice citation and Family Friendly Workplaces' Family Inclusive Workplace™ certification.

Australia

United States

Latin America

This year, CAR Group was recognised in the top 100 companies globally for gender equality by Equileap – a leading provider of data on gender equality, diversity and inclusion in the corporate sector – coming in at position #29.

Equileap assessed close to 4,000 publicly listed companies across 27 countries, representing 103 million employees globally. Companies are assessed against 21 gender equality indicators, including gender balance across the workforce, the gender pay gap, paid parental leave, anti-sexual harassment policies, support for gender-diverse employees, and more. This is the third time in four years that we have featured in Equileap's top 100 list.

CAR Group has also been a Workplace Gender Equality Agency (WGEA) Employer of Choice since 2015.

Engagement remains high

Listening to our people and gathering their feedback on their employee experience is important to us.

It allows us to understand how they are feeling and what motivates them to do their best work, so that we can continuously evolve our workplace culture.

2024 was our second year conducting a global employee opinion survey across the Group, and we were pleased to see engagement at 75% – which was an increase of 2% from the previous year and 4% above our New Technology external benchmark. This benchmark is provided to us by Culture Amp, our survey platform provider, and represents ~6.5 million questions answered by employees from ~200 similar sized technology organisations across the globe. These insights give us a reliable indication of how we are performing against the wider technology industry.

Highest Scoring Factors – 2024 Employee Opinion Survey

- **Diversity** 90% favourable response
- **Work & Life Blend** 85% favourable response
- **Management** 84% favourable response

86% of our team agree that they would recommend us as a great place to work.

Big career opportunities designed to make a big impact

We are always exploring new pathways to learn and grow through collaboration across our Group, and one of the ways we do this is through our Global Talent Exchange Program.

Launched last year, this program gives our team members the opportunity to spend four weeks working in one of our marketplaces in another country with a team equivalent to their own.

It has been incredibly rewarding to see the personal development that comes from this program as the exchange recipients develop a deeper understanding of their host business, share their existing knowledge and skills, build their professional networks, and experience a new culture and way of working. However, the benefits of this program extend far beyond the professional development of the exchange recipient. The home and host teams are each benefiting from fostering new connections with global teammates, gaining insights into other marketplace operations, collaborating on new ideas and projects, and exchanging intellectual property – which ultimately results in a great buying and selling experience for our customers.

We are in a fortunate position whereby our team members can further develop their careers through permanent relocations. This year we have provided greater visibility on all open roles across CAR Group to help facilitate the global mobility of our people, which includes clear job application pathways for internal candidates. We have already seen several team members from webmotors move to carsales and carsales team members move to work in Trader Interactive. We look forward to continuing to encourage these moves across CAR Group as a way to diversify our global talent pool, provide career opportunities to our people and realise the benefit of the intellectual property sharing across the Group.

This year we also ran our second global hackathon. Taking a truly collaborative approach, each of our marketplaces developed a problem statement that any team around the globe could choose to solve for. Aligned to our company strategy, these problem statements ranged from considering how we can better support the buy, sell, and own needs of the next generation of consumers, to fast forwarding into the future and thinking about how our consumers might find what they are looking for on any of our marketplaces in the year 2030. Themed 'Carnival', this hack was a celebration of innovation across CAR Group, and we had close to 250 team members working on 38 innovative projects across the globe. We love being able to give our teams the chance to step back from their day-to-day roles and invest time working on new and exciting ideas, and we are already exploring how several of these projects can form part of future roadmaps across the Group.

“I was lucky enough to undertake a talent exchange with carsales, spending the majority of my time with teams that support the non-automotive verticals – including bikesales, boatsales, trucksales, and caravancampaingsales – as this aligns most closely with the Trader Interactive brands.

In exchanging processes and insights, communication methods, and comparing dealer expectations, we were collectively able to identify areas where there is benefit to continued collaboration between carsales and Trader Interactive. I also identified some great carsales initiatives that we could incorporate into our business to benefit our dealer customers.

The best thing about the global talent exchange was the opportunity to experience and immerse myself in a different culture, both inside the workplace and out.”

Kim Johnson
Senior Onboarding Manager, Trader Interactive

Nurturing a sustainable business

Our sustainability approach is driven by who we are and what we stand for. Our mission is to operate a sustainable business that future generations will be proud of.

Our Australian business operations have been certified carbon neutral by Climate Active since FY21, and as of FY23 we have achieved carbon neutrality across our global business operations – this includes carsales, webmotors, Encar, Trader Interactive and chileautos. Now that we have a baseline understanding of our global carbon footprint, we intend to maintain carbon neutrality year-on-year. This will not just be through carbon offsetting, but by driving a deeper environmental agenda through our marketplaces, which includes setting emission reduction targets and plans and looking at ways we can meaningfully decarbonise our operations.

This year CAR Group was externally reviewed by MSCI and Morningstar Sustainalytics, both of whom assessed our management of, and resilience to, relevant Environmental, Social and Governance (ESG) risks and opportunities.

MSCI scores companies on an industry-relative AAA-CCC scale across the most relevant key issues based on their business model, and we were pleased to receive a rating of AA. This rating indicates that MSCI views CAR Group as a leader relative to our peers in the Interactive Media & Services industry.

Covering more than 16,000 companies, Morningstar Sustainalytics has the widest coverage of analyst based ESG Risk Ratings in the market. Morningstar Sustainalytics classified CAR Group as low risk of experiencing material financial impacts from ESG factors, placing us in the 21st percentile for our industry (Software & Services) and the 9th percentile for our sub-industry (Internet Software & Services).

We encourage you to read our 2024 Sustainability Report for a holistic overview of all that we are doing in the sustainability space.

Our Board

Pat O'Sullivan

Non-Executive Chair

Pat is the Chair of the CAR Group Board of Directors, a position he has held since 2019, having been a Director of the Group since 2007.

Pat is a member of The Institute of Chartered Accountants in Ireland and Australia, and a graduate of the Harvard Business School's Advanced Management Program.

Pat is currently the Chair of the Board of Technology One Limited and SiteMinder Limited. Including these three companies Pat has served as a Non-Executive Director on eight ASX listed companies, as well as many privately run boards. Previously Pat was the Chief Operating Officer and Finance Director of Nine Entertainment Co Pty Limited (formerly PBL Media Pty Ltd), a position he held from February 2006 until June 2012. He also served as a Director and Company Secretary of Nine Entertainment Co Pty Limited and was Chair of Ninemsn.

Pat brings immense financial, regulatory and governance expertise to the Board, and was the Chair of the Audit and Risk Management Committee prior to being appointed as Chair of the Board. Pat also provides the Board with valuable insights relating to operations of global companies.

Cameron McIntyre

Managing Director & CEO

Cameron was appointed Managing Director and CEO of CAR Group in 2017. Prior to this, Cameron held the positions of Chief Operating Officer (from October 2014), and Chief Financial Officer and Company Secretary for the previous seven years, including for the IPO of the Company in 2009. Cameron has over 30 years of finance and operational experience.

Cameron holds a degree in Economics from La Trobe University, Melbourne, is a graduate of the General Management Program at Harvard Business School and is a Fellow Certified Practising Accountant (FCPA).

Cameron brings unparalleled knowledge of the business and significant experience in strategy, mergers and acquisitions and management to the Board.

Wal Pisciotta OAM

Non-Executive Director

Wal has more than 35 years' experience in supplying computer services to the automotive industry and was Chair of the Company's Board from its inception until August 2015.

Wal holds a Bachelor of Science degree in Business Administration from the University of Alabama (United States). He was recognised with the Medal of the Order of Australia for his services to the Australian Automotive Industry in the 2016 Queen's Birthday Honours.

Wal brings to the Board consummate knowledge of the IT needs of the automotive industry as well as his extensive knowledge of the business, having been a driving force from its founding.

Kim Anderson

Non-Executive Director

Kim has more than 30 years' of experience as a CEO and senior executive in a range of marketing and media companies including Southern Star Entertainment, PBL and Ninemsn and Reading Room Inc (bookstr.com) of which she was CEO and founder.

Kim is currently a Non-Executive Director of Infomedia Limited, SiteMinder Limited and the Sax Institute, a national not-for profit leader in promoting the use of research evidence in health policy. She was formerly a Non-Executive Director of Marley Spoon AG and WPP AUNZ until the completion of its takeover by WPP PLC in April 2021. She has also served as a Fellow of the University of Sydney Senate.

Kim holds a Bachelor of Arts from the University of Sydney and a Graduate Diploma in Library Information Science from UTS.

Kim provides an abundance of experience and knowledge in the marketing, media and entertainment industries. Kim also has extensive experience on ASX listed Boards, including as Chair of Remuneration Committees and is the Chair of the Company's People & Culture Committee.

Edwina Gilbert

Non-Executive Director

Edwina holds a Bachelor of Laws and Bachelor of Arts from Sydney University, practising commercial law before transitioning into the automotive industry. Edwina worked in the automotive industry for over 20 years, most recently as the former Chair of the Phil Gilbert Motor Group.

Edwina has held numerous Industry Advisory positions including NSW Chair of the Hyundai Dealer Council from 2010 to 2015 and a member of the Board of the peak industry body representing franchised new car dealers in Australia, the Australian Automotive Dealer's Association. Edwina is also a Non-Executive Director of ASX listed companies Infomedia Limited and Aspen Group Limited.

Edwina brings significant OEM knowledge along with executive experience operating dealerships with a digital first marketing approach and has deep operational and commercial acumen. Edwina has chaired the Board's Risk Management Committee since it was established in January 2019.

Kee Wong

Non-Executive Director

Kee is an entrepreneur with a Bachelor of Engineering (Hons.), a Graduate Diploma in Computing and an MBA. Kee was awarded a Fellow of Monash University in 2010 and Distinguished Alumni in 2014. He has started several businesses and has made investments across a number of industries which include technology services, retail, food and beverage, trading and property.

Kee was a senior executive at IBM running part of its e-business group in the Asia Pacific region, including Australia and New Zealand. He is founder and managing director of e-Centric Innovations, an IT/Management consulting firm operating in Australia, Malaysia and Singapore. Kee is currently a Non-Executive Director of the Australian Energy Market Operator, Nomura Research Institute (Australia), Australian Business Growth Fund and Walter Eliza Hall Institute. Kee Chairs the Board's Sustainability Committee since it was established in 2022.

Kee expands the Board's knowledge of technology and product, and enhances the entrepreneurial spirit of the Board, as well as providing valuable insight into markets outside of Australia in which the Group operates.

David Wiadrowski

Non-Executive Director

David is an experienced ASX Non-Executive Director with strong commercial acumen and financial credentials derived from extensive experience as a partner at PwC for more than 25 years and board roles at Vocus, Life360, oOh Media and IPH.

David's passion for business comes from his roles as a Partner at PwC including five years as the Chief Operating Officer where he was responsible for managing the firm's largest business unit. David also spent five years practising in the firm's Indonesian office, where in addition to his responsibility as an audit partner he was responsible for the firm's IT platform.

David has extensive experience working with companies in the technology, infocoms and entertainment and media industries doing both audit and transaction work for these clients.

David holds a Bachelor of Commerce from the University of NSW, is a Fellow of the Chartered Accountants of Australia and New Zealand and a Graduate of the Australian Institute of Company Directors. David is currently a Non-Executive Director of oOh!Media Ltd, Life 360 Inc and IPH Limited. David is also on the board of the Cambodian Children's Fund.

David has chaired the Board's Audit Committee since 2019.

Susan Massasso

Non-Executive Director

Susan has over 25 years' experience focussed on both strategy and operations for brand-led businesses in transformative scale-up or turnaround growth with multi-product, multi-channel portfolios across diverse international markets.

More recently Susan was the Chief Growth and Brand Officer for the a2 Milk Company. In that role, she had responsibility for all aspects of customer experience, brand development and innovation; co-led the company's ASX listing; and had shared responsibility for the global P&L, business growth strategy, and crisis and risk management programs.

Susan is currently a Non-Executive Director and member of the remuneration committee for Made Group, Deputy Chair and Chair of the Audit, Finance and Risk Committee of St Aloysius College and Managing Partner of reThink I Massasso Advisory Group, where she advises a diverse range of brand-led organisations, early-stage founders and emerging leaders.

Susan holds a Bachelor of Commerce (Accounting and Marketing) from the University of Sydney and is a graduate of the Australian Institute of Company Directors.

Pip Marlow

Non-Executive Director

Pip has over 30 years' experience as a CEO and senior executive in the technology and financial services industries. For four years to November 2023, Pip was Chief Executive Officer of Salesforce, initially for Australia and New Zealand, and then for APAC.

Prior to Salesforce, Pip was Chief Executive Officer Customer Marketplace at Suncorp, and spent 21 years at Microsoft where she held a number of roles in Australia and the USA. This culminated in her role as the Managing Director of Microsoft Australia for six years.

Pip is a non-executive director of Rugby Australia (ARU), a member of the Audit & Risk Committee for World Rugby, and a prior Director of Rugby World Cup. Pip is the Australian co-chair of the Australia New Zealand Leadership Forum. She is a member of Chief Executive Women (CEW), the AICD, and is an Executive Ally for Pride Diversity. In 2023 Pip was awarded an Honorary Fellowship from the University of Technology Sydney.

Along with the significant experience in global technology and leadership she brings to the Board, Pip is a passionate advocate for flexible and diverse workplaces that empower people.

Nicole Birman

General Counsel & Company Secretary

Nicole is the General Counsel and Company Secretary of CAR Group, and is responsible for its legal, governance and risk functions.

Nicole has over 20 years of legal experience, having commenced her career working at one of Australia's premier law firms. Nicole has worked in-house, advising leading online companies for over 15 years, and has extensive experience in domestic and international acquisitions, disputes and intellectual property. Nicole has a strong focus on corporate responsibility and was responsible for the Group's sustainability function from its inception until 2024.

Nicole holds a Bachelor of Laws (Hons) and Bachelor of Arts from Monash University, a Certificate in Corporate Governance from INSEAD, and is a Fellow of the Governance Institute of Australia.

Directors' Report

Your Directors present their report on the consolidated group (referred to hereafter as CAR Group or the Group) consisting of CAR Group Ltd, formerly carsales.com Ltd, and the entities it controlled at the end of, or during, the year ended 30 June 2024 (FY24).

Operational and Financial Review

Principal Activities

CAR Group is one of the largest online vehicle marketplace businesses in the world. CAR Group delivers world leading technology and advertising solutions designed to make buying and selling a great experience, operating digital marketplace businesses in Australia (carsales), South Korea (Encar), North America (Trader Interactive), Brazil (webmotors) and Chile (chileautos).

Please refer to our Strategy and Our Brand Portfolio sections for further information on our strategy and portfolio of businesses.

Our key services, customers and geographies for continuing operations include:

Australia – Online Advertising

Australian Online Advertising can be broken into two key product sets – classified advertising and media advertising.

- Classified advertising allows our private and dealer customers to advertise automotive and non-automotive goods and services for sale across the carsales network. This segment includes products such as subscriptions, lead fees, listing fees and priority placement services (depth products).
- Media advertising involves carsales' corporate customers, such as automotive manufacturers and finance companies, placing display advertising for their brand or vehicle on carsales' websites. These advertisements typically display the product or service offerings of the corporate advertiser as banner advertisements, video content or other sponsored content.

Australia – Data, Research and Services

This segment comprises a diverse range of solutions for our customers including software as a service, research and reporting, valuations, appraisals, website development and hosting and photography services.

Asia

Our major business in this segment is Encar in South Korea. Encar is the market leading digital automotive classified business in South Korea.

Redbook Asia provides automotive data services in New Zealand, Malaysia, Thailand and China.

North America

CAR Group operates digital non-automotive vehicle marketplaces in North America through its subsidiary Trader Interactive in the following industries: Recreational Vehicles (RVs), Powersports, Trucks and Equipment. CAR Group moved from 49% ownership to 100% ownership of Trader Interactive in September 2022.

Latin America

CAR Group operates digital automotive marketplaces in Brazil and Chile. CAR Group's operating entity in Brazil is webmotors. CAR Group increased its ownership stake from 30% of webmotors to 70% in April 2023 and consolidates the financial performance accordingly. CAR Group owns 100% of its operating entity in Chile, chileautos.

Investments

This segment comprises the Group's standalone investments in the consumer and wholesale tyre markets and vehicle inspections. The subsidiaries included in this segment are tyresales.com.au, tyreconnect and Redbook Inspect. In addition, the Group has stakes in early-stage investments which provide innovative fintech products.

Financial Performance

$1,099m ↑ 17%
Proforma[1] Revenue

$581m ↑ 17%
Proforma[1] EBITDA

$344m ↑ 24%
Adjusted[2] NPAT

91.3cps ↑ 17%
Adjusted[2] EPS

Review of Results and Operations

	Millions		Growth	
	FY23	FY24	$s	%
Proforma[1] Revenue	942	**1,099**	157	17
Proforma[1] EBITDA	496	**581**	85	17
Adjusted[2] Revenue	781	**1,099**	318	41
Adjusted[2] EBITDA	425	**581**	156	37
Adjusted[2] NPAT	278	**344**	66	24
Reported Revenue	781	**1,099**	318	41
Reported EBITDA	400	**568**	168	42
Reported NPAT attributable to owners of CAR Group	646	**250**	(396)	(61)
Adjusted[2] Earnings Per Share (Cents)	78.1	**91.3**	13	17
Reported Earnings Per Share (Cents)	181.3	**66.3**	(115)	(63)
Final Dividend Per Share (Cents)	32.5	**38.5**	6	18

Financial Summary

In FY24, the Group achieved Reported Revenue growth of 41%, Reported EBITDA growth of 42% and a 61% decrease in Reported Net Profit After Tax (Reported NPAT) compared to the year ended 30 June 2023 (FY23 or the prior comparative period (pcp)).
The reduction in Reported NPAT largely relates to the one-off gains recognised in FY23 on moving to majority ownership of Trader Interactive and webmotors. In FY24, the Group achieved Proforma Revenue growth of 17%, Proforma EBITDA growth of 17% and Adjusted Net Profit After Tax (Adjusted NPAT) growth of 24% compared to FY23. On a constant currency basis, Proforma Revenue growth was 15% and Proforma EBITDA growth was 16%.

Our balance sheet position is strong at 30 June 2024, with leverage reducing to 1.7 times net debt:EBITDA. Cash conversion is also strong with an EBITDA to cash conversion ratio of 99%.

The Board declared a final FY24 dividend of 38.5 cents per share, bringing total dividends for FY24 to 73.0 cents per share, up 20% on FY23.

The Directors believe the additional information on International Financial Reporting Standards (IFRS) measures included in this Report is relevant and useful in measuring the financial performance of the Group. In particular, the presentation of 'Proforma Revenue' 'Proforma EBITDA', 'Adjusted NPAT' and 'Adjusted Earnings Per Share' provides the best measure to assess the performance of the Group by excluding certain non-recurring or non-cash items relating to M&A costs, restructuring, financing, investments and acquired intangible amortisation from the reported IFRS measures. A reconciliation of Reported NPAT to Adjusted NPAT is set out in Note 4(b) to the Consolidated Financial Statements. Proforma metrics show the business on a like for like basis by normalising for acquisitions made through the current and prior period.

Key Drivers

Proforma Revenue growth of 17% reflects double-digit revenue increases in each of the Group's key markets. Proforma EBITDA growth of 17% reflects a combination of diligent cost control while continuing to invest in key future growth initiatives. Adjusted NPAT after tax was up 24%, reflecting excellent underlying EBITDA growth and the contribution from additional stakes in Trader Interactive and webmotors.

1. Proforma Revenue reflects ordinary revenue in accordance with IFRS, and assumes consolidation of Trader Interactive and webmotors in FY24 and prior periods. Proforma EBITDA reflects Earnings before Interest, Tax, Depreciation and Amortisation on a consistent ownership basis with proforma revenue. It also excludes certain non-operating and non-recurring items as outlined on page 82 of the annual report to better reflects the underlying performance of the business.
2. Adjusted financials excludes certain non-recurring or non-cash items to best reflect the underlying performance of the business.

Segment Review

	Millions		Growth		
	FY23	FY24	$s	%	CC%
Dealer	203	**228**	25	12	12
Private	90	**99**	9	10	10
Media	61	**73**	12	20	20
Online Advertising	353	**399**	46	13	13
Data, Research and Services	46	**50**	5	10	10
Australia	399	**450**	51	13	13
North America	239	**277**	38	16	13
Latin America	139	**182**	44	31	25
Asia	104	**121**	17	17	15
Investments	61	**68**	7	12	12
Proforma Revenue	942	**1,099**	157	17	15
Online Advertising	229	**259**	30	13	13
Data, Research and Services	30	**33**	3	11	11
Australia	259	**292**	34	13	13
North America	140	**166**	26	18	15
Latin America	48	**66**	19	39	34
Asia	53	**59**	7	13	11
Investments	(3)	**(3)**	0	3	3
Proforma EBITDA	**496**	**581**	**85**	**17**	**16**

Australia – Online Advertising

Revenue for the segment was up 13% with excellent operational performance in each key customer area of Dealer, Private and Media. Adjusted EBITDA grew 13% with an EBITDA margin of 65%, which reflects good cost management whilst continuing to invest in key growth initiatives.

- Dealer revenue was up 12% on pcp to $228m driven by lead volumes, yield and expanded depth penetration, supported by a robust used car market. We have continued to provide a compelling return on investment for our dealer customers throughout FY24.
- Private revenue was up 10% on pcp to $99m reflecting solid private ad volumes, dynamic pricing optimisation and increased uptake of our Instant Offer product.
- Media revenue was up 20% to $73m reflecting the ongoing success of our strategy to diversify our product and customer portfolio bolstered by a strong new car market.

Australia – Data, Research and Services

Data, Research and Services revenue was up 10% to $50m, reflecting the continued demand for our Data, Research and Services from OEMs, dealers and corporate customers. There was solid growth from our core Redbook data business which continued to grow volume and yield. Adjusted EBITDA was up 11% on pcp reflecting continued prudent cost management and operating cost leverage.

North America

North America Proforma Revenue was up 13%[1]. Double-digit revenue growth was delivered despite more challenging market conditions. Our strong dealer value proposition resulted in increases in dealer numbers and average yield per dealer. Revenue diversification continued with an increased contribution from private sellers and media customers. Growth in Proforma EBITDA of 15% demonstrates the business' operating leverage potential as it continues to build scale.

Latin America

Latin America Proforma Revenue was up 25%[1] on pcp largely reflecting the performance of webmotors in Brazil. Excellent progress has been made across all strategic initiatives in the first year of CAR Group's majority ownership. These included execution of the national expansion plan, higher average revenue per dealer and ongoing revenue diversification through the implementation of the private dynamic pricing engine and investment in media operations. Finance revenue also grew strongly driven by improved credit availability and a streamlined auto loan application process with Santander. An EBITDA margin of 36% was a good outcome, reflecting the benefits of the operating leverage inherent in the business. Our performance in Chile was also excellent throughout FY24.

Asia

Asia revenue was up 15%[1] primarily reflecting the performance of the Encar.com business in South Korea. Revenue growth in South Korea was driven by increasing adoption of premium products, yield increases and continued increase in Home Delivery (digital retailing) transactions. Growth in Adjusted EBITDA of 11% reflects the excellent growth in revenue combined with continued investment in key growth initiatives, including expanding the Guarantee and Online Trade-In Services.

FY25 Outlook[1]

We expect to deliver good growth in Revenue, Adjusted EBITDA and Adjusted NPAT on a constant currency basis.

Margin

We expect to see similar Adjusted EBITDA margins.

Australia Observations

- **Dealer:** We expect good growth in dealer revenue supported by growth in lead volumes, depth and yield.
- **Private:** We anticipate solid revenue growth supported by dynamic pricing optimisation and Instant Offer growth.
- **Media:** We expect good revenue growth supported by continued expansion of our native ad products, programmatic capability and non-automotive diversification.

Investments

- We expect solid growth in revenue and similar EBITDA versus FY24.

International Observations

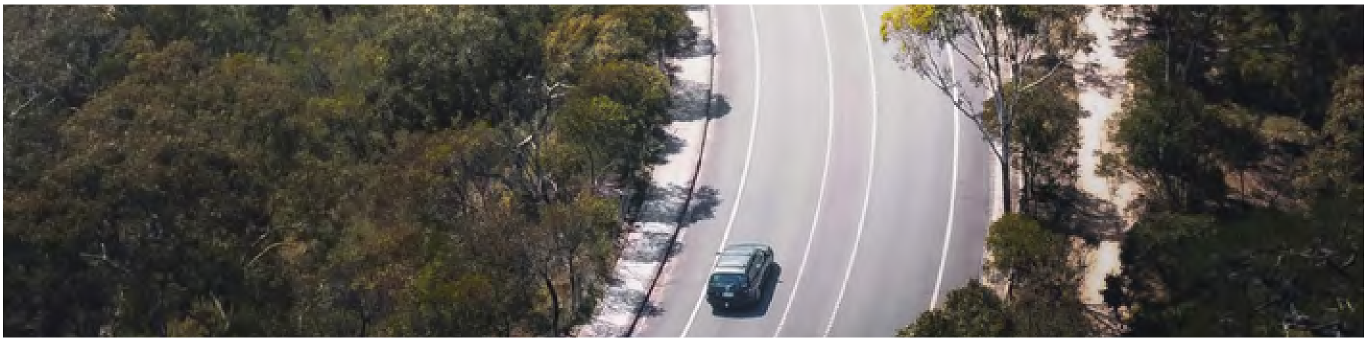
- **North America:** We expect good growth in revenue and good growth in EBITDA.
- **LATAM:** We expect strong growth in revenue and strong growth in EBITDA.
- **Asia:** We expect good growth in revenue and solid growth in EBITDA.

1. All financial references on page 25 are on a constant currency basis unless otherwise stated.

Key risks

Risk	Explanation	Mitigation
Cybersecurity and system availability	Disruption to the Group's technology systems resulting in impact to data integrity or system availability, loss of data or unauthorised access to data. Potential impacts include disruption to service, reputational damage, loss of data, financial penalties and compensation.	• Continuous improvement approach by internal and external cybersecurity experts. • Group-wide information security management framework aligned with robust global frameworks including ISO 27001, NIST and PCI DSS. • Comprehensive response plans, supported by global simulations and detailed disaster recovery plans. • Cybersecurity monitoring and alerting across technology and information assets led by an evolving cyber security incident response plan. • Extensive cybersecurity education program focused on influence, training and awareness for all staff. • Threat Intelligence capability from global government, commercial and private sectors. • Security governance that includes security control testing from internal teams and certified external security service providers. • Detailed security reviews and assessments performed across third parties handling sensitive information.
Data governance, privacy and emerging technologies	Failure to adopt best practice governance recommendations for the responsible use of data, leading to a failure to collect, use, store, distribute or destroy data, particularly personally identifiable information, in compliance with relevant legal requirements or community expectations. Inappropriate or unsecure use of emerging technologies (such as Artificial Intelligence) may compromise the Group's control over its data. Potential impacts include regulatory investigations and / or fines and reputational and brand damage.	• Data governance oversight by executive committees. • Development of Data Classification, Controls and Retention standards. • Resources dedicated to privacy compliance and developments. • Privacy awareness training for employees. • Development of governance frameworks in relation to adoption of emerging technologies.
Compliance and regulatory	Failure to comply with the multitude of regulations and legislation the Group is subject to, in light of its geographical footprint and expanding services, as well as changes to legislation and enforcement priorities of relevant agencies. Potential impacts include financial penalties, reputational damage and inability to operate parts of the business (resulting in further economic loss).	• New starter and annual refresher training on key areas. • Internal legal teams monitoring changes to legislation and enforcement priorities. • Dedicated projects to ensure compliance with new / upcoming legal requirements. • Extensive due diligence on new geographies and markets entered.
Talent and culture	The success of the Group is highly dependent on its ability to attract and retain talent, particularly in light of regional fluctuations and strong competition globally for digital talent. Potential impacts include adverse financial and / or operational performance.	• Continue to offer a range of programs and employee benefits at a global and local level to ensure we continue to attract, develop and retain the best talent and build high performing teams. • Maintain a global reward framework that drives best practice globally, is competitively aligned to market, and includes compelling incentive plans for senior leaders. • Continue to be a committed equal opportunity employer, celebrate the diverse qualities of our team, and foster a culture of inclusion and belonging. • Listen to our employees and monitor engagement twice per year through our global Employee Opinion Survey; data is analysed and used to inform our people strategy and identify areas of competitive advantage.
Disruption and competition	Failure to continue innovating and delivering results to our users could see new or existing competitors take market share from the Group's businesses. Potential impacts include loss of market value and deteriorated financial performance.	• Maintain a strong focus on innovation and delivering new solutions and value to customers. • Close monitoring of competition and new market entrants around the world. • Active corporate development program, including early-stage investments.

Risk	Explanation	Mitigation
Execution and performance	Failure to deliver on strategic or operational business plans or meet financial expectations. Potential impacts include devaluation of the Group, or restricted access to capital.	• Regular re-forecasting and monitoring of market expectations to identify any divergence. • Detailed business cases for major projects, including identification of potential risks and monitoring by executives. • Promote collaboration and knowledge-sharing between businesses to assist with the delivery of strategic or operational plans.
Economic conditions	Adverse economic conditions, including inflation, rising interest rates, fluctuating exchange rates, a global economic slowdown or recession may lead to reduced demand for vehicles and reduced advertising spend by corporates. Potential impacts include financial loss and reduced ability to invest in the business or its people.	• Active treasury and capital management program. • Close monitoring of global indicators. • Diversification of geographies and markets.
Business continuity	A major disruption to the normal operations of the business, whether due to natural disaster, failure of a key supplier, geo-political or other significant event. Potential impacts include risk to our people, capital losses and financial losses.	• Ability for all employees to work remotely if required, with seamless integrated virtual private network services and private cloud. • Critical vendor review and back up plans. • Crisis management plan and simulations for local executive teams. • Close monitoring of geo-political, security or environmental events in relevant locations.



Corporate Governance

CAR Group is committed to being ethical, transparent and accountable in everything we do. We believe this is essential for the long-term performance and sustainability of our Group and supports the interests of all stakeholders. The Board of Directors is responsible for ensuring that the Group has an appropriate corporate governance framework to protect and enhance Group performance and build sustainable value for shareholders.

This corporate governance framework acknowledges the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles and Recommendations) and is designed to support our business operations, deliver on our strategy, monitor performance and manage risk. Our FY24 Corporate Governance Statement addresses the recommendations contained in the fourth edition of the ASX Principles and Recommendations and is available on our shareholder website at https://cargroup.com/governance/.

Sustainability Report

At CAR Group, we take our ability to have a positive impact on society extremely seriously.

CAR Group is pleased that many of its shareholders are interested to learn more about the Group's approach to environmental, social and governance issues. To this end, CAR Group has published its 2024 Sustainability Report, available on our shareholder website at https://cargroup.com/governance/.

This report outlines the Group's approach to assessing, mitigating and managing a range of environmental, social and governance risks, which is overseen by the Group's Board and Sustainability Committee; and managed by the CAR Group Global Leadership Team. It provides insight into our unique culture, how we attract and retain the very best talent, and seek to have a positive impact on our industry and community. Finally, while we have a low environmental impact as an online business, it addresses the Group's environmental efforts. See also our Climate Disclosures Report on page 52.

Our People and Culture Chair's Message

Dear Shareholders,

On behalf of the Board, I am pleased to present CAR Group's FY24 Remuneration Report.

The Group has again delivered excellent double-digit revenue, EBITDA and EPS growth in FY24, and performed in the top 10% for Total Shareholder Return (TSR) compared to the ASX100, over 1 year and 3 years.

The People and Culture Committee (the Committee) consistently reviews the Group's executive remuneration framework to ensure it is balancing the interests of shareholders and business performance, whilst continuing to motivate and retain high performing executives. This remains a key focus for the Committee given the sustained performance and growth delivered by the Global Leadership Team (GLT).

Reflecting on the last three years, the business has significantly grown and evolved. In 2021, the Australian business contributed approximately 80% of the Group's revenue, today it is 41%. This diversification has come through a well-executed growth and acquisition strategy, delivering excellent outcomes in a challenging global macroeconomic environment.

Some key highlights for the Group over the past 3 years have included:

- Successfully executed a $1.2 billion capital raise to acquire the additional 51% of Trader Interactive in 2022, when debt and equity markets were challenging;
- Successfully delivered the business case synergies identified as part of the Trader Interactive acquisition;
- Acquired an additional 40% stake of webmotors, conducting an additional $500 million capital raise within eight months of the Trader Interactive acquisition, and continued to leverage the Group's core expertise to realise the significant benefits from these transformative acquisitions;
- Delivered continued innovation in a more mature Australian business, resulting in double digit revenue growth in dealer, private and media core segments in FY24;
- Continued expansion of Proforma Group EBITDA margins while investing in future long-term growth initiatives;
- Evolved the global leadership structure to enable the Group to scale, establishing a GLT and appointing country heads with their respective leadership teams;
- Announced the new global CAR Group brand, as approved by shareholders at our 2023 Annual General Meeting, reflecting the significant evolution to a more diversified and global Group.

The Group's strong performance has once again delivered positive outcomes for shareholders this financial year, including a strong dividend of 38.5 cents per share.

Group Performance

The Group has again produced excellent financial outcomes in FY24, summarised as follows:

- 17% Proforma Revenue growth, 17% Proforma EBITDA growth and 24% Adjusted NPAT growth.
- 91.3 cents Adjusted Earnings Per Share (EPS), reflecting a CAGR of 17% from FY22 to FY24.
- Dividend Per Share of 73.0 cents, an increase of 12 cents on pcp (+20% increase).
- Ranked in the 90th percentile for Relative TSR from FY22 to FY24.

Remuneration Outcomes

The FY24 remuneration outcomes are closely aligned with the financial performance and strategic outcomes of the Group.

Below is a summary of Fixed Remuneration, Short Term Incentive (STI) and Long Term Incentive (LTI) outcomes:

FY24 Remuneration Changes

- Managing Director & Chief Executive Officer Cameron McIntyre's fixed remuneration increased by 9.1% in FY24. With Cameron's strong leadership and the continued growth of the business globally, it is an important focus for the Board to ensure we are reflecting the increased size, complexity and accountability in Cameron's remuneration.
- Chief Financial Officer, William Elliott, received a fixed remuneration increase of 10% to continue to align his role to market benchmarks, as well as in recognition of his strong performance and significant contribution to the ongoing growth of the business.

FY24 STI Outcomes

- Financial (70% of the plan) – The Group delivered a strong result for shareholders, exceeding Proforma Revenue and EBITDA targets, resulting in maximum achievement against the weighting allocated to the financial objectives.
- Strategic (30% of the plan) – All strategic objectives were achieved against a balanced scorecard, which led to full achievement against the weighting allocated to strategic objectives.
- A total outcome of 100% of maximum opportunity was achieved.

FY22–24 LTI Outcomes

- Financial (70% of the plan) – The team achieved a ranking in the 90th percentile for Relative TSR and achieved 12% CAGR for Adjusted EPS, resulting in the maximum achievement against the weighting for the financial objectives.
- Strategic (30% of the plan) – All strategic objectives were achieved against a balanced scorecard, which led to full achievement against the weighting allocated to the strategic objectives.
- A total vested outcome of 100% of maximum opportunity was achieved.

When assessing strategic objectives in both the LTI and STI plans, the Board uses a scorecard of three key measures: on-time delivery, on budget, and a positive contribution to the bottom line.

We believe the FY24 remuneration outcomes fairly recognise the performance and value creation that our Executive KMP's and GLT has delivered for the business, and for our shareholders.

Non-Executive Director Fees

Given the significant growth of the Group, in FY24, Non-Executive Director fees were benchmarked against comparable sized ASX 100 companies to ensure we are fairly remunerating Non-Executive Directors and aligning with market rates. Following the review, effective 1 January 2024, the decision was made to:

- increase the Board Chair fee by 30%, to reflect the increased size and accountability of the role, as well as to gain alignment with market benchmarks;
- increase the Committee Chair fees by 27%, to recognise the complexity of the Committee Chair roles and their global nature, the time and effort to undertake these duties and to gain alignment with market benchmarks; and
- increase the Non-Executive Director (NED) base fees and committee member fees by 5%.
- The Committee notes that the increases remain within the fee pool of $2 million approved by shareholders in 2021.

Board Renewal

As part of our ongoing Board renewal plan, we were pleased to welcome Philippa (Pip) Marlow to the Board in February 2024. Pip is a highly skilled and experienced leader in global technology businesses, most recently, as the Chief Executive Officer of Salesforce across its Australian, New Zealand and ASEAN operations. Prior to her tenure at Salesforce, Pip was CEO – Customer Marketplace at Suncorp, and enjoyed a 21-year career at Microsoft, where she held a number of local and global roles including in the US, culminating in her appointment as Managing Director of Microsoft Australia for 6 years.

In FY24, the Board refreshed Board Committee memberships, effective 1 September. Details can be found in the Corporate Governance statement in this Annual Report.

CAR Group Culture

The growth of the business is a direct result of the Group's continued focus on its culture and its people. Now, with more than 2,000 employees across the globe, the Group has invested in bringing people together as CAR Group, with the goal to make everyone feel a big part of something big.

The Group's culture continues to build on its original Australian foundations and the success of CAR Group is underpinned by our people, our values and our diversity, equity and inclusion. Employee engagement has increased by 2% within twelve months and is ahead of industry benchmark. Some highlights from the engagement survey feedback include: 86% of our people see the Group as a great place to work; 84% of our team are proud to work for the Group; and 90% of our people believe in the Group's commitment to diversity.

This year we were proud to again be recognised as a Workforce Gender Equality Agency Employer of Choice and to again achieve Great Place to Work® certifications in Australia and Brazil. We were also pleased to achieve Great Place to Work® certification in the United States and Chile for the first time. These results have been achieved thanks to the exceptional talent the Group has throughout all levels of the business, and the strong leadership of our GLT.

Committee Priorities for FY25

The Committee will continue to closely monitor the effectiveness of the Executive KMP remuneration framework. Our focus remains on continuing to engage, motivate and retain Executives, whilst continuing to align with shareholder interests.

In FY25, the Committee is pleased that the Global CEO's will have equity as part of their LTI plan design, aligning the whole GLT to delivering business performance and outcomes for shareholders. This is supported by the strong equity holding that Executive KMP continue to retain in the Group.

Our remuneration outcomes this year reward Executive KMP for exceptionally strong performance, execution — including the successful integration of our acquisitions — and for building a strong culture across the Group. In FY24, we believe our stable and consistent remuneration framework again motivated our people to outperform and therefore it is anticipated that the incentive plan design for FY25 will reflect only small incremental changes.

As always, we welcome your feedback on our Remuneration Report and look forward to discussions with many of you over the coming year.

Yours sincerely

Kim Anderson

Chair of the People and Culture Committee

Remuneration Report

In this Report

Independent Audit of the Report

The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporations Act 2001.

1. Who is Covered in this Report

This remuneration report details the performance and remuneration of Key Management Personnel (KMP), comprising Non-Executive Directors and members of the Global Leadership Team (herein referred to as Executive KMP) who had the authority and responsibility for planning, directing, and controlling the activities of the Group during FY24.

1.1 Key Management Personnel

The Group's KMP in FY24 are listed in the table below:

Name	Position	Term as KMP
Non-Executive Directors		
Pat O'Sullivan	Non-Executive Chair	Full year
Walter Pisciotta	Non-Executive Director	Full year
Kim Anderson	Non-Executive Director	Full year
Edwina Gilbert	Non-Executive Director	Full year
Kee Wong	Non-Executive Director	Full year
David Wiadrowski	Non-Executive Director	Full year
Susan Massasso	Non-Executive Director	Full year
Pip Marlow	Non- Executive Director (from 1 February 2024)	Part Year
Executive KMP		
Cameron McIntyre	Managing Director (MD) and Chief Executive Officer (CEO)	Full year
William Elliott	Chief Financial Officer (CFO)	Full year

2. Summary of the Executive KMP Remuneration Framework

2.1 Executive remuneration strategy

When designing remuneration plans and making decisions within our remuneration framework, we are guided by our remuneration principles which support the execution of our business strategy.

Our remuneration principles

Market competitive	Ensure the Group has the flexibility to attract, motivate and retain high calibre talent in a competitive market.
Alignment	Maintain alignment between Executive KMP interests and those of shareholders and customers. We believe in a pay for performance culture and through this encourage Executives to build and maintain a reasonable shareholding.
Link to Group strategy	Our focus is on value-add objectives that contribute to achieving our purpose so that we reward what truly impacts business growth.
Reward the right outcomes	We encourage responsible decision making that is made in the best interests of our customers and shareholders and align reward outcomes accordingly.

Underpinned by our remuneration framework

Remuneration Component	Alignment to performance	Alignment to principles
Fixed Remuneration (FR) Comprises base salary and superannuation.	Set at a market competitive level in relation to the scope, complexity, capability and individual performance in the role. Provides recognition for day to day, operational activities.	Set to attract, retain, and engage the best people to design and lead the delivery of our strategy.
Short-term Incentive (STI) Annual incentive opportunity. Delivered as 75% cash and 25% deferred performance rights for a 12-month period, subject to continued service.	Performance assessed against: • Financial measures (70%) – Proforma Revenue[1] and Proforma EBITDA[1], weighted equally. • Strategic measures (30%) – Pre-determined projects, business and people objectives.	Linked to the Group's key strategic priorities which directly contribute towards the execution of long-term strategy. The 25% of the award that is deferred into equity supports Executives' alignment with shareholder interests, as well as Executive retention.
Long-term Incentive (LTI) Granted in 100% performance rights with a three-year vesting period.	Performance assessed against: • Financial measures (70%) comprising Adjusted Earnings Per Share (Adjusted EPS)[2] and Relative Total Shareholder Return (Relative TSR), weighted equally. • Strategic measures (30%) including pre-determined projects, business and people objectives and strategic focus areas.	Targeting sustained growth in profitability and shareholder wealth creation. The three-year vesting period encourages consideration of long-term decision making and value creation, as well as operating as a retention tool. With a significant portion of potential remuneration based on CAR Group equity, this provides alignment between the interests of Executives and shareholders.

Non-monetary benefits: Employees are provided with salary continuance insurance cover. It is not allocated on an individual basis.

1. Proforma revenue reflects ordinary revenue in accordance with IFRS, adjusted to reflect 100% ownership of Trader Interactive and 70% ownership of webmotors in both the current and historical comparative periods. Proforma EBITDA reflects Earnings before Interest, Tax, Depreciation and Amortisation on a consistent ownership basis with Proforma Revenue. It also excludes certain non-operating and non-recurring items as outlined on page 82 of the annual report to best reflect the underlying performance of the business.
2. Adjusted EPS excludes certain non-operating and non-recurring items as outlined on page 82 of the annual report to best reflect the underlying performance of the business.

Remuneration Report

To ensure remuneration is market competitive, the Group will seek advice from external remuneration consultants on an as needs basis to benchmark Executive KMP remuneration against relevant peers, being ASX listed companies that are relative in size, structure and industry to that of CAR Group and the most relevant group from which the competition for talent arises. The Group also considers global competitors for talent to be relevant, but remains focused on Australian listed companies with a global presence for the purpose of benchmarking.

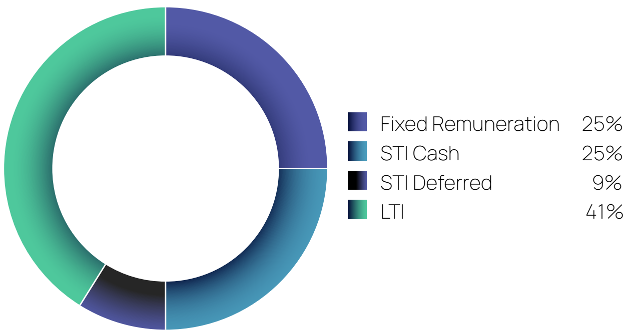
In FY24, the Board engaged Ernst & Young (EY) and Mercer Consulting as its independent remuneration advisors. While CAR Group sought input from EY and Mercer Consulting, no remuneration recommendations, as defined by the *Corporations Act 2001*, were provided. External advice is used as a guide only and does not serve as a substitute for Directors' thorough consideration of remuneration outcomes.

2.2 Remuneration Mix (percentage of total remuneration)

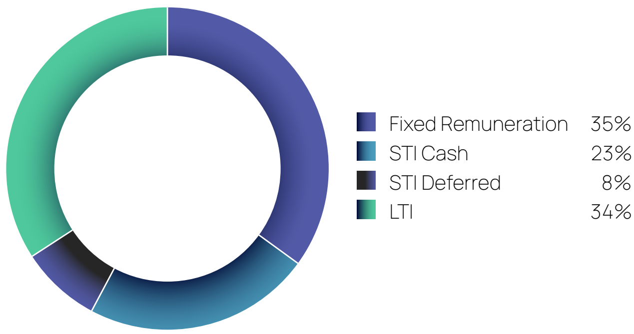
Within the remuneration framework, a key focus is on strengthening performance-based remuneration. As such, our remuneration mix (at maximum) includes at least 50% in the form of variable remuneration.

The figure below shows the remuneration mix at maximum opportunity for FY24 rather than actual remuneration received during the year. The actual remuneration mix will vary based on financial and strategic performance each year.

MD & CEO



CFO



2.3 Timeline for Delivery of Remuneration

The diagram below provides a summarised timeline of when the FY24 remuneration opportunity is delivered.

Performance Year	Year 1	Year 2	Year 3
Fixed Remuneration	Base salary & Super (100%)		
Short-term Incentive	Cash (75%)	Deferred performance rights (25%)	
Long-term Incentive			Performance rights (100%)

3. Remuneration Outcomes and Link to Performance

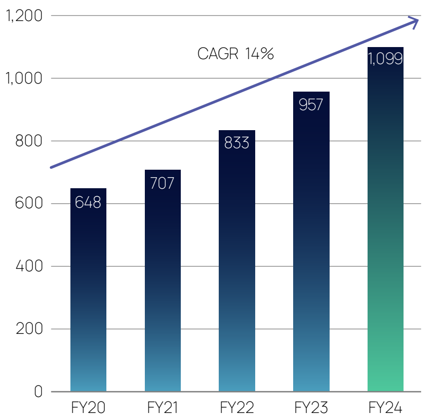
One of the key principles of the Group's remuneration framework is to align Executive KMP remuneration outcomes with Group performance. This section provides a summary of the Group's five-year financial performance outcomes and the link to remuneration outcomes.

3.1 Company Five-year Financial Performance

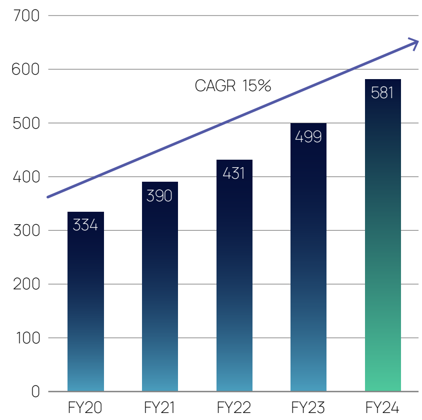
The Group's financial performance over the past five years along with how that performance has translated to shareholders is demonstrated in the graphs below.

Remuneration Performance Measures

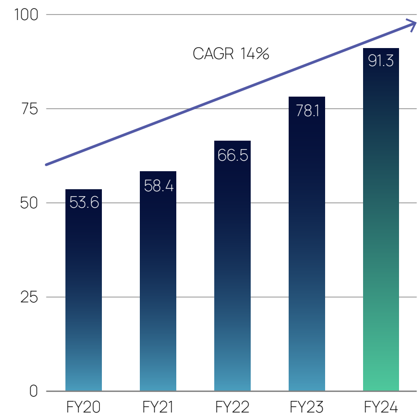
Proforma[1] Revenue ($m)



Proforma[1] EBITDA ($m)



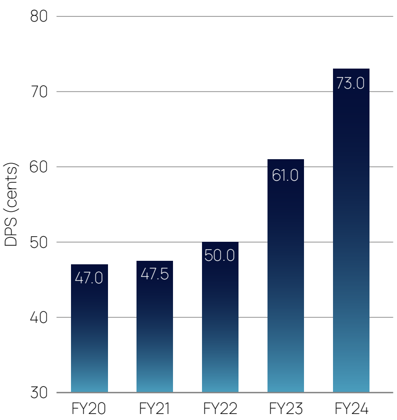
Adjusted EPS[2]



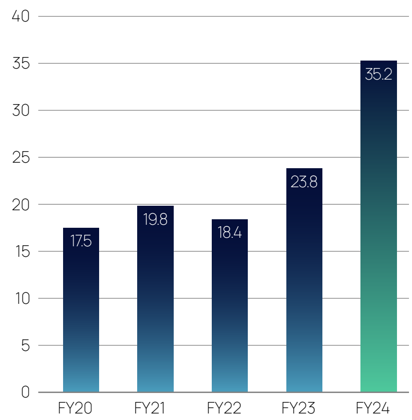
1. Proforma revenue reflects ordinary revenue in accordance with IFRS, and assumes consolidation of Trader Interactive and webmotors in FY24 and prior periods. Proforma EBITDA reflects Earnings before Interest, Tax, Depreciation and Amortisation on a consistent ownership basis with Proforma Revenue. It also excludes certain non-operating and non-recurring items as outlined on page 82 of the annual report to best reflect the underlying performance of the business.
2. In accordance with AASB133, historical EPS has been restated based on an adjustment factor to take into account the new shares issued in connection with the Trader Interactive and webmotors acquisitions. EPS excludes certain non-operating and non-recurring items as outlined on page 82 of the annual report to best reflect the underlying performance of the business.

Other Performance Metrics

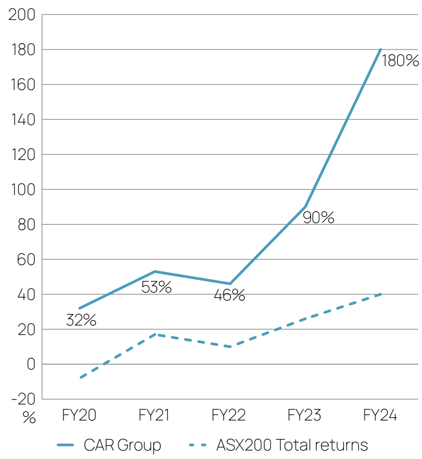
Dividends per Share



Share price year end ($)



Cumulative TSR (last 5 years)



Historical Incentive Outcomes

Executive KMP Remuneration Outcomes	FY18	FY19	FY20	FY21	FY22	FY23	FY24
STI outcome (% of maximum)[1]	85.3%	31.9%	28.0%	100.0%	76.0%	100.0%	**100.0%**
LTI vesting outcome (% of maximum)	72.9%	49.4%	76.0%	30.0%	75.7%	88.9%	**100.0%**

1. For consistency, FY22 and FY23 outcomes have been restated to show performance against maximum.

3.2 Executive KMP Realised Remuneration Snapshot – FY24

The table below provides actual amounts received by the Executive KMP for FY24. This non-IFRS table is an additional disclosure to those required under the Australian Accounting Standards and the *Corporations Act 2001*. It has been provided to assist shareholders in understanding realised outcomes.

Name	Year	Fixed remuneration[1] $	Other $	Cash STI Earned[2] $	Vested deferred STI[3] $	Vested LTI[4] $	Total $
Cameron McIntyre	**FY24**	**1,800,000**	**–**	**1,822,500**	**827,141**	**3,281,599**	**7,731,240**
	FY23	1,650,000	–	1,676,093	539,594	1,675,977	5,541,664
William Elliott	**FY24**	**770,000**	**–**	**506,250**	**194,298**	**540,911**	**2,011,459**
	FY23	700,000	–	393,750	117,266	265,559	1,476,575
Total Executive KMP FY24		**2,570,000**	**–**	**2,328,750**	**1,021,439**	**3,822,510**	**9,742,699**
Total Executive KMP FY23		**2,350,000**	**–**	**2,069,843**	**656,860**	**1,941,536**	**7,018,239**

1. Fixed remuneration earned in the financial year (base salary, annual leave and superannuation).
2. Cash STI earned in relation to performance under the STI plan during the financial year.
3. Vested deferred STI is the value of deferred STI earned as a result of performance in the prior financial year, subject to a restriction period that ends in August 2024. The STI value is calculated as the number of rights that vested multiplied by the 30 June 2024 closing share price (30 June 2023 closing share price for the FY23 financial year).
4. Vested LTI is the value of performance rights that vest in August 2024. Values are calculated as the number of rights received multiplied by the 30 June 2024 closing share price (30 June 2023 closing share price for the FY23 financial year). For example, FY24 is reported as the FY22 LTI grant which vest in August 2024.

3.3 Fixed Remuneration Outcomes

Fixed remuneration is generally positioned between the 50th percentile and the 75th percentile of the relevant market, which allows the flexibility required to attract and retain high calibre Executives.

Name	$
Cameron McIntyre	1,800,000
William Elliott	770,000

Actual fixed remuneration paid to members of the Executive KMP is shown in the remuneration tables in section 3.2 of this report.

In FY24, Mercer Consulting was engaged to benchmark roles and extract market data from an agreed ASX-listed peer group. This peer group consisted of 23 ASX-listed companies that were selected with consideration to organisation size and industry. Market data was presented in accordance with appropriate job size of each role, allowing for a relevant market review to be undertaken.

In the FY24 annual remuneration review, effective 1 July 2023, Cameron McIntyre received a fixed remuneration increase of 9.1%, recognising the continued expansion of his role in line with the growth of business, his continued strong performance and to ensure alignment with market.

William Elliott received an increase of 10.0%, which is an incremental process to align his fixed remuneration to market peers, and to acknowledge the growth of the business and his strong performance in the Group's CFO role.

3.4 Short-term Incentive Plan – Key Features and Outcomes

The key features of the STI plan for the year ended 30 June 2024 are detailed in the table below.

Feature	Approach
Description	Eligible Executive KMPs participate in the annual STI plan with an earning opportunity that is 'at risk' subject to specific pre-determined Group measures being met. All performance measures chosen support the delivery of our strategy and create sustainable value for all stakeholders.
Performance period	Aligned with the financial year, 1 July 2023 to 30 June 2024.
STI Opportunity	The STI opportunity varies in accordance with role size, complexity and direct accountability. Market benchmarking references are also taken into consideration. The maximum (capped) opportunity represents outstanding levels of performance. Executive KMP capped levels, referenced as a percentage of Fixed Remuneration (FR) are: Role — Maximum STI CEO — 135% of fixed remuneration CFO — 88% of fixed remuneration
Delivery of award	The STI award is delivered 75% in cash at the end of the performance period and 25% in equity (performance rights) that is deferred for an additional 12 months subject to a continued service condition. No dividends are payable until the performance rights vest into ordinary shares at the conclusion of the 12-month deferral period.
Performance measures and weightings	The STI plan incorporates both financial and strategic performance measures. The performance measures and their relative weightings are: Category — Measures — Weighting Financial — Proforma revenue — 35% Financial — Proforma EBITDA — 35% Strategic — Strategic objectives — 30% These measures are calculated on a constant currency basis to remove the effect of fluctuations in FX rates when assessing performance outcomes.
Financial Performance threshold and maximum	A minimum performance threshold must be achieved in the performance period prior to any award vesting. The threshold and maximum performance for FY24 have been set as follows: Measure — Threshold — Maximum Proforma Revenue — 5.0% growth — 12.0% growth Proforma EBITDA — 5.0% growth — 12.0% growth

Remuneration Report

Feature	Approach
Selection of Performance Measures	**Financial Measures:** **Proforma Revenue**: Proforma Revenue reflects ordinary revenue in accordance with IFRS, and assumes consolidation of Trader Interactive and webmotors in FY24 and prior periods. **Proforma Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)**: Proforma EBITDA reflects Earnings before Interest, Tax, Depreciation and Amortisation on a constant currency and consistent ownership basis with Proforma revenue. It also excludes certain restructuring, M&A transactions costs and FX (as outlined on page 82 of the annual report) to best reflect the underlying performance of the business. **Strategic Measures:** Strategic measures within the plan recognise the importance of key strategic priorities and employee engagement in achieving business growth. The Board decides on pre-determined strategic performance objective targets at the beginning of the performance period, which are linked to our longer-term strategy and value creation for our shareholders. The strategic objective outcomes are provided within the STI outcomes section of the report.
Link of performance and reward	For each measure, there is a minimum threshold of performance required which needs to be met before any pay-out is awarded for that portion of the STI. An incremental scale applies in accordance with achievement of financial measures, with the intention to motivate and fairly reward exceptional performance outcomes. The achievement of strategic performance measures are assessed through a rating scale, with Partial Achievement allocated 75% and Full Achievement allocated 100% (capped). The below table outlines the relationship between performance and the potential percentage of target incentive that can awarded to the CEO and CFO based on financial and strategic measures:

Performance Level	Outcome %
Financial (70% of Opportunity)[1]	
Minimum	0%
Threshold	50%
Target	100%
Maximum	150%
Strategic (30% of Opportunity)	
Not achieved	0%
Partial achievement	75%
Full achievement	100%

Feature	Approach
Cessation of employment	If an Executive KMP ceases employment with the Group prior to any awards being paid, unless the Board determines otherwise, the Executive KMP will forfeit any awards to be paid for the performance period.

1. Outcome is linear between threshold and target and target and maximum.

Performance outcomes against STI Measures for FY24

STI outcomes are calculated using a performance scorecard with 70% weighting on financial measures and 30% weighting on strategic measures. All outcomes are measured on Group performance.

The Board's assessment of the Executive KMP's performance in the 2024 financial year is outlined below.

Financial Measure	Weighting	Threshold	Maximum	Actual Performance	Payout	Commentary
Proforma Revenue	35%	5%	12%	15%	35%	Above maximum performance achieved ($1.1b).
Proforma EBITDA	35%	5%	12%	16%	35%	Above maximum performance achieved ($581m).

Strategic Measure	Weighting	Actual Performance	Payout	Commentary
Risk Framework Develop a consistent risk management framework across the Group.	10%	Full Achievement	10%	With the increased size, scale and complexity of the business post two material acquisitions; a new global risk framework was developed and successfully implemented to enhance our ability to manage risk across the Group.
Innovation Deliver a strategy to utilise AI for efficiencies and competitive advantage in our markets.	10%	Full Achievement	10%	Established a global AI strategy with the following key focus areas: Customer Experience, Media, Trust and Safety, Content, Business Process and Security. Already implemented key initiatives that are delivering upside for the Group, with more to follow in FY25.
Employee Engagement Grow employee engagement and sentiment across the Group.	10%	Full Achievement	10%	Achieved 2% uplift in employee engagement globally from FY23 to FY24, which is 4% ahead of industry benchmark. We also achieved Great Place to Work certification in Australia, Chile, Brazil and the US.
Total	**100%**		**100%**	

Overall STI Financial Outcomes

The following table provides the FY24 STI outcomes awarded to Executive KMP. Under the FY24 STI plan, 25% of the awarded STI is provided in equity with vesting deferred for an additional 12 months, subject to a continued service condition.

		75%	25%			
2024	Actual STI awarded $	Cash $	Deferred in equity $	Number of performance rights awarded[1]	STI Target $	STI actual as a % of maximum
Cameron McIntyre	2,430,000	1,822,500	607,500	17,318	1,800,000	100%
William Elliott	675,000	506,250	168,750	4,810	500,000	100%

1. Number of performance rights to be awarded is based on the 20 trading day VWAP up to and including 30 June 24. Performance rights awarded to Cameron McIntyre are subject to approval by shareholders.

2023 Deferred STI Outcome

The 2023 deferred STI will qualify to vest upon release of this Annual Report to the ASX by the Board. The table below provides the award value based on the accounting Black Scholes valuations, as well as the realised value to each Executive KMP of their STI based on the 30 June 2024 share price.

	DSTI value (Black Scholes)		DSTI value (30 June 2024 share price)	
	Vested $	Vested %	Vested $	Vested %
Cameron McIntyre	692,218	100%	827,141	100%
William Elliott	162,604	100%	194,298	100%

3.5 FY22–24 Long-term Incentive Plan – Key Features

Feature	Approach
Description	Eligible Executive KMPs participate in the LTI plan, with an opportunity that is 'at risk' subject to specific pre-determined Group performance measures being met over a three-year period. The plan is designed to align Executive KMPs' interests with those of shareholders.
Opportunity	The LTI opportunity reflects accountabilities and influence over the Group's long-term performance within each role. Market benchmarks are also referenced in determining the LTI opportunity. The maximum face value of LTI that can be granted, referenced as a percentage of Fixed Remuneration (FR) is: **Role** – **Maximum (cap)** CEO – 121.3% of FY22 Fixed Remuneration CFO – 54.5% of FY22 Fixed Remuneration
Performance and vesting period	Performance is measured over three financial years. Any performance rights that do not vest following testing will lapse.
Delivery	The LTI award is delivered one hundred percent (100%) in equity granted as performance rights (PRs), with vesting subject to financial metrics and strategic objectives being met as well as an ongoing service condition. No dividends are paid during the performance period, until the rights vest.
Allocation approach	The number of performance rights granted are calculated as follows: $ Fixed Remuneration (FR) X Award face value (% FR) ÷ $ Share price (Performance rights) = Number of PRs (100% of Award) The share price used was the Volume Weighted Average Price of the Company's ordinary shares for the 20 trading days up to and including 30 June 2021.
Performance measures and weightings	The performance measures and their relative weightings are: **Category** – **Measures** – **Weighting** Financial – Adjusted EPS – 35% Relative TSR – 35% Strategic – Strategic objectives – 30%

Feature	Approach
Performance Threshold and Maximum	A minimum performance threshold must be achieved in the performance period prior to any award vesting. The threshold and maximum performance for FY22–24 and other currently operating LTI plans (for further information) have been set as follows:

Year	Measure	Threshold	Maximum
FY22–24	**Relative TSR**	**50th percentile**	**75th percentile**
	Adjusted EPS	**3.0% CAGR**	**10.0% CAGR**
FY23–25	Relative TSR	50th percentile	75th percentile
	Adjusted EPS	3.0% CAGR	10.0% CAGR
FY24–26	Relative TSR	50th percentile	85th percentile
	Adjusted EPS	5.0% CAGR	13.0% CAGR

Financial metrics used exclude corporate activity (such as acquisitions) made after the AGM notice date, with the exception of any disposal of businesses or acquisitions of additional equity stakes in any existing businesses, where the CAGR targets will be altered to maintain the underlying CAGR growth rates targeted for the financial year. The Board retains discretion to adjust the CAGR growth rates to include the impact of any strategically important acquisitions made during the performance period, such that management is not materially advantaged or disadvantaged from entering into further acquisitions when it is in shareholders' interests to do so.

Strategic Targets: The release of targets that were used to assess performance will be provided upon completion of each three-year performance period, due to competitive advantage information being withheld.

Vesting Schedule

Performance Level	Vesting %
Financial	
Below Threshold	0%
Between Threshold and Maximum:	
Adjusted EPS	From 30% to 100%
Relative TSR	From 50% to 100%
Strategic	
Not achieved	0%
Partial achievement	50%
Full achievement	100%

Feature	Approach
Selection of Performance Measures	**Financial Measures:** **Adjusted EPS** Adjusted EPS is defined as earnings per share calculated by dividing the Adjusted NPAT attributable to equity holders of the Group during the performance period by the weighted average number of ordinary shares outstanding during the performance period. The Board also retains discretion to alter the Adjusted EPS hurdle in exceptional circumstances to ensure there is no material advantage or disadvantage due to matters outside management's influence that would materially affect Adjusted EPS. **Relative TSR** TSR calculates the return Shareholders would earn if they held a notional number of Shares over a period of time. It measures the change in the Group's Share price, together with the value of dividends during the relevant period, assuming that the dividends are re-invested into new Shares. Relative TSR compares the Group's TSR performance against the TSR of a bespoke peer group of companies.[1] The Board believes that the chosen measures ensure alignment of LTI vesting outcomes to shareholder interests. In determining the financial measures' targets, the Board considers the earnings performance of the Group, forward-looking market consensus earnings expectations, the overall purpose of the award and the long-term best interests of the Group. Based on these factors, the Board believes that the growth targets that have been set are appropriate in all the circumstances. The Board has retained Adjusted EPS to support alignment with Group specific financial outcomes, and Relative Total Shareholder Return (RTSR) to continue to enhance alignment of Executive remuneration outcomes with that of shareholders. The peer group chosen comprises of ASX200 companies in the media and entertainment, retailing and information technology sectors. In addition, there are three international peer companies in the peer group reflecting the Group's global footprint[1]. **Strategic measures** within the plan recognise the importance that key strategic priorities and people engagement have in achieving ongoing business transformation and evolution. The Board has selected pre-determined strategic performance objectives which are linked to the Group's long-term strategy and are therefore key in improving long-term financial performance and value for our shareholders. Key factors in determining these outcomes are delivery on time, on budget and contribution to the bottom line.
Malus and Clawback	If the Board, in its reasonable opinion, determines that a plan participant has engaged in any of the following conduct, the Board may declare that all, or some, of the participant's performance rights held under the plan are forfeited: a. Cessation of employment, other than for special circumstances, redundancy or by mutual agreement between the Board and the participant; b. Material breach of the participant's obligations to the Group; c. Behaviour that brings the Group into disrepute.
Ceasing Employment	Executive KMPs who leave the Group have 30 days from their date of departure to exercise any vested options or performance rights they may have, unless such departure is under adverse conditions. In exceptional circumstances, and at the Board's discretion, Executive KMPs may be allowed to retain unvested options (from current or prior year operating LTI plans) and performance rights in a future period when they vest. This would be subject to testing against performance criteria.
Hedging Policy	The Group's Equity Plan and Securities Trading Policy specifically prohibits a plan participant from entering into any scheme, arrangement, agreement (including options and derivative products) or other hedging transaction under which the participant may alter or limit the economic benefit or risk to be derived from options, irrespective of future changes in the market price of any Group shares. Where a plan participant enters, or purports to enter, into any such scheme, arrangement or agreement without prior authorisation from the Group, such options or performance rights will immediately lapse.
Change of Control	While the Board maintains discretion in relation to unvested options and performance rights, the default treatment for unvested options subject to performance conditions is that a pro-rata number will vest based on the extent to which applicable performance conditions have been satisfied. For unvested options and performance rights subject to only continuing service conditions, the pro-rata number will vest based on the proportion of the period that has lapsed.

1. The companies in the comparator group were: Afterpay Ltd, Altium Ltd, Appen Ltd, Auto Trader Group PLC, Bapcor Ltd, Bravura Solutions Ltd, Cars.com Inc, Computershare Ltd, Domain Holdings Australia Ltd, Eagers Automotive Ltd, EML Payments Ltd, Harvey Norman Holdings Ltd, IRESS Ltd, JB Hi-Fi Ltd, Link Administration Holdings Ltd, Megaport Ltd Technology, Nearmap Ltd, News Corporation, NEXTDC Ltd, Nine Entertainment Co Holdings Ltd, Ooh!Media Ltd, Premier Investments Ltd, REA Group Ltd, SEEK Ltd, Southern Cross Media Group Ltd, Super Retail Group Ltd, One Ltd, CarGurus Inc, Webjet Ltd, Wesfarmers Ltd, WiseTech Global Ltd, Xero Ltd.

There are currently three years of unvested LTI awards with performance periods that include the 2024 financial year.

Financial year of grant	Performance period	Performance year to determine vesting	Vesting dates
FY22–24	1 July 2021 – 30 June 2024	FY24	August 2024
FY23–25	1 July 2022 – 30 June 2025	FY25	August 2025
FY24–26	1 July 2023 – 30 June 2026	FY26	August 2026

FY22–24 Performance outcomes against LTI Measures

LTI performance and awarded outcomes

The Board's assessment of performance against the FY22–24 LTI performance measures is outlined below.

Financial Measures	Weighting	Threshold	Maximum	Actual Performance	Vest (% of maximum)	Commentary
Relative TSR	35%	50th	75th	90th	35%	Above maximum performance achieved. This outcome reflects a ranking in the 90th percentile compared to our peer group.
Adjusted EPS[1]	35%	3%	10%	12%	35%	Above maximum performance achieved. Good performance of 12% CAGR in Adjusted EPS.

Strategic Measures	Weighting	Actual Performance	Vest (% of maximum)	Commentary
International International revenue growth.	10%	Full Achievement	10%	Strong double digit revenue growth across the international portfolio supported by double digit revenue growth in each region.
Online buying and selling Enhance our online buying and selling offering to be ahead of changing consumer behaviour.	10%	Full Achievement	10%	Delivered an online service marketplace in Brazil, digital retailing in powersports in US, enhanced IO offering in Australia and improvements in Encar Home Delivery which has demonstrated strong growth. In addition, developed global C2C payment capability in Australia with other regions to follow, focusing on removing friction from the buy and sell experience.
Talent Ensure we attract and retain talent in the face of the COVID-19 global skills shortage.	10%	Full Achievement	10%	Delivered additional external talent pools to scale up capacity to meet post COVID tech workforce demand, delivered a new employer brand and employee value proposition to attract talent – reducing time to hire in all of our markets. Delivered key global people initiatives to develop and retain top talent, reduced employee turnover from >25% to <19% by Jan 2023, prior to macroeconomic conditions slowing down the employment market, with turnover now sitting <15%.
Total	**100%**		**100%**	

1. The acquisition of Trader Interactive was built into the base year EPS to ensure there was no material advantage to executives as a result of the acquisition.

4. Remuneration Governance

The Board has ensured robust governance processes are in place for remuneration matters within the Group. The below diagram provides a summary of the remuneration governance framework.

Board

The Board takes guidance and reviews recommendations from the People and Culture Committee and makes decisions on remuneration strategy and outcomes for Executive KMP and Non-Executive Directors.

People and Culture Committee

The People and Culture Committee reviews recommendations made by management where appropriate and makes recommendations to the Board on remuneration and other terms of employment applicable to Executive KMP and Non-Executive Directors. In addition, the People and Culture Committee will facilitate an efficient mechanism for examination of the selection and appointment practices of the Group as well as cultural, diversity and inclusion practices.

Management

The CEO makes recommendations to the People and Culture Committee on performance and remuneration outcomes for direct reports.

Management may attend Committee meetings as required, however do not participate in formal discussions or decision making involving their own remuneration.

Independent remuneration advisors

The People and Culture Committee may engage independent remuneration advisors if needed to assist the Board in making remuneration decisions.

Any advice is used as one of many factors taken into consideration by the Board.

Other Board committees

The Risk Management Committee and Audit Committee may advise the People and Culture Committee on relevant risk and reputation or relevant financial outcome matters that arise.

Further information on the purpose and duties of the People and Culture Committee is contained in its Charter, which is available from the Group's investor website: https://cargroup.com/charters/.

4.1 Engagement with shareholders and proxy advisors

Members of the Board have proactively engaged with several of its largest Shareholders throughout the year. Proxy advisors are also invited to meet with representatives of the Board throughout the year to ensure they have a good understanding of the Group's remuneration structure and decisions, and are in a position to provide insightful advice to their clients. The Group views these meetings as an opportunity to receive valuable feedback on issues of importance to its Shareholders and to ensure it is across the trends being seen in the market.

5. Executive KMP Statutory Remuneration Disclosure

5.1 Accounting based benefits

The table below has been prepared in accordance with the requirements of the *Corporations Act 2001* and relevant Australian Accounting Standards. The figures provided under the share-based payments columns are based on accounting values and do not reflect actual cash amounts received by members of the Executive KMP in FY24.

		Short term benefits		Post Employment	Long Term benefits	Share based payments				
Name	Year	Salary and fees $	Cash STI $	Superannuation $	Long Service Leave $	Deferred STI $	LTI performance rights $	LTI options $	Other $	Total $
Cameron McIntyre	**FY24**	**1,772,601**	**1,822,500**	**27,399**	**(92,024)**	**571,562**	**1,785,687**	**–**	**–**	**5,887,725**
	FY23	1,624,708	1,676,093	25,292	68,678	556,164	1,873,951	238,376	–	6,063,262
William Elliott	**FY24**	**742,601**	**506,250**	**27,399**	**22,129**	**147,082**	**366,243**	**–**	**–**	**1,811,704**
	FY23	674,708	393,750	25,292	30,512	125,660	244,023	–	–	1,493,945
Total KMP FY24		**2,515,202**	**2,328,750**	**54,798**	**(69,895)**	**718,644**	**2,151,930**	**–**	**–**	**7,699,429**
Total KMP FY23		2,299,416	2,069,843	50,584	99,190	681,824	2,117,974	238,376	–	7,557,207

6. Executive KMP Service Agreements

All Executive KMP have service agreements determining fixed remuneration (cash salary and superannuation), and performance based variable reward, comprising STI opportunity and participation in the Group's LTI Plan.

They have no fixed employment terms and no special termination payment conditions. All agreements provide for dismissal due to gross misconduct. The termination notice period is six months by either party and there is a six month non-compete period.

7. Executive KMP Equity Disclosures

7.1 STI and LTI payments (cash, options and performance rights) achievement against maximum entitlement

All Executive KMP received grants that were equal to or less than their maximum potential STI entitlements. The relative proportions of remuneration which are linked to performance and those that are fixed based on the accounting values table in section 5.1 are as follows:

	Cash salary and superannuation		At risk – STI		At risk – DSTI		At risk – LTI	
Name	2024 %	2023 %	2024 %	2023 %	2024 %	2023 %	2024 %	2023 %
Cameron McIntyre	29	28	31	28	10	9	30	35
William Elliott	44	49	28	26	8	9	20	16

7.2 Share-based compensation disclosures – equity granted, vested, exercised and lapsed/forfeited

The table below details a full listing of options and performance rights granted to Executive KMP during FY24 or in prior years of which then vested, were exercised or lapsed/forfeited during FY24.

Type of equity	Equity Fair Value at Grant	Grant Date	Vesting Date	Balance at start of year	Granted during year	Vested and exercised in FY24	% of total vested & exercised inFY24	Lapsed/ forfeited in FY24	% Lapsed/ forfeited in F24[1]	Balance at end of year[2]	Fair value at grant date
Cameron McIntyre											
FY20 Performance Options[3]	3.43	Oct 19	Oct 22	99,248	–	–	–	–	–	99,248	340,540
FY21 Performance Rights	17.41	Oct 20	Oct 23	52,324	–	(50,955)	97%	(1,369)	3%	–	910,961
FY21 Performance Rights	13.03	Oct 20	Oct 23	28,175	–	(20,608)	73%	(7,567)	27%	–	367,120
FY22 Performance Rights	18.31	Oct 21	Aug 24	60,512	–	–	–	–	–	60,512	1,107,975
FY22 Performance Rights	14.31	Oct 21	Aug 24	32,583	–	–	–	–	–	32,583	466,263
FY23 Performance Rights	20.40	Dec 22	Aug 25	69,692	–	–	–	–	–	69,692	1,421,717
FY23 Performance Rights	13.57	Dec 22	Aug 25	37,527	–	–	–	–	–	37,527	509,241
FY24 Performance Rights	28.29	Dec 23	Aug 26	–	43,658	–	–	–	–	43,658	1,235,085
FY24 Performance Rights	26.69	Dec 23	Aug 26	–	43,658	–	–	–	–	43,658	1,165,232
FY24 Performance Rights	28.39	Dec 23	Aug 26	–	37,421	–	–	–	–	37,421	1,062,382
Total Performance Awards				**380,061**	**124,737**	**(71,563)**		**(8,936)**		**424,299**	**8,586,516**
FY22 STI Deferred	22.61	Dec 22	Aug 23	22,653	–	(22,653)	100%	–	–	–	512,184
FY23 STI Deferred	29.50	Dec 23	Jul 24	–	23,465	–	–	–	–	23,465	692,218
Total Deferred Awards				**22,653**	**23,465**	**(22,653)**	**–**	**–**	**–**	**23,465**	**1,204,402**
William Elliott											
FY21 Performance Rights	17.41	Oct 20	Oct 23	8,291	–	(8,074)	97%	(217)	3%	–	144,346
FY21 Performance Rights	13.03	Oct 20	Oct 23	4,464	–	(3,265)	73%	(1,199)	27%	–	58,166
FY22 Performance Rights	18.31	Feb 22	Aug 24	9,974	–	–	–	–	–	9,974	182,624
FY22 Performance Rights	14.31	Feb 22	Aug 24	5,371	–	–	–	–	–	5,371	76,859
FY23 Performance Rights	20.40	Dec 22	Aug 25	13,800	–	–	–	–	–	13,800	281,520
FY23 Performance Rights	13.57	Dec 22	Aug 25	7,431	–	–	–	–	–	7,431	100,839
FY24 Performance Rights	28.29	Dec 23	Aug 26	–	10,914	–	–	–	–	10,914	308,757
FY24 Performance Rights	26.69	Dec 23	Aug 26	–	10,914	–	–	–	–	10,914	291,295
FY24 Performance Rights	28.39	Dec 23	Aug 26	–	9,356	–	–	–	–	9,356	265,617
Total Performance Awards				**49,331**	**31,184**	**(11,339)**		**(1,416)**		**67,760**	**1,710,023**
FY22 STI Deferred	22.61	Dec 22	Aug 23	4,923	–	(4,923)	100%	–	–	–	111,309
FY23 STI Deferred	29.50	Dec 23	Jul 24	–	5,512	–	–	–	–	5,512	162,604
Total Deferred Awards				**4,923**	**5,512**	**(4,923)**	**–**	**–**	**–**	**5,512**	**273,913**

1. Percentage of the available grant that was forfeited due to not meeting the service and performance criteria set.
2. Options and performance rights not exercised expire at the earliest of (a) the expiry date applicable to the option or performance rights, (b) 30 days post the employee ceasing to be employed by CAR Group, © where EPS or RTSR vesting conditions are not met at the relevant date, or (d) where there has been a special circumstance, then within 90 days after that special circumstance has occurred or as specified by the Board.
3. Exercise Price for FY20 Performance Options is $13.54. When exercisable, each option is convertible into one ordinary Share upon payment of the exercise price by the option holder, provided that the option holder complies with the rules of the CAR Group Employee Option Plan. Performance rights will automatically be converted to one ordinary share upon the vesting date provided the holder complies with the rules of the CAR Group Employee Option Plan.

Further information on the options and performance rights is set out in Note 26 to the financial statements.

7.3 Equity holdings

The number of Shares in the Group held during the financial year by Executive KMP, including their personally related parties, are set out below. There were no Shares granted during the reporting period as compensation.

Name	Balance 1 July 23	Received during the year on the exercise of options/rights	Other changes during the year	Balance 30 June 24
Cameron McIntyre	392,894	94,216	–	487,110
William Elliott	14,137	16,262	–	30,399

8. Non-Executive Director Fees

Non-Executive Directors receive fees within an aggregate Directors' fee pool limit, which is periodically proposed for approval by Shareholders. The maximum payable to be shared by all Non-Executive Directors currently stands at $2,000,000 per annum. The current base remuneration pool was approved by Shareholders at the Annual General Meeting held on 29 October 2021.

Fees and payments to Non-Executive Directors are determined by the demands that are made on their time, as well as their responsibilities. The annualised fees paid to the Board are below the $2,000,000 pool approved by Shareholders.

To reflect the continued growth of the Group, in FY24, Non-Executive Director fees were benchmarked against comparable sized ASX100 companies to ensure alignment to market rates. Following this benchmarking review, effective 1 January 2024, the decision was made to:

- increase the Board Chair fee by 30% to reflect the increased size and accountability of the role as well as to gain alignment with market benchmarks;
- increase the Committee Chair fees by 27% to recognise the complexity of the Chair role, the time and effort to uphold these duties and to create greater alignment with market benchmarks; and
- increase the NED base fees and committee member fees by 5%.

The following fee table applies:

Appointment	1 January 2023 fee table $	1 January 2024 fee table $
Chair fee	379,250	493,025
Base Director fee	150,675	158,209
Committee Chair fee	35,875	45,500
Committee Member fee	15,375	16,144

Minimum Shareholding Requirements

The Group requires all Board members to hold the equivalent of one year's base Director's fees in equity after 24 months' Board membership. All Board members currently meet this requirement.

8.1 Accounting based benefits

The table below has been prepared in accordance with the requirements of the *Corporations Act 2001* and relevant Australian Accounting Standards.

Name	Year	Fees & allowances $	Post Employment benefits $	Total $
Non-Executive Directors				
Pat O'Sullivan	**FY24**	**408,739**	**27,399**	**436,138**
	FY23	349,333	25,292	374,625
Walter Pisciotta	**FY24**	**139,137**	**15,305**	**154,442**
	FY23	148,439	15,586	164,025
Kim Anderson	**FY24**	**204,188**	**22,461**	**226,649**
	FY23	194,253	20,397	214,650
Edwina Gilbert	**FY24**	**204,188**	**22,461**	**226,649**
	FY23	194,253	20,397	214,650
Kee Wong	**FY24**	**189,990**	**20,899**	**210,889**
	FY23	194,253	20,397	214,650
David Wiadrowski	**FY24**	**189,990**	**20,899**	**210,889**
	FY23	194,253	20,397	214,650
Susan Massaso	**FY24**	**167,532**	**18,429**	**185,961**
	FY23	6,715	705	7,420
Philippa Marlow	**FY24**	**59,388**	**6,533**	**65,921**
	FY23	–	–	–
Total FY24		**1,563,152**	**154,386**	**1,717,538**
Total FY23		1,281,499	123,171	1,404,670

8.2 Share holdings

The number of Ordinary Shares in the Group held during the financial year by each Director of CAR Group Ltd, including their personally related parties, are set out below.

Name	Balance 1 July 23	Other changes during the year	Balance 30 June 24
Non-Executive Directors			
P O'Sullivan	35,346	–	35,346
W Pisciotta	8,836,087	(110,915)	8,725,172
K Anderson	24,225	–	24,225
E Gilbert	43,652	–	43,652
K Wong	19,437	–	19,437
D Wiadrowski	13,587	206	13,793
S Massasso	–	5,602	5,602
P Marlow	–	–	–

8.3 Other transactions

Conflicts and transactions with KMP are handled in accordance with the Board Charter available at https://cargroup.com/charters/.

(i) Directors of CAR Group Ltd

W Pisciotta is a shareholder of Pentana Solutions Pty Ltd, which has a commercial relationship with the Group. Mr Pisciotta was absent from all Board discussions related to any commercial arrangement with Pentana Solutions. The total amount paid by CAR Group to Pentana Solutions Pty Ltd in FY24 was approximately $1,828,000. The total amount paid to CAR Group by Pentana Solutions Pty Ltd in FY24 was approximately $81,000. The total amount owing from CAR Group to Pentana Solutions at 30 June 2024 was $20,505.

E Gilbert was a Director of automotive dealerships which utilised the Group's services under terms and conditions no more favourable than dealing with other customers at arm's length in the same circumstances. The total amount paid to CAR Group by automotive dealerships of which E Gilbert was a Director in FY24 was approximately $1,016,000. E Gilbert did not receive any additional benefits to her dealerships from her participation on the Company Board. The total amount owing to CAR Group from automotive dealerships of which E Gilbert was a Director at 30 June 2024 was $24,200.

The Group has no loans receivable from or payable to Directors (FY23: Nil).

Other Directors' Report Disclosures

Directors

The following persons were Directors of CAR Group Ltd during the financial year and up to the date of this report unless indicated otherwise:

Pat O'Sullivan	Non-Executive Chair
Cameron McIntyre	Managing Director
Wal Pisciotta	Non-Executive Director
Kim Anderson	Non-Executive Director
Edwina Gilbert	Non-Executive Director
Kee Wong	Non-Executive Director
David Wiadrowski	Non-Executive Director
Susan Massasso	Non-Executive Director
Pip Marlow	Non-Executive Director (since 1 February 2023)

The number of full Board meetings attended, and sub-committee meetings attended where a Board member is a member of that sub-committee are set out below:

	Full scheduled meetings of directors		Short teleconference meetings of directors	
Director name	A	B	A	B
Pat O'Sullivan	12	12	1	1
Cameron McIntyre	12	12	1	1
Wal Piscotta	12	12	1	-
Kim Anderson	12	12	1	1
Edwina Gilbert	12	12	1	1
Kee Wong	12	12	1	1
David Wiadrowski	12	12	1	1
Susan Massasso	12	12	1	1
Pip Marlow	6	6	–	–

A = Number of meetings held during the time the director held office during the year
B = Number of meetings attended

Director name	Number of Audit Committee meetings during tenure	Number of Audit Committee meetings attended
David Wiadrowski (Chair)	4	4
Kim Anderson	4	4
Edwina Gilbert	4	4

Director name	Number of Risk Management Committee meetings during tenure	Number of Risk Management Committee meetings attended
Edwina Gilbert (Chair)	4	4
Kee Wong	4	4
David Wiadrowski	4	4

Director name	Number of People and Culture Committee meetings during tenure	Number of People and Culture Committee meetings attended
Kim Anderson (Chair)	4	4
Edwina Gilbert	4	4
Susan Massasso	4	4

Director name	Sustainability Committee meetings during tenure	Number of Sustainability Committee meetings attended
Kee Wong (Chair)	3	3
Kim Anderson	3	3
Susan Massasso	3	3

Dividends – CAR Group Ltd

Dividends paid to members during the financial year were as follows:

	2024 $'000	2023 $'000
Final fully franked dividend for the year ended 30 June 2023 of 32.5 cents (2022: 24.5 cents) per fully paid ordinary share paid on 16 October 2023 (2022: 17 October 2022).	122,508	86,019
Interim 50% franked dividend for the year ended 30 June 2024 of 34.5 cents (2023: 28.5 cents) per fully paid share paid on 15 April 2024 (2022: 18 April 2023)	136,076	100,132
	252,584	186,151

At the end of the financial year the Directors have recommended the payment of a 50% franked final ordinary dividend of $145,067,000 (38.5 cents per share) to be paid on 14 October 2024 out of retained earnings at 30 June 2024.

Significant changes in the state of affairs

During the financial year the Group continued to deliver on its strategy both domestically and internationally.

Further details are set out in the Operational and Financial Review on page 22.

Matters subsequent to the end of the financial year

On 8 August 2024, the Group successfully completed a refinance of Tranches B and C of its revolving loan facilities, extending the tenor out to August 2028. The facility size remains unchanged and borrowings under the facilities bear interest at a floating rate of BBSY plus a margin, with margin based on a net leverage ratio of the Group, consistent with the previous facility.

No other matters or circumstances have occurred subsequent to period end that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group or economic entity in subsequent financial years.

Insurance of officers

During the financial year, CAR Group paid a premium to insure the Directors and officers of the Company and its Australian-based controlled entities. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnification of Directors and officers

All current Directors and officers are indemnified under a deed of indemnity, insurance and access.

Non-audit services

The Group may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important. Details of the amounts paid or payable to the auditor (PwC) for non-audit services provided during the year are set out below.

The Board of Directors has considered the position and, in accordance with advice received from the Audit Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Audit and Risk Management Committees to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

During the year the following fees were paid or payable for non-audit services provided by the auditor of the parent entity:

	2024 $	2023 $
Other assurance services		
Due diligence services	307,930	607,500
Other assurance services	35,695	–
Total remuneration for other assurance services	**343,625**	**607,500**
Taxation services		
Tax compliance services, including review of Company income tax returns	175,000	153,000
Total remuneration for taxation services	**175,000**	**153,000**
Total remuneration for non-audit services	**518,625**	**760,500**

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 69.

Rounding of amounts

The Group is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars or, in certain cases, to the nearest dollar.

Auditor

PwC continues in office in accordance with section 327 of the *Corporations Act 2001*.

Corporate governance report

As allowed under the ASX Corporate Governance Principles and Recommendations (Fourth Edition) the Group has included its report on compliance with the principles in the year to 30 June 2024 in the Corporate Governance section of the shareholder website. The full report can be found at the following URL: https://cargroup.com/governance/.

This report is made in accordance with a resolution of Directors.

Pat O'Sullivan
Chair

Cameron McIntyre
Managing Director and CEO

Melbourne
11 August 2024

Climate Disclosures Report

In this report

Section 1: Introduction

CAR Group is committed to understanding, disclosing and managing our climate-related risks and opportunities and environmental footprint.

We view climate management as an important consideration in future proofing our business model. Climate risk assessment and scenario analysis increases our business' resilience as it affords us the opportunity to understand and mitigate risks, determine our opportunities for competitive advantage and make informed strategic, financial and operational business decisions based on the outcomes. This means that we are well positioned to maintain and grow investment in CAR Group, adapt to the changing regulatory environment, and meet the expectations of our shareholders and the wider community.

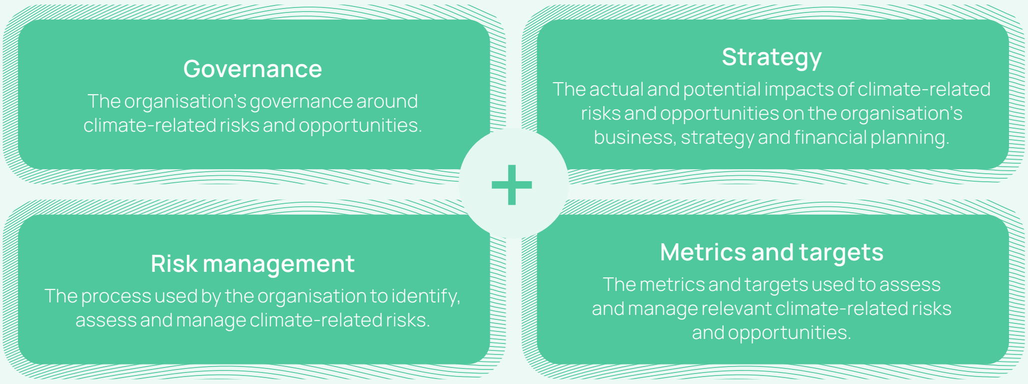
As a digital business with a limited physical footprint, our carbon emissions are relatively small compared to many other companies. However, we recognise and acknowledge that our marketplace businesses facilitate the buying and selling of vehicles which are contributors to global greenhouse gas emissions. We remain committed to integrating climate action into our operations, being accountable for our impact and transparent about our environmental performance and implementing positive change in this space.

Section 1: Introduction

We are focused on deepening our understanding of our climate-related risks and opportunities and realising the benefits that this offers us, including building long-term business resilience and supporting us to continue to attract investment in CAR Group. This continues to be a priority for us as we prepare to align to the new mandatory climate reporting requirements under the Australian Sustainability Reporting Standards (ASRS).

While the Taskforce for Climate Related Disclosure (TCFD) has now been disbanded, we have continued to align this Climate Disclosures Report with the TCFD's recommendations for FY24, given it provides a good baseline for future climate-related financial disclosure requirements.

We have prepared this report with reference to the guidance per the TCFD's publication "Implementing the Recommendations of the Task Force on Climate-related Financial Disclosures" and structured it in line with the four pillars of the TCFD, specifically: Governance, Strategy, Risk management and Metrics and targets.



These four pillars are supported by 11 recommended disclosures intended to assist users in understanding how the organisation considers and assesses climate-related risks and opportunities.

Summary of the TCFD recommendations and how they have been addressed

Recommendation	Supporting recommended disclosure	Where this is discussed in our report
Governance		
Disclose the organisation's governance around climate-related risks and opportunities.	• Describe the Board's oversight of climate-related risks and opportunities • Describe management's role in assessing and managing climate-related risks and opportunities	Section 2: Governance
Strategy		
Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material.	• Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long-term • Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning • Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	Section 3: Strategy
Risk Management		
Disclose how the organisation identifies, assesses, and manages climate-related risks.	• Describe the organisation's processes for identifying and assessing climate-related risks • Describe the organisation's processes for managing climate-related risks • Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management	Section 4: Risk management
Metrics and targets		
Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	• Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process • Disclose Scope 1 and 2 (and Scope 3 if appropriate) greenhouse gas (GHG) emissions and the related risks • Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets	Section 5: Metrics and targets

Section 2: Governance

CAR Group is committed to the highest levels of corporate governance.

Board

Our governance framework is key to our success and crucial to sustainable value creation. We have incorporated climate governance into our existing governance framework and are continuing to instill accountability for climate change related risks throughout our business and value chain.

Sustainable growth is a key pillar of our Group strategy. CAR Group's Board of Directors and Global Leadership Team (GLT) ensure that climate is taken into consideration when developing and implementing the Group's strategy, operational plans and objectives. A key component of this is decarbonising and continuing to remain carbon neutral across our global business operations.

Environmental, social and governance (ESG) matters form part of the Group's general risk framework and are often discussed and considered in Board meetings. To ensure this important area receives the focus it requires, the Board established a Sustainability Committee in FY22, chaired by Kee Wong, to provide specialist oversight over ESG matters which may impact on our business and reputation, particularly in relation to climate. All members of the Sustainability Committee are independent of the business and can challenge management on its progress in the area. The Sustainability Committee meets three times per year and operates in accordance with its charter, which is publicly available on CAR Group's shareholder website at https://cargroup.com/charters/.

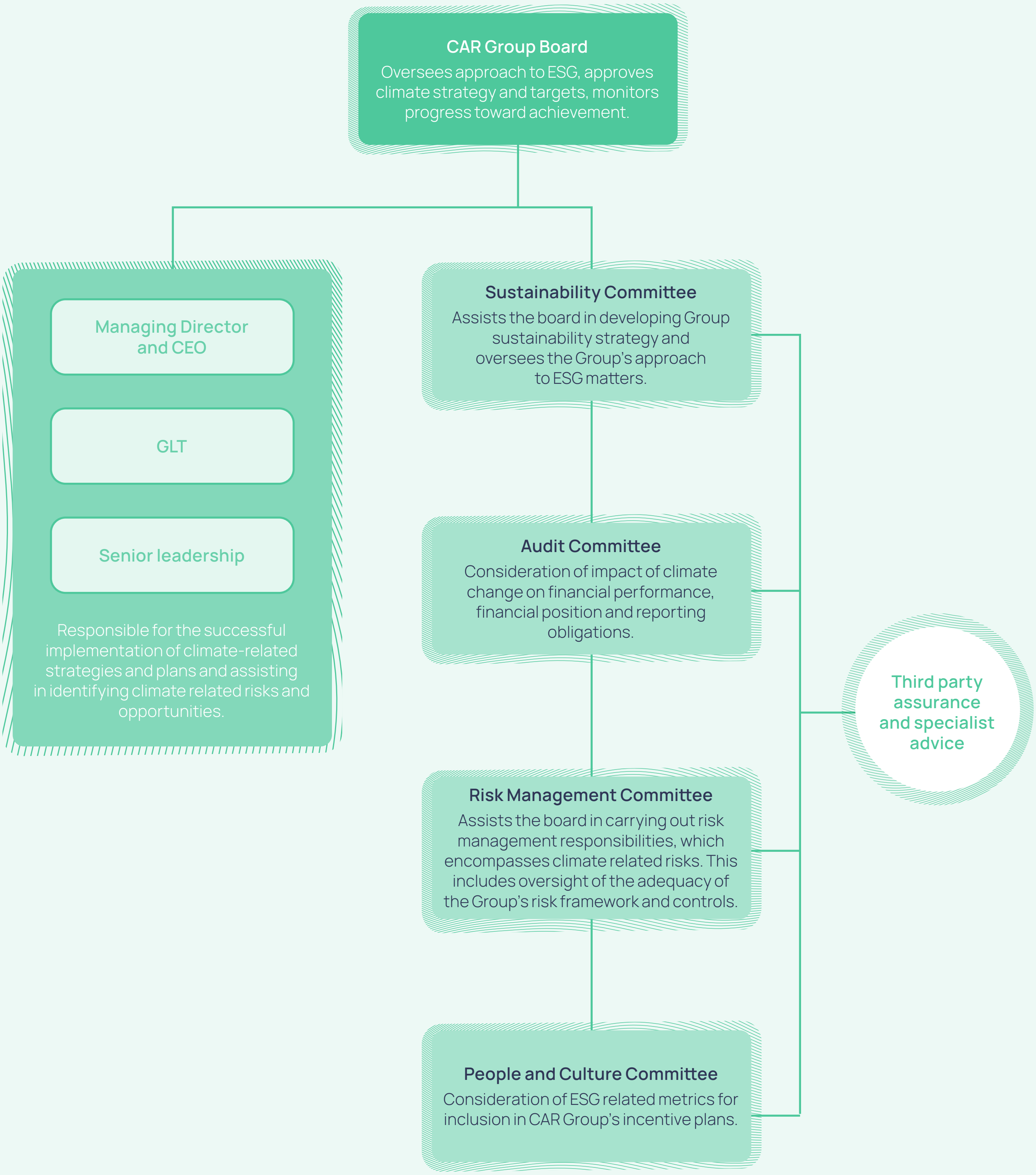
The Sustainability Committee assists the Board and management in developing CAR Group's climate-related strategies, which are aimed at minimising our impact on the environment.

We have set climate-related targets that support and give direction to our efforts and provide motivation and accountability towards their achievement. These are detailed further in Section 5 of this report.

CAR Group has formulated specific action plans to ensure that the necessary measures are implemented to achieve each target effectively. The Sustainability Committee reports to the Board on the progress towards achievement of these climate-related targets.

With the ESG landscape continuing to rapidly evolve, the Sustainability Committee has responsibility for monitoring and reporting to the Board on emerging climate trends and views of external stakeholders, to ensure that we address the important issues as part of our climate strategy.

The following diagram provides a summarised version of our organisational structure and how climate change is embedded within:



Management

Climate change is a key strategic and operational consideration for our business. As outlined above, accountability for climate change related risks is embedded throughout our business and as such, all members of the GLT and senior leaders have a level of responsibility for the successful implementation of climate-related strategies and plans and assisting in identifying climate-related risks and opportunities.

The below table illustrates some examples of this:

Department	Sustainability	Finance	Product	All departments
Person in charge	Chief People Officer Executive General Manager of Corporate Affairs, Employer Brand and Sustainability	Chief Financial Officer	Chief Product & Information Officer	Various
Responsibility	• Monitoring emerging climate issues • Ensuring compliance with our environmental reporting obligations • Monitoring and evaluation of our carbon footprint • Overseeing the implementation of decarbonisation initiatives • Assessment of whether investments are strategically and culturally aligned with CAR Group and share our commitment to climate change and ESG more broadly	• Identification and consideration of climate-related risks on the financial performance and financial position of CAR Group • Monitoring and evaluation of our carbon footprint • Ensuring compliance with our environmental reporting obligations	• Research and monitoring of issues/trends in the electric vehicle market, to develop products related to electric, hybrid and other low emission vehicles for our customers and wider community	• Meeting assigned emissions reduction objectives*

* Our climate strategy, which is detailed further in Section 3 below, is accompanied by the formulation of specific objectives and the delegation of responsibility for these to key members of our GLT and Senior Leadership. These objectives are designed to reduce emissions or implement sustainable products/services and those responsible report on the progress toward achieving them on a regular basis.

Management and the Board also engage external specialists as required, to assist in evaluating our carbon footprint and developing carbon reduction strategies.

Various formal and informal channels are used to share information on climate change and to discuss climate-related risks within the business, including in the regular GLT and Senior Leadership meetings.

Section 3: Strategy

Our strategic response to climate change

Decarbonisation

In FY24, we continued to take action on climate. In FY23, we determined our first global carbon footprint across all our controlled operations. Following this, we achieved global carbon neutrality for our FY23 business operations and maintained this in FY24. This means that Encar, Trader Interactive, webmotors and chileautos are all operating on a carbon neutral basis, in addition to carsales, which has been certified carbon neutral for its business operations through the Australian Government's Climate Active program since FY21.

Carbon neutrality was achieved through initiatives aimed at reducing our energy consumption and was supported by carbon offsetting initiatives, whereby we offset 100% of our Australian carbon emissions through investment in community, conservation and renewable energy projects, both locally and internationally.

We are currently working on developing our global decarbonisation strategy. However, we have decided not to put in place global emission reduction targets, including a net zero target, at this time. As a business that has consistently expanded its operations in recent years, particularly through acquisitions, it is challenging to forecast how our emissions will change over time as this growth occurs and our operational boundary expands. We have always lived by the mantra of 'doing what we say and saying what we do' and feel it would be disingenuous to make a well-intentioned pledge with an aspirational date attached. Our preference is to commit to decarbonising our business operations and being transparent about our progress through our annual reporting.

We are fully committed to climate management and recognise the business value that we gain from understanding our climate risks and opportunities and decarbonising our operations. We remain on a climate management journey and as we mature in this space, we will continue to feed our learnings back into our business strategy to ensure we are set up for future success.

Customer and stakeholder influence

Our customers are the reason we exist and their expectations regarding climate-related issues are critical to us.

As a marketplace business, we recognise our role as a facilitator in the buying and selling of cars as well as non-automotive leisure, industry and lifestyle assets such as motorbikes, boats, caravans, trucks and the like. All of these assets contribute to greenhouse gas emissions.

The rapid onset of climate change has focused attention on the potential for vehicle choice to play an active role in reducing emissions. The evolution from largely internal combustion engine (ICE) vehicles to battery electric and other low emission vehicles is a significant step change in the industry and CAR Group has an important role to play in assisting to facilitate this change through the education of our consumers. While it will always be the buyer's right to choose, we believe it is important that buyers should be equipped to do so from an informed position.

Our editorial team across our global business create independent videos, articles and podcasts on a wide range of topics, including electric and other low emission vehicles. We continuously build out this content to help educate consumers, offer advice, and improve understanding around electric vehicle (EV) adoption.

Globally, there are over 14,000 electric and over 30,000 hybrid vehicle advertisements appearing across our marketplaces [1]. We have also improved our EV search filters to include battery range, capacity and plug type, making it easier for consumers to search for EVs.

1. Data as at 30 June 2024

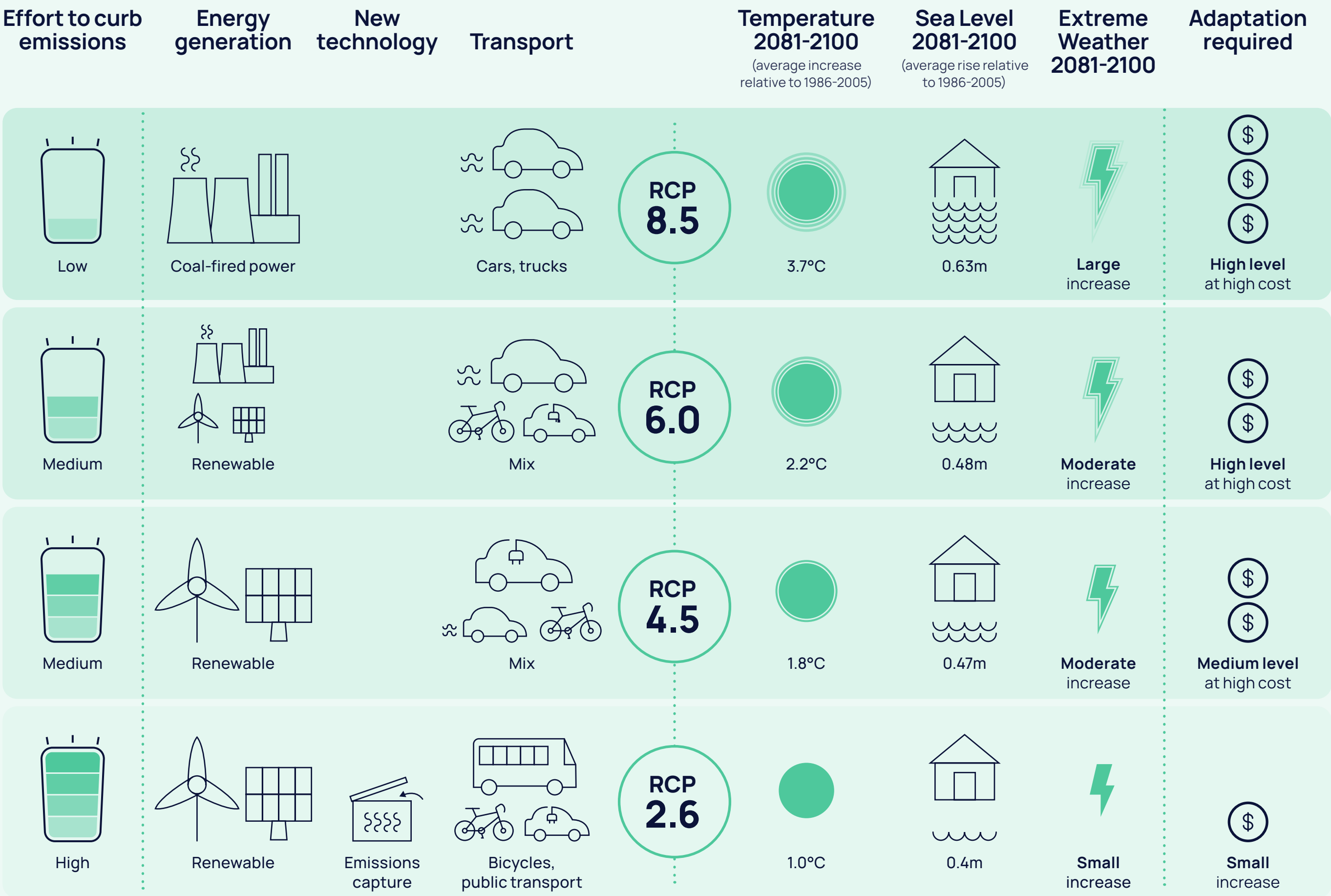
Key climate risks and opportunities

We have identified the most material climate-related risks affecting our business, the potential impact and how we plan to manage these risks. We understand that climate change also poses an opportunity for our business and as such the relevant opportunities have also been considered as part of our assessment.

The principle of 'materiality' helps us to prioritise the issues of greatest importance to our Group. By focusing on the most material issues, we aim to maximise our contribution towards a greener future and create meaningful and sustainable value for our business and stakeholders. Management is responsible for determining the risks which are considered material in line with the Group's risk management framework and proposing the risk rating assigned to each, for consideration of the Board and Sustainability Committee. The level of inherent risk and the presence of any mitigating factors and controls are considered when determining the risk rating (low, medium or high). The risk rating and timeframe allows the Board and GLT to prioritise each risk accordingly.

Risks are also categorised dependent on whether they are risks related to the transition to a lower-carbon economy (Transition Risks) or risks related to the physical impacts of climate change (Physical Risks).

We considered the potential impacts of each material risk and opportunity on the business and its operations across various time horizons – short (1–5 years), medium (5–15 years) and long term (15+ years), as well as under four climate change scenarios or future states known as Representative Concentration Pathways (RCPs). The RCPs project how future greenhouse gas concentrations will change dependent on differing levels of climate action. The RCPs have been formally adopted by the Intergovernmental Panel on Climate Change (IPCC).



Source: Adapted from the Australian Government - Department of the Environment and Energy. The analysis represented in this diagram was completed by the Department of the Environment and Energy and does not present information specific to CAR Group

Key climate risks and opportunities facing CAR Group

Risk	Risk type	Potential strategic, business and financial impact	Is it also an opportunity?	CAR Group response	Time-frame	Risk rating under each RCP scenario			
						2.6	4.5	6.0	8.5
Increased environmental awareness and demand for sustainable products and services	Transition	With increased awareness of the environmental impact of ICE vehicles, consumer preferences may continue to shift towards EVs or more fuel-efficient vehicles. This presents a risk that demand for our online marketplaces declines, thus adversely impacting our financial performance, if we do not adapt accordingly. As EV OEMs continue to penetrate the vehicle market, there is a further risk for our business given that some EV manufacturers operate via direct selling models instead of via dealerships and online marketplaces. In addition, there is a risk that dealerships (our primary customers) become less profitable as EVs require less servicing.	Yes - if we can adapt our business model and product offerings globally to suit the change in consumer preferences and OEM operating models, this also presents an opportunity for our business to strengthen our market position.	We continue to help educate consumers and explore new ways to improve understanding around EV adoption. We aim to be a market leading digital marketplace for EVs and fuel-efficient vehicles. By adapting to the changing landscape and shifting consumer preferences, we aim to capitalise on opportunities presented by electrification. However, we remain committed to supporting ICE vehicle dealerships, which represent a significant portion of our customer base. We will assist them to adapt to the evolving market landscape and thus sustain their profitability, and will also continue to feature ICE vehicles on our platforms. Additionally, we have begun to observe new entrants in the EV market adopting dealership models instead of direct selling.	Short term	High	High	Mid	Low
Reputational risk due to connection with the automotive industry	Transition	The automotive industry is subject to public scrutiny due to its impact on the environment. Given our role in facilitating the buying and selling of vehicles, there is a risk of brand impact and reduced demand for our products and services if we fail to demonstrate a contribution towards climate change mitigation. There is also a risk that we do not meet the ESG criteria of investors, limiting access to capital required to fund projects and expansion plans, given the increasing focus placed on ESG factors when making investment decisions.	Yes – this presents an opportunity if we can meet the expectations of our consumers, investors and other stakeholders and present ourselves as a leading company with respect to our climate response.	We have achieved carbon neutrality across our global operations and have an emission reduction strategy in place in our Australian business. We have committed to implementing a similar strategy for our international operations. We have set clear and time-bound climate targets and will report on the progress towards their achievement annually. For more details, refer to Section 5 of this report. In addition, we continue to help educate consumers, offer advice, and improve understanding around EV adoption. The appropriate structures and processes are in place to allow for continuous monitoring of emerging climate-related issues, enabling us to address them promptly and appropriately. See Section 2 for further information. We will continue to evolve our environmental reporting to meet the requirements of the relevant frameworks and our stakeholders' expectations.	Short to medium term	High	Mid	Mid	Low

Section 3: Strategy

Risk	Risk type	Potential strategic, business and financial impact	Is it also an opportunity?	CAR Group response	Time-frame	Risk rating under each RCP scenario			
						2.6	4.5	6.0	8.5
Environmental impact of our data usage	Transition	As our business continues to scale and innovate, our reliance on and thus consumption of data is expected to rise. In addition, employing artificial intelligence (AI) is key to driving innovation throughout our global business, by enhancing customer experience and improving productivity. However, the increased use of data and AI has various indirect environmental impacts, primarily increased energy consumption resulting from greater demand for data centre resources.	Yes – In particular, AI adoption both directly and throughout our value chain can present opportunities to optimise our operations and manage resources more efficiently.	We continue to actively seek opportunities to reduce our overall energy consumption to offset the environmental impact of increased data usage and AI adoption. This includes prioritising carbon neutral products and services where possible and collaborating with landlords to enhance energy efficiency in our offices. Refer to section 5 for further information on our emission reduction initiatives and targets.	Short to medium term	High	Mid	Mid	Low
Introduction of climate-related regulation which impacts the industries in which we operate	Transition	The introduction of climate-related regulations can have a significant impact on our customers, particularly dealerships and OEMs. Stricter environmental standards and emission limits may necessitate changes to their inventory mix and substantial investments in new technologies and processes to ensure compliance, thereby increasing their operational costs. Additionally, non-compliance could lead to monetary penalties. A recent example of this in the Australian market is the introduction of New Vehicle Efficiency Standards (NVES) by the Australian Federal Government on 1 January 2025. While these standards aim to reduce fuel consumption, emissions and the overall cost of operating a vehicle, this presents a challenge for our Australian OEM customers.	There is an opportunity through our platforms to educate customers on the impacts of new climate regulations, aiding them to adapt to regulatory changes and mitigate their risk. We can also educate on the opportunities presented by these changes. Under NVES for example, OEMs whose new cars sold have emissions below the set limit will gain credits, that can then be sold.	We are continuously monitoring for changes to, or introduction of climate-related regulations which impact our customers and value chain, thereby indirectly impacting our business. Additionally, we engage with industry stakeholders and provide our customers with resources and support where possible, in order to educate and assist them in complying with new regulations.	Short to medium term	High	Mid	Mid	Low
Acquired businesses not operating in accordance with CAR Group's sustainable growth strategy	Transition	A key pillar of our global strategy is to deliver long term growth through early stage investments and to continue to invest in inorganic growth that extends or deepens our core business globally. There is a risk that businesses we acquire are not operating in an environmentally conscious manner, undermining our efforts to combat climate change and representing an inconsistency with our sustainable values. This could result in damage to our brand, reputation and ability to access capital.	No	Detailed due diligence processes are undertaken prior to the completion of any acquisition or early stage investment. All investments must be strategically and culturally aligned with CAR Group and share our commitment to ESG. We are working with our international businesses to implement a global emission reduction strategy by 2025. Additionally, we facilitate knowledge sharing across our global business on emission reduction initiatives, environmentally friendly practices and opportunities presented by electrification.	Short to medium term	Mid	Mid	Mid	Low

Risk	Risk type	Potential strategic, business and financial impact	Is it also an opportunity?	CAR Group response	Time-frame	Risk rating under each RCP scenario			
						2.6	4.5	6.0	8.5
Increased costs associated with climate action	Transition	Climate action poses a financial risk to our business in the form of increased costs, including: • Ensuring adherence to any newly introduced climate regulations or emission taxes, as well as potential monetary penalties and legal proceedings for non-compliance. • Implementing resource efficient and sustainable practices. • Increased research and development costs associated with innovation in sustainable products and technologies. This poses a higher risk to the business under RCP 2.6 and RCP4.5, as these scenarios assume that there will be more progressive climate action taken in order to limit global warming.	Yes – implementation of sustainable practices presents an opportunity to enhance our reputation as a climate conscious organisation, improve employee satisfaction, retention and attraction, achieve energy efficiency and reduce exposure to future fossil fuel price increases and shortages in the long term. In addition, innovation in sustainable products and technologies can open new market opportunities and differentiate us from competitors.	We are continuously monitoring for changes to or introduction of new climate-related regulations which impact our business directly. Implementing sustainable practices is key to achieving our climate strategy and demonstrating our commitment to the environment. While we acknowledge that the implementation of these practices will require considerable investment, the associated cost is lower on a relative basis given our emission intensity is low when compared to other companies. Further, we believe that the long-term benefits to our company and society more broadly greatly outweigh the costs.	Short to medium term	Mid	Mid	Low	Low
Environmental impact of the online tyre retail and wholesale business	Transition	Awareness of the environmental impact of our tyres business is increasing, specifically in relation to the disposal of worn-out tyres and the diesel emissions caused by freight to customers. There is a risk that demand for our tyre products will decline if we cannot demonstrate a commitment to reducing the carbon footprint of our tyres business.	Yes – optimising freight to customers and therefore diesel consumption represents an opportunity to reduce freight costs and therefore increase profitability.	Our tyres business has partnered with Tyre Stewardship Australia, which seeks to responsibly dispose of or develop viable markets for end-of life tyres. We are continuously working to optimise our freight to customers, with an aim to reduce delivery frequency and thereby lower diesel emissions.	Short term	Mid	Mid	Low	Low
Increase in cost of resources due to scarcity concerns, new technology	Transition	As resources such as fossil fuels become more scarce and new renewable energy technology is introduced, the cost of producing electricity may rise, resulting in higher utility costs for both our business and consumers. Further, if the price of crude oil and battery metals increase due to limited supply, the cost of purchasing and operating a vehicle may also increase.	No	We believe that our energy reduction initiatives will work to reduce our exposure to electricity price increases. We are continually exploring new methods to further decrease our energy consumption. Our digital marketplaces offer a wide range of vehicles to suit all budgets and also include fuel efficient vehicles, providing options for consumers looking for a vehicle which costs less to purchase and operate. While the cost of resources required for EV batteries may rise due to scarcity concerns, we anticipate that advancements in technology and increased production will drive down the overall cost of EVs.	Medium term	Low	Low	Low	Low

Section 3: Strategy

Risk	Risk type	Potential strategic, business and financial impact	Is it also an opportunity?	CAR Group response	Time-frame	Risk rating under each RCP scenario 2.6	4.5	6.0	8.5
Increased frequency/severity of extreme weather and climate-related natural disasters	Physical	Major weather events such as floods and bushfires could present a disruption to our operations. It also poses a risk to the safety of our staff and customers and a risk of increased operational and insurance costs. Such weather events could also impact automotive and recreational vehicle dealers, who are our key customer segment, resulting in them being unable to operate for a period of time and impacting on our revenue generating ability. This poses a higher risk under RCP 8.5, given this scenario assumes the highest rise in global temperatures and sea levels and thus the greatest physical impact on the environment.	No	Our crisis management plan is reviewed regularly to ensure it remains up-to-date and relevant in order to respond to extreme weather events. Further, we have a business continuity plan in place and ensure our office staff are equipped to work from remote locations. The risk of natural disasters impacting our dealer network is mitigated given dealers are dispersed across the countries we operate in. As demonstrated during the COVID-19 pandemic and other recent extreme weather events, we are able to support our customers where possible in the occurrence of such events.	Medium to long term	Low	Mid	Mid	High

Resilience of CAR Group's strategy

At CAR Group, our vision is to create #1 digital marketplaces for vehicles around the world, and we are passionate about exceeding the needs of our customers, achieving sustainable growth and building a world-class working culture.

Given the everchanging landscape, the completion of the above analysis on a periodic basis helps to strengthen and refresh our understanding of the climate-related risks faced by our business. It assists us to formulate our response to those risks, the associated mitigating factors and thus the resilience of our strategy.

Overall, we consider that our exposure to both physical and transitional risks is lower relative to other companies. Nevertheless, we have appropriate structures and processes in place to respond to these risks and are well-positioned to navigate a range of possible climate outcomes.

We will continue to test the resiliency of our strategy to emerging climate risks and against each climate change scenario.

As the world continues to adapt and respond to climate change, opportunities for our business will emerge and evolve. We will build upon our climate and broader company strategy in order to capitalise on these opportunities as appropriate.

We aim to continue investing in decarbonisation initiatives, as well as further educating our employees and consumers.

Section 4: Risk Management

Managing risk is a continuous process and an integral part of CAR Group's approach to governance.

Risk and opportunity are intrinsically linked, and we seek to manage risk in ways that minimise the potential for loss, while maximising opportunities for growth and profitability.

We view climate change as a risk for CAR Group as it poses a threat to facets of our business, while also presenting various opportunities. Climate-related risk management is integrated within our existing risk management framework.

Environmental and climate-related risks continue to gain increasing attention and visibility and are constantly evolving. Therefore, it is essential to monitor and respond to emerging trends, regulatory changes and potential for disruption across the industry, and we believe that we have the appropriate structures in place to do so.

CAR Group has a comprehensive risk management process to identify, assess, mitigate, control and monitor risks. Our risk management framework is designed to support us in achieving our strategic and operational objectives.

CAR Group's Board is responsible for determining the Group's tolerance for different categories of risk, and management aligns the vision, strategy, processes, technology and governance of the Group accordingly. The Board also ensures that there is an appropriate corporate governance framework in place to protect and enhance our performance and build sustainable value for our shareholders. The Board Charter states that it is the responsibility of the Board to ensure that the significant risks facing the Group have been identified and that adequate control, monitoring and reporting mechanisms are in place. This includes climate-related risks.

The Risk Management Committee (RMC) was set up to assist the Board in carrying out its risk management responsibilities. The RMC approaches its risk oversight based on the Group's level of ownership of operations locally and offshore. Climate-related risk is informed and supported by the Sustainability Committee.

We recognise that managing risk is a continuous process and an integral part of the management of the business. In addition to the RMC, CAR Group's GLT and Senior Leadership members, assist in tracking and escalating risks.

During the year, we rolled out a refreshed global risk management framework which clearly sets the Board's expectations for how each business manages risk, as well as the cadence of risk management activities to be conducted at the various levels throughout the organisation. One of the outcomes from this process has been that we now have an overarching global risk register in addition to an in-country risk register for each marketplace.

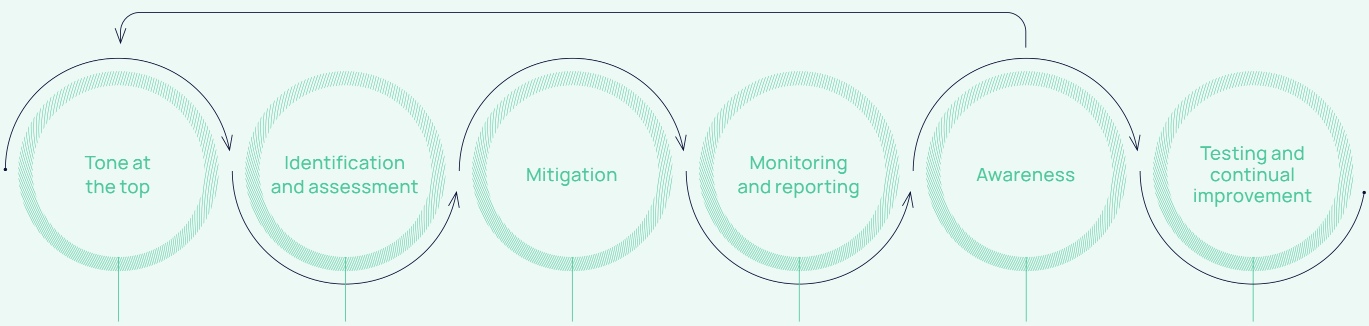
Our risk registers capture material and other potential risks to the business and assess the nature, likelihood and materiality of the impact of each risk. Each risk has at least two owners – one senior executive and one senior manager – and includes an explanation of what controls have been implemented to mitigate the risk. They are accompanied by a series of key risk indicators which are monitored monthly (in-country risk registers) or quarterly (global risk register) and reported to the Board and GLT. Risk registers are reviewed at least twice a year.

Our Risk Management Policy demonstrates commitment to the principles of risk management and ensuring a consistent and effective approach to managing risk within the workplace, including climate-related risks.

Further, we maintain good working relationships with external advisers, who provide insight into specialist areas such climate change risk and carbon management.

Please refer back to Section 3 for climate risks identified and our response to each.

Our approach to risk management is detailed further in CAR Group's 2024 Sustainability Report: https://cargroup.com/governance/



Tone at the top: The culture modelled by the Board and senior executives is crucial to our success and the tone of our Group is set by the words and actions of these leaders.

Identification and assessment: Of current and emerging risks, and capturing these on our risk registers.

Mitigation: Ensuring appropriate measures and strategies are in place to reduce or eliminate the likelihood and impact of identified risks.

Monitoring and reporting: On relevant key risk indicators to management and the Board.

Awareness: It is vital that all employees known how to alert management to issues, whether they be heightened risk factors or a breach of a company policy, via processes such as our global whistleblow-ing hotline and internal grievance procedures.

Testing and continual improvement: Ensures that we are contin-ually improving on our risk management journey.

Section 5: Metrics and Targets

Climate-related targets: Managing our climate impact

We have climate targets in place that support and give direction to our efforts and provide momentum, motivation and accountability towards their achievement. In refreshing our sustainability strategy and materiality assessment during the year, we have also refined our climate targets. The table below details our climate-related targets, how we are progressing against each, and the next steps to be taken:

Target	Details	Status	Next steps
Maintain carbon neutrality across CAR Group business operations	We will continue to achieve carbon neutrality by reducing our emissions where possible and through investment in projects to offset our remaining global carbon emissions. CAR Group recognises that carbon offsetting should not be used as a way to avoid implementing meaningful emission reduction initiatives and we do not intend to do this. We have a carbon offsetting strategy in place which includes: • Engaging experienced external consultants to perform due diligence on potential projects to ensure they are of suitable environmental and social integrity; • Giving priority consideration to projects located in our countries of operation, and those that provide co-benefits to Indigenous communities; and • Sourcing projects that have alignment to the technology and vehicle industries, such as those with a renewable energy or waste regeneration focus.	Achieved and ongoing	• At the time of publishing this report our sustainability team has just completed the process required to be able to maintain carbon neutrality across our global business operations for FY24. • See below for timebound targets which have been set for our Australian and Global operations, which will assist us in maintaining carbon neutrality going forward.
Reduction in our emissions intensity per FTE by 30% by 2030 compared to a FY22 baseline, for our Australian business operations	In Australia, carsales (which incorporates CAR Group's head office operations for the purposes of our carbon footprint) has had an emission reduction strategy in place since 2022 and through its certification with Climate Active, has committed to reducing its emissions intensity per FTE by 30% by 2030 compared to a FY22 baseline. To achieve this target, Scope 1 and 2 emission intensity will be reduced by 100% and Scope 3 intensity emissions by 20%.	In progress (please see details of our Australian greenhouse gas emissions and performance on page 65)	• Continue working with our building owners and landlords around Australia to explore ways that we can continue to reduce our energy consumption and waste impact. • Continue to educate our employees on ways that they can support our climate related initiatives. • Seek out green suppliers that are carbon neutral and report on their emissions, where possible. • Investigate moving fleet vehicles from fossil fuels to hybrid or electric vehicles over the next 5-7 years. In the interim, we will look to transition the fuel usage of our fleet from gasoline and diesel to unleaded gasoline with E10 blend.
Continued alignment with Task Force for Climate-related Disclosures (TCFD) through our Climate Disclosures Report and transition to reporting under new mandatory climate-related financial disclosures in relevant markets	This is our second year of reporting under the TCFD framework. We will continue to prepare climate-related financial disclosures and evolve our reporting in line with the global shift towards standardised climate disclosures. In the short term, we will prepare to align to the new mandatory climate reporting requirements under the Australian Sustainability Reporting Standards (ASRS).	In progress	We are working to ensure we have the right systems and processes in place to obtain and calculate the data required to meet future disclosure and assurance requirements. This includes the implementation of a carbon accounting platform to collect and provide insights on our emissions related data. We will undertake a second pass physical and transition climate-risk assessment, involving the preparation of both qualitative and quantitative analysis. This will give a deeper understanding of the climate-related risks faced by our business and how we better manage those risks, while also ensuring compliance with future reporting requirements.
Implement global decarbonisation strategy by 2025	We are currently working on developing our global decarbonisation strategy. Our approach will be informed by the learnings from our Australian emission reduction strategy.	Future activity. To provide update on progress in FY25	• Assess how each of our markets can meaningfully reduce their emissions based on their emissions profile and optimise internal processes to support these strategies. • Investigate the purchase of renewable energy and large-scale generation certificates to abate the consumption of electricity in our geographies where GreenPower or an equivalent is not readily available, as well as our Scope 3 employee work from home related electricity usage. • Commence a review of our supply chain and engagement with our key suppliers via our carbon accounting platform to understand their existing carbon emissions management, thus allowing us to better measure, manage and reduce our Scope 3 emissions.

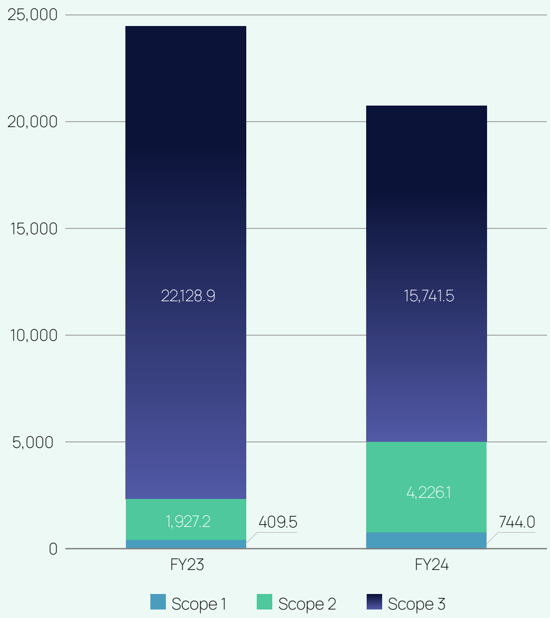
Section 5: Metrics and Targets

Climate-related metrics: Measuring our climate impact

Our greenhouse gas emissions – FY24 global performance

As a result of completing the baseline GHG inventory assessment for our international operations, we are pleased to disclose our GHG emissions across our global operations for the periods ended 30 June 2023 and 30 June 2024.

The results of our assessment are detailed below:



Total emissions - global business operations (tCO2-e)

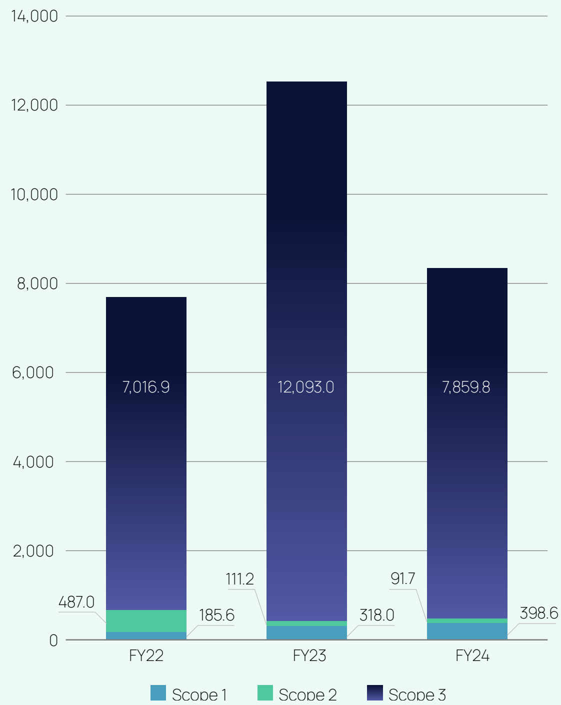
We are pleased that our year-on-year global emissions relating to our business operations have decreased by 15.2%. This is due to Scope 3 reductions which are predominantly attributable to reduced spend on purchased goods and services, particularly within our Australian business operations. However, we have seen increases in both Scope 1 and 2 emissions over the past year.

As outlined earlier, we have committed to implementing a strategy to reduce these emissions for our international operations and will report on this in FY25.

Our greenhouse gas emissions – FY24 Australian performance

Given that Australia has had an emission reduction strategy in place since 2022, we are pleased to share an update below on how our emissions have been tracking over the past three years.

Our Australian business operations emissions have decreased by 33.3% this year compared to our FY23 carbon footprint. Whilst some of this decrease is attributable to the carbon reduction initiatives we have implemented, we did have several one-off increases in spend across certain purchased goods and services in FY23 which resulted in higher than usual Scope 3 emissions in FY23.



Total emissions - Australian business operations (tCO2-e)

In FY24, we implemented several initiatives across our Australian operations focused on reducing carbon emissions including:

- Transitioning to 100% GreenPower across six of our Australian offices and commercial sites (including our head office in Cremorne, Victoria) from Q4 FY24 which accounts for 46% of our controlled tenancies in Australia.
- Completing a refurbishment of CAR Group's head office in Melbourne, Australia in which 95.2% of waste generated was recycled and thus diverted from landfill.
- Increasing the number of electric vehicle (EV) charging stations available at our head office in Melbourne from two to five. We currently offer free EV charging to our team members and visitors to our office.
- Requesting that team members driving E10 compatible carsales fleet vehicles switch to E10 fuel where possible. In South Australia and Western Australia there is limited availability of E10 fuel so uptake in those states has been less than we hoped, however we have seen a steady increase in uptake in states where E10 is readily available since.
- We vacated our Adelaide and Brisbane office tenancies when these leases came up for renewal and instead made flexible co-working spaces available for team members in these states – thus reducing our overall office footprint and utility usage. In Adelaide, our co-working space is through Hub Australia which is certified B Corp and carbon neutral. In Queensland, we have made two co-working spaces available – one in Brisbane and one on the Gold Coast – which means that our team members who live in and around the Gold Coast now have a closer office space to work from, thus decreasing employee commute from the Gold Coast to Brisbane.
- We have started to move our Amazon Web Services (AWS) compute to a new AWS patented processor called Graviton which is 40% more sustainable than existing processors and uses up to 60% less energy than comparable Amazon Elastic Compute Cloud instances for the same performance. We anticipate completing this project by the end of FY25.
- Establishing a calendar of quarterly employee education campaigns to engage our people on topics relating to sustainability, such as saving energy when working from home and waste management.

Methodology

Pangolin Associates Pty Ltd were engaged to conduct a comprehensive assessment of the GHG emissions accountable to our global operations.

The GHG assessment and the calculation of emissions was prepared in accordance with *The GHG Protocol: A Corporate Accounting and Reporting Standard (Revised Edition)*, as per the TCFD's recommendations, as well as the following guidelines:

- *Corporate Value Chain (Scope 3) Standard published by the World Resource Institute (WRI) and World Business Council for Sustainable Development (WBCSD); and*
- *International Standards Organisation ISO 14064-1:2018 Greenhouse gases – Part 1: Specification with guidance at the organisation level for quantification and reporting of greenhouse gas emissions and removals.*

Our assessment includes all GHGs covered by the Kyoto Protocol, in addition to carbon dioxide. These are then multiplied by their relative Global Warming Potential (GWP), which is an index used to convert the non-carbon dioxide gases to a carbon dioxide equivalent.

Previously, GHG emissions have been reported one year in arrears, with the 2023 TCFD report disclosing emissions data for the 12 month period ending 30 June 2022. The GHG data presents emissions data for the period ending 30 June 2023, in addition to emissions calculated for the period ending 30 June 2024. The 2024 emissions are based on 9 months of actual emissions data (1 July 2023 to 31 March 2024) and 3 months of forecasted data (1 April 2024 to 30 June 2024).

While we have made progress in this regard, the timeliness of our greenhouse gas reporting will continue to improve each year as we revisit and refine the methodology and underlying dataset. From 2025, we aim to report 12 months of actual emissions data for the relevant reporting period.

For a comprehensive understanding of our environmental performance including historical emissions data across all scopes, emissions intensity information, and waste and recycling performance, please refer to the 'Environment' tab in our FY24 Sustainability Databook, which is available at https://cargroup.com/governance/

Consolidated Entity Disclosure Statements

For the year ended 30 June 2024

Entity name	Body corporate, partnership or trust	Percentage of share capital held directly or indirectly by the Company in the body corporate	Country of incorporation	Australian or Foreign tax resident	Jurisdiction for Foreign tax resident
CAR Group Ltd (the Company)	Body Corporate	100 %	Australia	Australia	Australia
Demotores S.A.	Body Corporate	100%	Argentina	Foreign	Argentina
carsales Treasury Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Publift Holdings Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Publift Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
carsales Services Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Instant Offer Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Webpointclassified Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Equipment Research Group Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Discount Vehicles Australia Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
tyresales Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Automotive Exchange Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Redbook Inspect Pty Ltd	Body Corporate	92%	Australia	Australia	Australia
Appraisal Solutions Australia Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
CS Motion Technologies Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
CS Motion Development Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Automotive Data Services Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
CS Motion Australia Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
I-MOTOR PTY LTD	Body Corporate	80%	Australia	Australia	Australia
Lformation Pty Ltd	Body Corporate	92%	Australia	Australia	Australia
Dealer Drive Australia Pty Ltd	Body Corporate	92%	Australia	Australia	Australia
Dealer Drive International Pty Ltd	Body Corporate	92%	Australia	Australia	Australia
Tyreconnect Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Transport Ventures Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
CS Marketplace Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
carsales.com.au Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Auto Exchange Holdings Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Carsales North America Holdings Pty Ltd (formerly "carsales Finance Pty Ltd")	Body Corporate	100%	Australia	Australia	Australia
carsales Holdings Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
carsales.com Investments Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
carsales Latam Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
carsales Argentina Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
AS1 Holdings Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
carsales ESI Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
carsales Tyre Holding Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Programmatic Holdings Pty Ltd	Body Corporate	100%	Australia	Australia	Australia
Webmotors S.A.	Body Corporate	70%	Brazil	Foreign	Brazil
Loop Gestao De Patios S.A.	Body Corporate	36%	Brazil	Foreign	Brazil
Car10 Tecnologia e Informacao S.A.	Body Corporate	47%	Brazil	Foreign	Brazil
PAG 10 TECNOLOGIA E INFORMACAO LTDA	Body Corporate	47%	Brazil	Foreign	Brazil
Chileautos SpA	Body Corporate	100%	Chile	Foreign	Chile
Demotores Chile S.p.A	Body Corporate	100%	Chile	Foreign	Chile
carsales Chile SpA	Body Corporate	100%	Chile	Foreign	Chile
Autofact Chile SpA	Body Corporate	50.1%	Chile	Foreign	Chile
Autopress SpA	Body Corporate	50.1%	Chile	Foreign	Chile
RedBook Automotive Data Services (Beijing) Limited	Body Corporate	100%	China	Foreign	China

Consolidated Entity Disclosure Statements

Entity name	Body corporate, partnership or trust	Percentage of share capital held directly or indirectly by the Company in the body corporate	Country of incorporation	Australian or Foreign tax resident	Jurisdiction for Foreign tax resident
Demotores Colombia S.A.S	Body Corporate	100%	Colombia	Foreign	Colombia
ENCARSALES.COM Ltd	Body Corporate	99%	South Korea	Foreign	Korea
AutoBegins Co., Ltd	Body Corporate	69%	South Korea	Foreign	Korea
AutoPlanet Co., Ltd	Body Corporate	99%	South Korea	Foreign	Korea
CARMART Co., Ltd	Body Corporate	99%	South Korea	Foreign	Korea
Red Book Automotive Services (M) Sdn Bhd	Body Corporate	100%	Malaysia	Foreign	Malaysia
carsales Mexico SAPI de CV	Body Corporate	100%	Mexico	Foreign	Mexico
Promotora De Servicios Y Ventas Especializadas S. de. RL. de C.V.	Body Corporate	100%	Mexico	Foreign	Mexico
Auto Information Limited	Body Corporate	100%	New Zealand	Foreign	New Zealand
Automotive Data Services (Thailand) Company Limited	Body Corporate	100%	Thailand	Foreign	Thailand
Trader Interactive, LLC	Body Corporate	100%	USA	Foreign	USA
NatCo Trading Corporation	Body Corporate	100%	Canada	Foreign	USA
SSI Data, LLC	Body Corporate	100%	USA	Foreign	USA
Demotores Holdings LLC	Body Corporate	100%	USA	Foreign	USA
carsales Holding US, LLC	Body Corporate	100%	USA	Foreign	USA
carsales Foundation Trust	Trust	100%	Australia	Australia	Australia
carsales.com Ltd Employee Share Trust	Trust	100%	Australia	Australia	Australia
carsales Foundation Pty Ltd	Body Corporate & Trustee	100%	Australia	Australia	Australia

Key assumptions and judgements

Determination of Tax Residency

Section 295 (3A) of the Corporations Act 2001 requires that the tax residency of each entity which is included in the Consolidated Entity Disclosure Statement (CEDS) be disclosed. In the context of an entity which was an Australian resident, "Australian resident" has the meaning provided in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as it is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

- **Australian tax residency**

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation's public guidance in Tax Ruling TR 2018/5.

- **Foreign tax residency**

The consolidated entity has applied current legislation and where available judicial precedent in the determination of foreign tax residency. Where necessary, the consolidated entity has used independent tax advisors in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with.

Trusts

Australian tax lax does not contain specific residency test for trusts. Generally, these entities are taxed on a flow-through basis so there is no need for a general residence test. There are some provisions which treat trusts as residents for certain tax purposes, but this does not mean the trust itself is an entity that is subject to tax.

Auditor's Independence Declaration

Auditor's Independence Declaration

As lead auditor for the audit of CAR Group Limited for the year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been:

(a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of CAR Group Limited and the entities it controlled during the period.

Sam Lobley
Partner
PricewaterhouseCoopers

Melbourne
11 August 2024

PricewaterhouseCoopers, ABN 52 780 433 757
2 Riverside Quay, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999, www.pwc.com.au

Consolidated Statement of Comprehensive Income

For the Year Ended 30 June 2024

	Notes	2024 $'000	2023 $'000
Revenue from contracts with customers	2	1,098,724	781,236
Total revenue		1,098,724	781,236
Expenses			
Cost of sales		(65,600)	(60,538)
Sales and marketing		(187,081)	(127,552)
Service development and maintenance		(108,510)	(62,793)
Operations and administration		(169,644)	(129,990)
Earnings before interest, taxes, depreciation and amortisation*		**567,889**	**400,363**
Depreciation and amortisation		(154,807)	(107,018)
Finance income		14,477	8,103
Finance costs	3	(86,018)	(55,947)
Impairment loss and business closure expenses		–	(37,642)
Net gain on modification of leases	16(c)	3,121	–
Net gain on step acquisition of associates		–	486,528
Share of net profit from associates accounted for using the equity method		–	5,307
Profit before income tax		**344,662**	**699,694**
Income tax expense	5(a)	(83,626)	(51,377)
Profit for the year		**261,036**	**648,317**
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		(143,754)	15,770
Reclassification of exchange differences on step acquisition of associates		–	(83,110)
Remeasurement of post-employment benefit obligations		(321)	239
Movement in net investment hedge (net of tax)		(4,878)	(10,433)
Movement in cash flow hedge (net of tax)	9(a)	(121)	1,820
Items that will not be reclassified to profit or loss:			
Changes in financial assets at fair value (net of tax) through other comprehensive income		(2,613)	(6,257)
Other comprehensive loss for the year		**(151,687)**	**(81,971)**
Total comprehensive income for the year		**109,349**	**566,346**
Profit for the year is attributable to:			
Owners of CAR Group Ltd		249,972	645,617
Non-controlling interests		11,064	2,700
		261,036	**648,317**
Total comprehensive income for the year is attributable to:			
Owners of CAR Group Ltd		107,394	562,501
Non-controlling interests		1,955	3,845
		109,349	**566,346**

	Notes	2024 Cents	2023 Cents
Earnings per share for profit from continuing operations, attributable to the ordinary equity holders of the parent entity:			
Basic earnings per share	4	66.3	181.3
Diluted earnings per share	4	66.2	181.1

* Earnings before interest, taxes, depreciation and amortisation ('EBITDA') noted above is profit before finance income, finance costs, income taxes, depreciation, amortisation, impairment loss and business closure expenses, net gain on modification of leases, net gain on step acquisition of associates and share of net profit from associates accounted for using the equity method.

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

As at 30 June 2024

	Notes	2024 $'000	2023* $'000
ASSETS			
Current assets			
Cash and cash equivalents	8	308,309	198,709
Trade and other receivables	14	165,112	133,990
Inventory		3,059	2,475
Current tax receivable		2,391	–
Total current assets		**478,871**	**335,174**
Non-current assets			
Financial assets at fair value through other comprehensive income	9, 19(c)	22,716	25,354
Property, plant and equipment	15	22,455	21,313
Right-of-use assets	16	36,110	59,120
Deferred tax assets	5	57,079	55,424
Intangible assets	17	4,031,689	4,175,557
Other receivables	14	19,616	21,280
Total non-current assets		**4,189,665**	**4,358,048**
Total assets		**4,668,536**	**4,693,222**
LIABILITIES			
Current liabilities			
Trade and other payables	18	140,849	91,313
Lease liabilities	16	10,589	11,203
Borrowings	7	35,511	26,098
Current tax liabilities		6,982	17,550
Other financial liabilities	9	6,800	1,136
Provisions	18	24,286	27,576
Contract liabilities – deferred revenue		17,945	14,814
Total current liabilities		**242,962**	**189,690**
Non-current liabilities			
Other payables		2,571	109
Lease liabilities	16	29,737	59,806
Borrowings	7	1,262,370	1,145,999
Other financial liabilities	9	53,283	8,991
Deferred tax liabilities	5	134,810	158,817
Provisions	18	6,621	5,703
Total non-current liabilities		**1,489,392**	**1,379,425**
Total liabilities		**1,732,354**	**1,569,115**
Net assets		**2,936,182**	**3,124,107**
EQUITY			
Contributed equity	11	2,463,676	2,451,802
Reserves	12	(270,923)	(83,530)
Retained earnings		691,769	700,736
Non-controlling interests	19(b)	51,660	55,099
Total equity		**2,936,182**	**3,124,107**

* The Consolidated Statement of Financial Position as at 30 June 2023 has been restated to reflect the final fair value of the purchase price allocation balances of Trader Interactive and webmotors, which were acquired on 30 September 2022 and 28 April 2023 respectively. Refer to Note 20 (a) and (b) for details. The accompanying notes have also been restated as at 30 June 2023, where applicable.

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2024

	Notes	Attributable to owners of CAR Group Ltd			Non-controlling interests $'000	Total equity $'000
		Contributed equity $'000	Reserves $'000	Retained earnings $'000		
Balance at 1 July 2023		**2,451,802**	**(83,530)**	**700,736**	**55,099**	**3,124,107**
Profit for the year		–	–	249,972	11,064	261,036
Items that may be reclassified to profit or loss						
Exchange differences on translation of foreign operations		–	(134,645)	–	(9,109)	(143,754)
Remeasurement of post-employment benefit obligations		–	(321)	–	–	(321)
Movement in net investment hedge (net of tax)		–	(4,878)	–	–	(4,878)
Movement in cash flow hedges (net of tax)	9	–	(121)	–	–	(121)
Items that will not be reclassified to profit or loss						
Changes in financial assets at fair value (net of tax) through other comprehensive income		–	(2,613)	–	–	(2,613)
Total comprehensive income for the year		–	**(142,578)**	**249,972**	**1,955**	**109,349**
Transactions with owners in their capacity as owners:						
Contributions of equity upon exercise of employee share options	11	682	–	–	–	682
Deferred tax on contributions of equity	11	5,157	–	–	–	5,157
Increase in share-based payment reserve inclusive of tax	12	–	8,291	–	–	8,291
Dividends paid to company shareholders net of transaction costs		6,035	–	(252,579)	–	(246,544)
Dividends paid/payable to non-controlling interests		–	–	–	(4,564)	(4,564)
Non-controlling interest on acquisition of subsidiary		–	–	–	(322)	(322)
Movement in capital reserve		–	6,360	(6,360)	–	–
Transactions with non-controlling interests		–	(59,466)	–	(508)	(59,974)
Balance at 30 June 2024		**2,463,676**	**(270,923)**	**691,769**	**51,660**	**2,936,182**

Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2024

	Notes	Attributable to owners of CAR Group Ltd Contributed equity $'000	Reserves $'000	Retained earnings $'000	Non-controlling interests* $'000	Total equity* $'000
Balance at 1 July 2022		769,959	(1,865)	243,466	1,849	1,013,409
Profit for the year to 30 June 2023		–	–	645,617	2,700	648,317
Items that may be reclassified to profit or loss						
Exchange differences on translation of foreign operations		–	14,625	–	1,145	15,770
Reclassification of exchange differences on step acquisition of associate		–	(83,110)	–	–	(83,110)
Remeasurement of post-employment benefit obligations		–	239	–	–	239
Movement in net investment hedge (net of tax)		–	(10,433)	–	–	(10,433)
Movement in cash flow hedges (net of tax)	9	–	1,820	–	–	1,820
Items that will not be reclassified to profit or loss						
Changes in financial assets at fair value (net of tax) through other comprehensive income		–	(6,257)	–	–	(6,257)
Total comprehensive income for the year		–	**(83,116)**	**645,617**	**3,845**	**566,346**
Transfer of loss on disposal of equity investment at fair value through other comprehensive income to retained earnings		–	2,196	(2,196)	–	–
Transactions with owners in their capacity as owners:						
Contributions of equity upon exercise of employee share options	11	1,295	–	–	–	1,295
Contributions of equity net of transaction costs and tax	11	1,669,587	–	–	–	1,669,587
Increase in share-based payment reserve inclusive of tax	12	–	4,874	–	–	4,874
Dividends paid to company shareholders net of transaction costs		10,961	–	(186,151)	–	(175,190)
Dividends paid to non-controlling interests		–	–	–	(568)	(568)
Non-controlling interest on acquisition of subsidiary		–	–	–	46,168	46,168
Transactions with non-controlling interests		–	(5,619)	–	3,805	(1,814)
Balance at 30 June 2023		**2,451,802**	**(83,530)**	**700,736**	**55,099**	**3,124,107**

* The Consolidated Statement of Changes in Equity as at 30 June 2023 has been restated to reflect the final fair value of the purchase price allocation balances of Trader Interactive and webmotors, which were acquired on 30 September 2022 and 28 April 2023 respectively. Refer to Note 20 (a) and (b) for details. The accompanying notes have also been restated as at 30 June 2023, where applicable.

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

For the Year Ended 30 June 2024

	Notes	2024 $'000	2023 $'000
Cash flows from operating activities			
Receipts from customers (including GST)		1,180,913	827,551
Payments to suppliers and employees (including GST)		(619,592)	(432,348)
Income taxes paid		(102,533)	(95,941)
Net cash inflow from operating activities		**458,788**	**299,262**
Cash flows from investing activities			
Payment for investment in non-controlling interests, associates and subsidiaries (net of cash acquired)		(35,218)	(1,584,586)
(Payment for)/proceeds from financial instruments held for investing activities		(14,589)	85,191
(Payment for)/proceeds from sale of financial assets at fair value through other comprehensive income		(1,292)	4,634
(Payment for)/proceeds from term deposits with maturity greater than 90 days		(524)	14,252
Payments for property, plant and equipment		(11,531)	(8,942)
Payments for intangible assets		(90,264)	(78,064)
Proceeds from sale of property, plant and equipment		1,655	329
Interest received		14,152	8,279
Dividends received from associates		-	5,334
Net cash outflow from investing activities		**(137,611)**	**(1,553,573)**
Cash flows from financing activities			
Proceeds from issues of shares and other equity securities (net of transaction costs)		682	1,686,587
Proceeds from borrowings		287,539	2,814,182
Repayment of borrowings		(151,776)	(2,325,447)
Payment of Trader Interactive external debt on acquisition		-	(597,256)
Payment of loan establishment fees		(2,633)	(5,475)
Principal elements of lease payments		(12,646)	(10,137)
Deposits paid for leases		(3,925)	(2,250)
Dividends paid to company shareholders		(246,544)	(186,151)
Dividends paid to non-controlling interests	19(b)	(4,564)	(568)
Interest paid		(56,755)	(58,492)
Net cash (outflow)/inflow from financing activities		**(190,622)**	**1,314,993**
Effects of exchange rates on cash and cash equivalents		(20,955)	20,575
Net increase in cash and cash equivalents		109,600	81,257
Cash and cash equivalents at the beginning of the financial year		198,709	117,452
Cash and cash equivalents at the end of the financial year		**308,309**	**198,709**

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the Consolidated Financial Statements

30 June 2024

Basis of preparation

CAR Group Ltd is a for-profit entity for the purpose of preparing the financial statements. The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of CAR Group Ltd ('Company' or 'parent entity') as at 30 June 2024 and the results of all subsidiaries for the year then ended. CAR Group Ltd and its subsidiaries together are referred to in this Financial Report as 'the Group' or 'the consolidated entity'.

These general purpose financial statements:

(a) Have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*.

(b) Comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(c) Have been prepared on a going concern basis.

(d) Have been prepared under the historical cost convention except for the revaluation of financial assets and liabilities (including derivative instruments) measured at fair value through other comprehensive income.

Amounts in the financial statements are presented in Australian dollars with all values rounded to the nearest thousand dollars, or in certain cases, the nearest dollar, in accordance with the *Australian Securities and Investments Commission Corporations Instrument 2016/191*.

Key estimates and judgements

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

The estimation uncertainty is predominantly related to the fair value on acquisition of the additional equity interests in webmotors and Trader Interactive (Note 20), fair value measurement and recoverable amount assessments for intangible assets (Note 17), financial assets and liabilities at fair value through other comprehensive income (Note 9), as well as deferred tax assets relating to tax losses and uncertain tax positions (Note 5).

Other areas with a level of estimation include trade receivables (Note 14) and research and development (R&D) claims (Note 5).

Corporate Information

CAR Group Ltd (formerly carsales.com Ltd) is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

CAR Group Ltd
449 Punt Road
Richmond, Victoria 3121

The Company name was changed to CAR Group Ltd on 3 November 2023, following shareholder approval at the 2023 Annual General Meeting and registration with Australian Securities and Investments Commission (ASIC).

The Financial Report was authorised for issue by the Directors on 11 August 2024. The Directors have the power to amend and reissue the Financial Report.

All press releases, Financial Reports and other information are available at our shareholders' centre on our website: https://cargroup.com. For queries in relation to our reporting, please call +61 (3) 9093 8600.

These financial statements have been streamlined where key information is grouped together for ease of understanding and readability. The notes include information which is required to understand the financial statements and is material and relevant to the operations, financial position and performance of the Group. Information is considered material and relevant if, for example:

- the amount in question is significant because of its size or nature;
- it is important for understanding the results of the Group;
- it helps to explain the impact of significant changes in the Group's business – for example, acquisitions; or
- it relates to an aspect of the Group's operations that is important to its future performance.

KEY PERFORMANCE

This section provides information that the Directors consider most relevant to understanding performance and shareholder returns for the year and summarises the accounting policies, judgements and estimates relevant to understanding these line items.

1. Segment information

Accounting Policy

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Chief Executive Officer ('CEO').

Management has determined the operating segments based on the reports reviewed by the CEO that are used to make strategic decisions.

The Group's operating segments are determined firstly based on location, and secondly by function, of the Group's operations.

The Group principally operates in six business segments which are described below:

Operating Segment	Nature of operations and primary source of revenue	Geographical location
Australia – Online Advertising	Online Automotive Classifieds, Display Advertising services and Finance Commission.	Australia
Australia – Data, Research and Services	Automotive Data Services including software, analysis, research and reporting, valuation services, website development, hosting and photography services. This segment also includes display and consumer advertising related to these divisions.	Australia
Investments	Online Retail and Wholesale Tyre Sales and Inspection Services.	Australia
North America	Online Vehicle Classifieds, Display Advertising services and Automotive Data Services.	United States of America and Canada
Latin America	Online Automotive Classifieds, Display Advertising services, Automotive Data Services, Finance Commission and Purchase of Receivables.	Brazil and Chile
Asia	Online Automotive Classifieds, Display Advertising services and Automotive Data Services.	South Korea, Malaysia, Thailand, China and Indonesia

(a) Segment analysis

2024	Australia – Online Advertising $'000	Australia – Data, Research and Services $'000	Investments $'000	North America $'000	Latin America $'000	Asia $'000	Total $'000
Segment revenue	**399,294**	**50,416**	**68,237**	**277,102**	**182,462**	**121,213**	**1,098,724**
EBITDA*	**251,521**	**31,905**	**(2,964)**	**164,278**	**66,435**	**56,714**	**567,889**
Depreciation and amortisation							(154,807)
Net finance costs							(71,541)
Net gain on modification of leases**	3,538	–	–	(417)	–	–	3,121
Income tax expense							(83,626)
Non-controlling interests							(11,064)
Profit for the year attributable to the owners of CAR Group Ltd							**249,972**
Segment assets	**218,119**	**17,368**	**14,774**	**2,732,032**	**712,402**	**440,274**	**4,134,969**
Deferred tax assets							57,079
Cash and cash equivalents							308,309
Unallocated assets							168,179
Total assets							**4,668,536**

* EBITDA noted above is profit before finance income, finance costs, income taxes, depreciation, amortisation, impairment loss and business closure expenses, net gain on modification of leases, net gain on step acquisition of associates and share of net profit from associates accounted for using the equity method.

** Refer to Note 16(c) for further information on the modification of leases during the year ended 30 June 2024.

Notes to the Consolidated Financial Statements

1. Segment information continued

(a) Segment analysis continued

2023	Australia – Online Advertising $'000	Australia – Data, Research and Services $'000	Investments $'000	North America $'000	Latin America $'000	Asia $'000	Total $'000
Segment revenue	**353,428**	**45,641**	**60,894**	**183,016**	**34,377**	**103,880**	**781,236**
EBITDA*	**214,133**	**29,629**	**(6,825)**	**100,809**	**10,111**	**52,506**	**400,363**
Depreciation and amortisation							(107,018)
Impairment loss and business closure expenses**							(37,642)
Net finance costs							(47,844)
Share of net profit/(loss) from associates accounted for using the equity method	(100)	–	–	(721)	6,128	–	5,307
Net gain on step acquisition of associates							486,528
Income tax expense							(51,377)
Non-controlling interests							(2,700)
Profit for the year attributable to the owners of CAR Group Ltd							**645,617**
Segment assets	**228,662**	**17,132**	**10,621**	**2,808,822**	**779,299**	**464,844**	**4,309,380**
Deferred tax assets							55,424
Cash and cash equivalents							198,709
Unallocated assets							129,709
Total assets							**4,693,222**

* EBITDA noted above is profit before finance income, finance costs, income taxes, depreciation, amortisation, impairment loss and business closure expenses, net gain on modification of leases, net gain on step acquisition of associates and share of net profit from associates accounted for using the equity method.

** Prior year impairment loss and business closure expenses include impairment of goodwill and intangible assets allocated to the Tyres CGU, the write down of the intangible assets attributed to the Placie business which ceased operations during the prior period, provision for costs associated with the closure of the Mexico business as well as the write down of the investment in Skedgo which was classified as an associate.

Segment assets are measured in the same way as in the financial statements. Segment assets include goodwill, trade and other receivables, inventory, brands, trademarks, customer relationships, property, plant and equipment, right-of-use assets and financial assets at fair value through other comprehensive income. Unallocated assets include intangible and other assets utilised across multiple segments. All unallocated assets are assessed by the chief operating decision maker at a consolidated entity level.

Liabilities are not reported to the chief operating decision maker by segment. All liabilities are assessed at a consolidated entity level.

2. Revenue from contracts with customers

Accounting Policy

The Group derives revenue from the transfer of goods and services in the following product and reporting segments. Amounts disclosed as revenue are net of returns, agency commissions, trade allowances, rebates and amounts collected on behalf of third parties. Where services have not been provided but the Group is obligated to provide the services in the future, a contract liability is recognised.

Type of revenue	Reporting segment	Recognition criteria
Dealer leads	Online Advertising/ Latin America/Asia	Lead revenues are recognised at a point in time upon delivery of the lead to the dealers' lead management system.
Dealer listings	Online Advertising/ North America/Latin America/Asia	Dealer listings usually have a definite end date to the advertisement and where they do not, an average duration is calculated. Revenues are recognised over the period during which the listing is displayed on the CAR Group network.
Listing depth products	Online Advertising/ North America/Latin America/Asia	Transaction value is allocated to customer service obligations based on the fair value and revenue is recognised over the period during which the product is displayed on the CAR Group network.
Private listing	Online Advertising/ North America/Latin America/Asia	Private listings remain effective until the consumer removes the advertisement. Revenues are recognised over the average number of days advertisements are displayed (based on historical trends).
Instant offer	Online Advertising	Revenue is recognised at a point in time upon satisfaction of the performance obligation, that being the acceptance of the instant offer by the seller and thus the facilitation of the successful sale by the seller to an official buyer.
Bundled products	Online Advertising/ North America/Latin America/Asia	Includes the combination of dealer advertising products and corporate media services under one single contractual price. Whilst the products are bundled, each individual service has its own distinct performance obligations and stand-alone selling prices (used to determine the fair value of each service). Revenue is recognised over time as performance obligations are fulfilled.
Sponsorship advertising	Online Advertising/ North America/Latin America/Asia	Revenues from sponsorship advertising are recognised in the period over which the advertisements are placed or displayed, depending on the type of contract.
Performance advertising and contracts	Online Advertising/ North America/Latin America/Asia	Revenues from performance advertising and performance contracts are recognised when the performance measure occurs and is generated (e.g. cost per click).
Subscription services	Online Advertising/ Data, Research and Services/North America/Latin America/Asia	Subscription revenues are recognised over the subscription period.
Sale of goods	Investments	Revenues are recognised at a point in time when goods have been provided to a customer.
Inspection services	Investments/Asia	Revenue from vehicle inspection services are recognised when the inspection service is performed.
Finance commission	Online Advertising/ Latin America	Commission revenue is recognised at a point in time when a customer finances the purchase of a vehicle with a 3rd party through the CAR Group network.
Purchase of Receivables (Car10)	Latin America	Revenue is recognised at the point in time when the consumer receivables are purchased from automotive service providers at a discount to their face value.

Contracts with customers do not include a significant financing component. As a practical expedient, the Group recognises any incremental costs of obtaining a contract, which mainly consist of sales commissions, as an expense when incurred given the amortisation period of the asset that would have been recognised is one year or less.

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2. Revenue from contracts with customers continued

Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major segments:

2024	Australia – Online Advertising $'000	Australia – Data, Research and Services $'000	Investments $'000	North America $'000	Latin America $'000	Asia $'000	Total $'000
Total revenue from external customers	**399,294**	**50,416**	**68,237**	**277,102**	**182,462**	**121,213**	**1,098,724**
Revenue is recognised							
At a point in time	222,590	11,055	68,237	13,684	139,773	59,015	514,354
Over time	176,704	39,361	–	263,418	42,689	62,198	584,370

2023	Australia – Online Advertising Services $'000	Australia – Data, Research and Services $'000	Investments $'000	North America* $'000	Latin America $'000	Asia $'000	Total $'000
Total revenue from external customers	**353,428**	**45,641**	**60,894**	**183,016**	**34,377**	**103,880**	**781,236**
Revenue is recognised							
At a point in time	188,032	9,452	60,894	8,589	18,028	47,050	332,045
Over time	165,396	36,189	–	174,427	16,349	56,830	449,191

* The prior period categorisation of revenue between 'At a point in time' and 'Over time' for North America has been restated to more accurately reflect how this segment derives revenue from the transfer of goods and services.

3. Other income and expenses

Accounting Policy

(i) Defined benefit obligations

ENCARSALES.COM Ltd, the Group's subsidiary in South Korea, operates a defined benefit plan, under which amounts to be paid as retirement benefits are determined by reference to a formula based on employee's earnings and years of service. The defined benefit asset or liability comprises the present value of the defined benefit obligations, past service costs and actuarial gains and losses not yet realised, less the fair value of plan assets out of which the obligations are to be settled. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The discount rate used in calculating the present value of defined benefit obligations is determined by reference to market yields at the end of the reporting period on high quality corporate bonds of a term consistent with the term of the post-employment benefit obligations. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, net interest and the return on plan assets, are recognised immediately in the statement of financial position. Actuarial gains and losses result in a corresponding debit or credit to reserves through OCI in the period in which they occur. Net interest and the return on plan assets are recognised in the Consolidated Statement of Comprehensive Income.

(ii) Finance costs

Fees paid on the establishment of loan facilities are recognised net against the loan and amortised on a straight-line basis over the term of the facility. Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed as incurred. The unwinding of the discount on put option liabilities are recognised as a finance expense.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

	2024 $'000	2023 $'000
Total profit before income tax includes the following specific expenses:		
Employee benefits	220,590	162,609
Defined contribution superannuation expense	18,056	15,610
Defined benefit expense – ENCARSALES.COM, Ltd.	1,921	2,101
Finance costs		
Interest – borrowings	77,378	49,312
Interest – leases	2,515	2,059
Other finance costs	6,125	1,904
Hedging (gains)/costs	–	(3,016)
Amounts reclassified to income statement from Cash Flow Hedge Reserve	–	5,688
Total finance costs	**86,018**	**55,947**

4. Earnings per share

Accounting Policy

Basic earnings per share is calculated by dividing:

- the profit attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares;
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the post income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Options and performance rights granted to employees under the CAR Group Ltd Employee Option Plan are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options and performance rights have not been included in the determination of basic earnings per share. Details relating to the options are set out in Note 26.

(a) Reported earnings per share

Earnings per share for profit attributable to the ordinary equity holders of the Company:	Basic earnings per share		Diluted earnings per share	
	2024	2023	2024	2023
Reported profit attributable to equity holders of the Company	**249,972,000**	**645,617,000**	**249,972,000**	**645,617,000**
Weighted average number of ordinary shares	376,984,167	356,175,047	376,984,167	356,175,047
Dilutive impact of options	–	–	133,704	108,630
Dilutive impact of performance rights	–	–	566,840	241,679
Total weighted average number of ordinary shares used in EPS calculation	**376,984,167**	**356,175,047**	**377,684,711**	**356,525,356**
Reported earnings per share/cents	**66.3**	**181.3**	**66.2**	**181.1**

(b) Adjusted earnings per share*

Earnings per share for profit attributable to the ordinary equity holders of the Company:	Adjusted Basic earnings per share		Adjusted Diluted earnings per share	
	2024	2023	2024	2023
Reported profit attributable to equity holders of the Company	**249,972,000**	**645,617,000**	**249,972,000**	**645,617,000**
Add: Restructuring, M&A transactions costs and FX	12,651,000	24,500,000	12,651,000	24,500,000
Add: Acquired intangibles amortisation	82,050,000	56,300,000	82,050,000	56,300,000
Add: Trader Interactive non-recurring costs	–	12,256,000	–	12,256,000
Less: Net gain on modification of leases & hedging	(3,121,000)	(1,143,000)	(3,121,000)	(1,143,000)
Add: Impairment of investments and business closure costs	–	37,642,000	–	37,642,000
Less: Net gain on step acquisition of associates	–	(486,528,000)	–	486,528,000)
Add: Associated tax impacts of the above	(13,430,000)	(10,420,000)	(13,430,000)	(10,420,000)
Less: Other tax items**	15,900,000	–	15,900,000	–
Adjusted profit attributable to equity holders of the Company for continuing operations	**344,022,000**	**278,224,000**	**344,022,000**	**278,224,000**
Adjusted earnings per share/cents for continuing operations*	**91.3**	**78.1**	**91.1**	**78.0**

* The Directors believe the presentation of "adjusted earnings per share" provides a useful measure to assess the performance of the Group by excluding significant one-off items of income and expense to arrive at an adjusted profit measure which reflects the underlying financial performance of the Group.

** Included in Other tax items is the cash impact of the utilisation of acquired tax losses in Trader Interactive ($9.5 million), which were recognised as part of the initial acquisition accounting and unrecoverable witholding tax on intercompany dividends ($6.4 million).

5. Income tax

Accounting Policy

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws in the countries where the Company's subsidiaries and associates operate and generate taxable income. The Group establishes provisions where appropriate on the basis of amounts expected to be paid to tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. Where there are current and deferred tax balances attributable to amounts recognised directly in equity, they are also recognised directly in equity.

The Group parent entity, CAR Group Ltd, and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a standalone taxpayer in its own right.

OECD Pillar I and II model rules

On 8 October 2021, 136 countries reached an agreement for a two-pillar approach to international tax reform ("the OECD agreement"). Among other things, Pillar I proposes a reallocation of a proportion of tax to market jurisdictions, while Pillar II seeks to apply a global minimum effective tax rate of 15%. Pillar II legislation will come into effect from 1 January 2025. The tax reform is currently not applicable for the Group, as CAR Group does not meet the relevant revenue threshold.

Adoption of Voluntary Tax Transparency Code

On 3 May 2016, the Australian Treasurer released a Voluntary Tax Transparency Code (the TTC). The TTC recommends additional tax information be publicly disclosed to help educate the public about large corporate compliance with Australia's tax laws. The Group fully supports the TTC and signed up to it from the financial year ended 30 June 2019. Accordingly, the income tax disclosures in this Note include all relevant recommended additional disclosures of Part A of the Code.

Key Assumptions/Accounting Estimates

Deferred tax assets relating to tax losses

The Group recognises deferred tax assets relating to carry forward tax losses to the extent there are sufficient taxable temporary differences relating to the same taxable authority and the same subsidiary against which the unused tax losses can be utilised. However, utilisation of the tax losses also depends on the ability of the entity to satisfy certain tests at the time the losses are recouped.

Uncertain tax positions

The Group applies its current understanding of the tax law to estimate tax liabilities where the ultimate tax position is uncertain. When the tax position is ultimately determined or tax laws change, the actual tax liability may differ from this current estimate.

Research and development (R&D) claim

The research and development claim available to the Company is estimated in the accounts because a full assessment of the position cannot be made by the year end. It is the policy of the Company to only bring to account that preliminary portion of expenses that is reasonably expected to be claimable at period end.

Notes to the Consolidated Financial Statements

5. Income tax continued

(a) Income tax expense

	2024 $'000	2023 $'000
Current tax	106,707	62,565
Adjustments for current tax of prior periods	(3,266)	(2,019)
Deferred tax	(19,815)	(8,776)
Adjustments for deferred tax of prior periods	–	(393)
	83,626	**51,377**
Deferred income tax expenses included in income tax expense comprises:		
Increase in deferred tax assets	(6,956)	(765)
Decrease in deferred tax liabilities	(12,859)	(8,011)
	(19,815)	**(8,776)**

(b) Numerical reconciliation of income tax expense

	2024 $'000	2023 $'000
Profit from continuing operations before income tax expense	344,662	699,694
Tax at the Australian tax rate of 30.0% (2023 – 30.0%)	103,399	209,908
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:		
Non-assessable income (R&D tax offset)[a]	(673)	(475)
Share options[b]	(703)	(1,557)
Sundry items	3,595	(968)
Non-deductible amortisation	–	789
Adjustment for prior periods	(3,266)	(2,412)
Current year losses for which no deferred tax has been recognised or tax losses written off[c]	652	5,917
Tax relating to net profit from associates[d]	–	(1,592)
Income tax differential (effect of foreign tax rates)[e]	(8,029)	(27,130)
Net gain on step acquisition of associates (non-assessable)[f]	–	(126,102)
Non-deductible impairment[g]	–	7,548
Other deductible amortisation	(11,349)	(12,549)
Income tax expense	**83,626**	**51,377**

Explanation of key tax items:

(a) The Group's utilisation of research and development tax incentives.

(b) Amount relating to the provision of equity incentives.

(c) Amount relating to tax losses for which a deferred tax asset has not been recognised. The majority of these losses may be carried forward for between 5 and 10 years. Also includes amount relating to the write-off of tax losses for which a deferred tax asset had previously been recognised.

(d) The Group's share of associates' results taken up in Group results, net of tax expense.

(e) The Group's profits are taxed at prevailing statutory rates which vary to the Australian statutory tax rate (as noted in the table below).

(f) Non-assessable gain on step acquisition of webmotors and Trader Interactive in the prior period.

(g) Relates to prior period impairment of Tyres business and Placie business, as well as business closure costs expected for Mexico.

(c) Amounts recognised directly into equity

Aggregate current and deferred tax arising in the reporting period and not recognised in the income statement or other comprehensive income but directly (credited) or debited to equity:

	2024 $'000	2023 $'000
Current tax – debited/(credited) directly to equity	223	(681)
Net deferred tax –(credited)/debited directly to equity	(7,721)	3,330
	(7,498)	**2,649**

Statutory tax rates:

Country	2024	2023
Australia	30%	30%
New Zealand	28%	28%
Malaysia	24%	24%
China	25%	25%
Thailand	20%	20%
South Korea	21%	21%
USA	21%	21%
Brazil	34%	34%
Chile	27%	27%

(d) Effective tax rate

	2024 $'000	2023 $'000
Profit before income tax expense(A)	344,662	699,694
Income tax expense(B)	83,626	51,377
Effective tax rate(B/A)	**24%**	**7%**

The effective tax rate of the Group for FY24 reflects the availability of tax credits and deductible amortisation in the US, without which the effective tax rate would be 27%. The effective tax rate of the Group for FY23 was affected by non-taxable gains on step acquisition of associates, without which the effective tax rate for the year would have been 25%.

Notes to the Consolidated Financial Statements

5. Income tax continued

(e) Tax losses

	2024 $'000	2023 $'000
Unused tax losses for which no deferred tax asset has been recognised	6,513	7,979
Potential tax benefit	**1,855**	2,334

The unrecognised tax losses were incurred by loss making subsidiaries that are not likely to generate taxable income in the foreseeable future. They will be carried forward for at least five years.

(f) Deferred tax assets

The balance comprises temporary differences attributable to:

	Employee benefits $'000	Employee share trust $'000	Doubtful debts $'000	Expense accruals $'000	Intangibles $'000	Tax losses $'000	Other $'000	Total $'000
At 1 July 2023	**2,321**	**2,886**	**1,216**	**4,420**	**(4,865)**	**40,008**	**9,438**	**55,424**
(Charged)/credited to profit or loss	3,917	518	1,889	1,051	(2,486)	–	2,067	6,956
(Charged)/credited directly to equity	–	1,421	–	–	–	–	5,157	6,578
Utilised tax losses	–	–	–	–	–	(10,368)	–	(10,368)
Exchange differences	(5)	–	–	–	(202)	(1,304)	–	(1,511)
At 30 June 2024	**6,233**	**4,825**	**3,105**	**5,471**	**(7,553)**	**28,336**	**16,662**	**57,079**
At 1 July 2022	3,466	2,155	295	2,751	(2,539)	2,163	8,924	17,215
(Charged)/credited to profit or loss	(1,157)	742	921	1,669	(2,326)	(104)	1,020	765
(Charged)/credited directly to equity	–	(11)	–	–	–	–	(506)	(517)
Acquired tax losses	–	–	–	–	–	37,881	–	37,881
Exchange differences	12	–	–	–	–	68	–	80
At 30 June 2023	2,321	2,886	1,216	4,420	(4,865)	40,008	9,438	55,424

	2024 $'000	2023 $'000
Deferred tax assets expected to be recovered within 12 months	24,712	13,456
Deferred tax assets expected to be recovered after more than 12 months	32,367	41,968
	57,079	**55,424**

Certain liability balances are shown as part of deferred tax assets, as they originate in the same jurisdiction as, and can be offset against, other deferred tax assets. The liability balance for intangibles shown as part of deferred tax assets relates to in-house developed and capitalised software in Australia.

(g) Deferred tax liabilities

The balance comprises temporary differences attributable to:

	Intangibles $'000	Fair Value Investment $'000	Derivatives $'000	Total $'000
At 1 July 2023	**155,369**	**3,448**	**–**	**158,817**
Charged/(credited) to profit or loss	(12,859)	–	–	(12,859)
Charged/(credited) directly to equity	–	(1,143)	–	(1,143)
Exchange differences	(10,005)	–	–	(10,005)
At 30 June 2024	**132,505**	**2,305**	**–**	**134,810**
At 1 July 2022	12,734	4,602	1,658	18,994
Charged/(credited) to profit or loss	(8,011)	–	–	(8,011)
Charged/(credited) directly to equity	–	(1,154)	(1,658)	(2,812)
Acquired tax intangibles	150,202	–	–	150,202
Exchange differences	444	–	–	444
At 30 June 2023	155,369	3,448	–	158,817

	2024 $'000	2023 $'000
Deferred tax liabilities expected to be settled within 12 months	12,859	8,011
Deferred tax liabilities expected to be settled after more than 12 months	121,951	150,806
	134,810	**158,817**

6. Reconciliation of cash flows

(a) Reconciliation of profit after income tax to net cash inflow from operating activities

	2024 $'000	2023 $'000
Profit for the year	261,036	648,317
Depreciation and amortisation	154,807	107,018
Impairment loss and business closure expenses	–	37,642
Non-cash employee benefits expense – share-based payments	4,493	2,683
Gain on disposal of assets	(720)	(168)
Net gain on modification of leases	(3,121)	–
Net finance related costs	71,541	47,844
Share of net profit from associates accounted for using the equity method	–	(5,307)
Bad debts written-off	163	1,287
Building refurbishment incentive income	(550)	(584)
Net gain on step acquisition of associates	–	(486,528)
Other	(961)	1,945
Change in operating assets and liabilities:		
(Increase) in trade debtors	(23,413)	(8,644)
(Increase)/Decrease in inventory	(584)	849
(Increase)/Decrease in deferred tax assets	(166)	504
Increase/(Decrease) in trade creditors and other liabilities	13,732	(1,648)
Increase in contract liabilities – deferred revenue	1,357	37
(Decrease) in provision for income taxes payable	(6,958)	(46,077)
(Decrease) in deferred tax liabilities	(16,790)	(643)
Increase in other provisions	4,922	735
Net cash inflow from operating activities	**458,788**	**299,262**

(b) Changes in assets and liabilities arising from financing activities

The table below shows cash and non-cash changes in assets and liabilities for which cash flows were, or will be, classified as financing activities in the Consolidated Statement of Cash Flows.

	Liabilities from financing activities			Other financial liabilities/assets		
2024	Borrowings $'000	Lease liabilities $'000	Other financial liabilities $'000	Derivative (liabilities)/ assets $'000	Lease deposits $'000	Total $'000
Opening balance	(1,172,097)	(71,009)	(10,127)	–	14,541	(1,238,692)
Net cash flows from financing activities	(135,763)	12,646	–	14,589	3,925	(104,603)
Acquisitions – leases	–	(4,077)	–	–	–	(4,077)
Modification – leases	–	21,268	–	–	–	21,268
Termination – leases	–	182	–	–	–	182
Acquisitions and NCI transactions	–	–	(49,618)	–	–	(49,618)
Fair value through OCI (net of tax)	3,458	–	–	(14,589)	–	(11,131)
Fair value through P&L	–	–	(338)	–	–	(338)
Foreign exchange adjustments	7,504	664	–	–	(1,017)	7,151
Other changes	(983)	–	–	–	–	(983)
Closing balance	**(1,297,881)**	**(40,326)**	**(60,083)**	**–**	**17,449**	**(1,380,841)**

	Liabilities from financing activities			Other financial liabilities/assets		
2023	Borrowings $'000	Lease liabilities $'000	Other financial liabilities $'000	Derivative (liabilities)/ assets $'000	Lease deposits $'000	Total $'000
Opening balance	(649,739)	(64,431)	(1,153)	–	12,125	(703,198)
Net cash flows from financing activities	(488,734)	10,137	–	(85,191)	2,250	(561,538)
Acquisitions – leases	–	(15,835)	–	–	–	(15,835)
Modification – leases	–	(1,989)	–	–	–	(1,989)
Termination – leases	–	316	–	–	–	316
Acquisitions and NCI transactions	(29,814)	–	(8,790)	–	–	(38,604)
Fair value through OCI (net of tax)	–	–	–	85,191	–	85,191
Fair value through P&L	–	–	(257)	–	–	(257)
Foreign exchange adjustments	(6,459)	793	–	–	166	(5,500)
Other changes	2,649	–	73	–	–	2,722
Closing balance	(1,172,097)	(71,009)	(10,127)	–	14,541	(1,238,692)

FINANCING AND RISK MANAGEMENT

This section provides information about the capital management practices of the Group, the Group's exposure and management of various financial risks and explains how these affect the Group's financial position and performance.

When managing capital, the Group aims to optimise the capital structure in order to maximise returns to shareholders, reduce the cost of capital and provide flexibility for strategic investment.

7. Borrowings

Accounting Policy

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised net against the loan and amortised on a straight-line basis over the term of the facility.

Borrowings are derecognised from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in other income or other expenses.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which the expense is incurred.

	2024 $'000	2023 $'000
Current borrowings	35,511	26,098
Non-current borrowings	1,262,370	1,145,999
Total borrowings	**1,297,881**	**1,172,097**

(a) Bank debt

	Commit-ment $'000	Drawn at close $'000	Maturity date
Tranche B	850,000	685,100	14 September 2025
Tranche C	250,000	126,000	14 September 2027
Total syndicated loan facility	**1,100,000**	**811,100**	
BRL denominated bank loans	n/a	40,888	Various
Total bank debt		**851,988**	

The Group has a syndicated revolving loan facility that was established under a Common Terms Deed (CTD) documentation structure. Ten financiers are part of the loan syndicate and each of these financiers entered into a bilateral facility agreement with the Company under the CTD documentation structure. The syndicate comprises National Australia Bank Limited (NAB), Australia and New Zealand Banking Group Limited (ANZ), Hongkong and Shanghai Banking Corporation Limited (HSBC), Westpac Banking Corporation (WBC), Commonwealth Bank of Australia (CBA), MUFG Bank Limited, Bank of China (BOC), Sumitomo Mitsui Banking Corporation (SMBC), Mizuho Bank, Ltd and BNP Paribas. Borrowings under this loan facility bear interest at a floating rate of BBSY Bid plus a margin, with margin based on the net leverage ratio of the Group.

On 8 August 2024, the Group successfully completed a refinance of Tranches B and C of its revolving loan facilities, extending the tenor out to August 2028. The facility size remains unchanged and borrowings under the facilities bear interest at a floating rate of BBSY plus a margin, with margin based on a net leverage ratio of the Group, consistent with the previous facility.

Of the Group's BRL denominated bank debt, $35.0 million is due in the next 12 months and $5.9 million is due later than 12 months. The BRL bank debt includes $29.3 million of loans which bear interest at fixed rates and are used by Car10 in order to acquire receivables from automotive service providers at a discount in the course of its operations. The remaining BRL bank loans bear interest at a floating rate of CDI (interbank deposit certificate rate) plus a margin.

The Group has complied with all debt covenants throughout the reporting period.

The Group has access to the following undrawn bank facilities at the end of the reporting period:

Floating rate	2024 $'000	2023 $'000
Expiring within one year	–	–
Expiring within one to five years	288,900	413,900
	288,900	**413,900**

7. Borrowings continued

(b) US Private Placement debt

At 30 June 2024, the Group has long-term, fixed rate notes on issue to investors in the US Private Placement market. The notes are denominated in US dollars and are issued in three tranches, as follows:

	Face value USD$'000	Carrying value $'000	Interest rate	Maturity date
Series A – 7 year	100,000	149,174	5.88%	2 July 2030
Series B – 8 year	100,000	149,159	5.92%	2 July 2031
Series C – 9 year	100,000	149,147	5.96%	2 July 2032
Total	**300,000**	**447,480**		

Interest is payable semi-annually to noteholders.

(c) Bank guarantee facility

Guarantees in respect of bank facilities drawn down but not included in the accounts of the Group are $4.0 million (2023: $4.0 million).

8. Cash and cash equivalents

Accounting Policy

For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value and bank overdrafts.

Bank overdrafts are shown within borrowings in current liabilities on the consolidated statement of financial position.

	2024 $'000	2023 $'000
Cash at bank	201,538	161,013
Short-term deposits and other liquid investments*	106,771	37,696
Total cash and cash equivalents	**308,309**	**198,709**

* Other liquid investments comprise cash allocated to investment funds, where the funds are readily available for withdrawal upon request.

9. Financial assets and liabilities and fair value measurement

Accounting Policy

Derivatives

Classification of derivatives

The Group designates derivatives as hedging instruments in respect of foreign currency risk and interest rate risk in fair value hedges, cash flow hedges, or hedges of net investments in foreign operations as appropriate. Hedges of foreign exchange risk on firm commitments are accounted for as cash flow hedges.

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss. The hedges are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period.

The Group accounting policy for put option liabilities is included in Note 12.

Cash flow hedges

Cash flow hedges are accounted for as follows: the fair value gain or loss associated with the effective portion of the derivative is recognised initially in other comprehensive income (cash flow hedge reserve – CFHR) and then recycled to the income statement in the same period that the hedged item affects the income statement. Any ineffective portion of the gain or loss on the hedging instrument is recognised in the income statement immediately.

Hedges of net investments in foreign operations

The Company uses net investment hedges to mitigate the foreign exchange risk arising from the Group's net investments in foreign operations. Net investment hedges are accounted for similar to cash flow hedges, in that the effective portion of the gain or loss on the hedging instrument shall be recognised in other comprehensive income (in the foreign currency translation reserve – FCTR) while the ineffective portion shall be recognised in profit or loss. The cumulative gain or loss on the hedging instrument that has been accumulated in the FCTR shall be reclassified from equity to profit or loss as a reclassification adjustment on the disposal or partial disposal of the foreign operation.

Hedge effectiveness

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument.

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, less the loss allowance. Due to the short-term nature of the receivables, the carrying amount is assumed to approximate their fair value. The balance of trade and other receivables are disclosed in Note 14.

Financial assets at fair value through other comprehensive income

Refer Note 19(c) for the accounting policy on financial assets at fair value through other comprehensive income.

Financial assets and liabilities that are carried at fair value are measured by the following fair value measurement hierarchy:

Level 1: the fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period;

Level 2: the fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates.
If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2; and

Level 3: if one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

9. Financial assets and liabilities and fair value measurement continued

Financial asset/liability	Level	2024 $'000	2023 $'000
Financial assets and liabilities measured at fair value through equity			
Unquoted financial assets (i)	3	22,716	25,354
Other financial liabilities - non-current (ii)		(53,283)	(8,991)
Financial liabilities measured at fair value through profit or loss			
Other financial liabilities – current (iii)	3	(6,800)	(1,136)

(i) Investments in unquoted financial assets are measured at fair value through other comprehensive income and includes PromisePay Pte Ltd, mx51 Group Pty Ltd, Adfixus Pty Ltd and other equity investments (mainly investments in unlisted US based venture capital fund assets). The fair value of the investments in PromisePay Pte Ltd, mx51 Group Pty Ltd and Adfixus Pty Ltd have been calculated either with reference to the latest capital raise/contribution or based on an independent valuation performed during the year. The fair value of US based venture capital fund assets is based on capital contributions and adjusted for independent valuation performed by the fund managers on a quarterly basis.

(ii) Other financial liabilities measured at fair value through equity consist of put options to acquire the non-controlling interest in subsidiaries, mainly Autofact Chile SpA. Refer to Note 20(c) for further details regarding the acquisition. The put option liability for Autofact Chile SpA is valued at Balance Sheet date based on financial performance for the 12 months ended December 2026, being the date when the put option becomes exerciseable. See Note 12 for further details on the Group's accounting policy.

(iii) Other financial liabilities measured at fair value through profit or loss are mainly contingent consideration liabilities which are based on the future earnings of an acquired subsidiary for a defined period and were valued at period end based on the forecast of earnings for the acquired subsidiary.

(a) Derivative assets and liabilities

During FY24, the Group held hedging instruments used to hedge the exposure to variability in cash flows attributable to highly probable forecast transactions. Specifically, the Group held forward foreign exchange contracts which matured and were closed out prior to 30 June 2024. These were entered to protect against foreign exchange fluctuations relating to an intercompany payment which was denominated in USD.

The Group also has a net investment hedge (NIH) in place using debt instruments, to protect against the variability in cash flows from its investment in Trader Interactive, which has a USD functional currency. Refer to Note 10 (a).

The following tables detail information regarding forward foreign exchange (FX) contracts and the cross-currency interest rate swaps designated in cash flow hedge or net investment hedge relationships at the end of the reporting period and their related hedged items. All derivative assets and liabilities were closed out as at 30 June 2024.

Movement in cash flow hedge reserve	CCIRS $'000	Forward Exchange Contracts $'000	Total Cashflow Hedge Reserve $'000
Balance at 1 July 2023	–	–	–
Less: Change in fair value of hedging instrument recognised in OCI	–	(173)	(173)
Add: Deferred tax/current tax liability	–	52	52
Balance at 30 June 2024	**–**	**(121)**	**(121)**

Movement in cash flow hedge reserve	CCIRS $'000	Forward Exchange Contracts $'000	Total Cashflow Hedge Reserve $'000
Balance at 1 July 2022	(5,688)	3,868	(1,820)
Add: Change in fair value of hedging instrument recognised in OCI	–	84,658	84,658
Less: Reclassified to purchase consideration for acquisitions	–	(60,113)	(60,113)
Less: Reclassified from OCI to profit or loss	5,688	(3,016)	2,672
Less: Deferred tax/current tax liability	–	(25,397)	(25,397)
Balance at 30 June 2023	**–**	**–**	**–**

10. Financial risk management

The Group's activities expose it to a variety of financial risks: foreign exchange risk, price risk, credit risk, interest rate risk and liquidity risk. The Group's overall risk management program focusses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed.

Risk management is the responsibility of the Executive General Manager of Tax, Treasury, Risk and Systems and the Chief Financial Officer (CFO) and follows approved policies of the Board of Directors. They identify, evaluate and hedge financial risks in close cooperation with the Group's operating leaders.

(a) Market risk

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Brazilian Real (BRL), the South Korean Won (KRW), the US Dollar (USD) and the Chilean Peso (CLP). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant group entity.

Risk management policy

Hedging contracts are sometimes used to manage foreign currency exchange risk. The Company has a treasury strategy and a treasury policy and will actively hedge any major known commitments using forward exchange contracts. Trading and dividend cash flows between associates, subsidiaries and the Group are hedged where cash flows are significant and the amount and future payment date are certain.

Material arrangements in place at reporting date

CAR Group Ltd has an investment in Trader Interactive, which has a USD functional currency. As a result of the difference in functional currencies, the Group is exposed to foreign exchange risk upon translation of cash flows from USD to AUD. To protect against this risk, the Group has taken out USD denominated debt via the issuance of $US300.0 million in US private placement notes (refer to Note 7 (b)).

This has been designated as a NIH for accounting purposes. The hedge has been assessed as effective given there is a clear economic relationship as both the hedging instrument (USD debt) and hedged item (investment in Trader Interactive) are referenced to the same foreign exchange rate (AUD/USD), credit risk is not expected to dominate the value changes that result from the economic relationship and the hedge ratio is 1:1. The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income (in the foreign currency translation reserve – FCTR) while any ineffective portion is recognised in profit or loss. Ineffectiveness may arise due to differences in the fair value of the hedged item and the hedging instrument.

The Group also entered into and closed out forward foreign exchange contracts (FECs) to sell USD for AUD during the period. The FECs had a notional value of $US150.0 million and were held from 4 July 2023 until they matured and were settled on 6 October 2023. The FECs were also designated as a NIH for accounting purposes.

For details of movements in NIH taken to FCTR, please refer to Note 12. There was no hedge ineffectiveness for the NIH recognised in the profit or loss for the year ended 30 June 2024.

No other material hedging arrangements are in place at reporting date.

10. Financial risk management continued

(a) Market risk continued

(i) Foreign exchange risk continued

Material exposures and sensitivity

The analysis below reflects management's view of possible movements in relevant foreign currencies against the Australian dollar. The table summarises the range of possible outcomes that would affect the Group's net profit and equity as a result of foreign currency movements (excluding derivatives):

		2024 $'000 -5%	2023 $'000 -5%	2024 $'000 +5%	2023 $'000 +5%
Impact on profit:					
AUD to KRW	(+5% to -5%)	879	1,230	(879)	(1,230)
AUD to BRL	(+5% to -5%)	1,290	498	(1,290)	(498)
AUD to CLP	(+5% to -5%)	74	65	(74)	(65)
AUD to USD	(+5% to -5%)	2,551	1,752	(2,551)	(1,752)
Net Movement		**4,873**	**3,405**	**(4,873)**	**(3,405)**
Impact on equity:					
AUD to KRW	(+5% to -5%)	21,146	22,889	(21,146)	(22,889)
AUD to BRL	(+5% to -5%)	16,155	7,134	(16,155)	(7,134)
AUD to CLP	(+5% to -5%)	(332)	285	332	(285)
AUD to USD	(+5% to -5%)	62,773	42,957	(62,773)	(42,957)
Net Movement		**98,161**	**71,969**	**(98,161)**	**(71,969)**

Hedge Sensitivity

There are no active cash flow or fair value hedges at 30 June 2024.

(ii) Price risk

The Group is not exposed to significant equity securities price risk.

(b) Credit risk

Credit risk of the Group arises predominantly from outstanding receivables from customers and from its financing activities, including deposits held with financial institutions.

Risk management policy

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures, which may include an assessment of their financial position, past experience and industry reputation, depending on the amount of credit to be granted.

Receivables balances are monitored on an ongoing basis. The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 24 months before reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted by CAR Group Ltd.

Material arrangements in place at the reporting date

The net trade receivables balance at 30 June 2024 was $129.3 million (2023: $105.3 million). See below for the aging profile of net trade receivables.

		2024 $'000			2023 $'000		
	Note	Gross Receivables*	Expected loss rate	Loss allowance**	Gross Receivables*	Expected loss rate	Loss allowance**
Current		125,243	0–0.5%	2,435	84,259	0–0.5%	594
More than 30 days past due		4,156	1%	164	9,762	1%	586
More than 60 days past due		1,812	2.5–5%	200	5,889	2.5–5%	676
More than 90 days past due		815	7.5–10%	201	3,123	7.5–10%	600
More than 120 days past due		902	50–80%	729	3,896	50–80%	1,164
More than 180 days past due		1,133	60–100%	1,070	4,718	60–100%	2,748
Total	14	**134,061**		**4,799**	**111,647**		**6,368**

* Gross receivables include unapplied credits.

** Loss allowance is calculated on gross receivables balance excluding unapplied credits.

10. Financial risk management continued

(b) Credit risk continued

Material arrangements in place at the reporting date continued

The loss allowance for trade receivables as at 30 June reconciles to the opening loss allowance as follows:

	2024 $'000	2023 $'000
Opening loss allowance as at 1 July	6,368	1,245
Increase in loss allowance recognised in profit or loss during the year	1,423	1,219
Allowance recognised on receivables acquired through business combinations	7	4,017
Receivables written off during the year as uncollectible	(2,999)	(113)
Closing loss allowance at 30 June	4,799	6,368

Trade receivables are written-off when there is no reasonable expectation of debt recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period greater than 180 days past due. Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written-off are credited against the same line.

Material exposures and sensitivity

The Group's maximum exposures to credit risk at balance date in relation to each class of recognised financial assets is the carrying amount of those assets.

(c) Interest rate risk

The consolidated entity's exposure to the cash flow risk of changes in market interest rates relates primarily to cash at bank and long-term borrowings. Cash and cash equivalents draw interest at variable interest rates.

Risk management policy

CAR Group Ltd has a Board-approved treasury policy and treasury strategy for the management of interest rate risk. The Board keeps the decision to actively hedge interest rate risk under regular review. Any derivative contracts will be entered into solely for interest rate risk and currency risk management and no speculative hedging is permitted under the policy.

Material arrangements in place at the reporting date

The Group has $820.0 million (2023: $718.4 million) variable rate borrowings at a weighted average interest rate of 6.05% (2023: 6.58%). The borrowings through the syndicated loan facility are contractually repriced every three months and to that extent are also exposed to the risk of future changes in market interest rates. The Group is also exposed to interest rate risk through its $11.5 million in BRL denominated bank loans which bear interest at a floating rate of CDI (interbank deposit certificate rate) plus a margin.

Material exposures and sensitivity

The following table summarises the sensitivity of the Group's financial assets and financial liabilities to interest rate risk.

			Interest rate risk			
			-100 bps		+100 bps	
	Note	Carrying amount $'000	Profit $'000	Other equity $'000	Profit $'000	Other equity $'000
At 30 June 2024						
Financial assets						
Cash and cash equivalents	8	308,309	(2,440)	(2,440)	2,440	2,440
Financial liabilities						
Variable rate borrowings		(820,039)	11,966	11,966	(11,966)	(11,966)
Total increase/(decrease)			**9,526**	**9,526**	**(9,526)**	**(9,526)**
At 30 June 2023						
Financial assets	8					
Cash and cash equivalents		198,709	(2,960)	(2,960)	2,960	2,960
Financial liabilities						
Variable rate borrowings		(718,364)	9,866	9,866	(9,866)	(9,866)
Total increase/(decrease)			**6,906**	**6,906**	**(6,906)**	**(6,906)**

(d) Liquidity risk

Prudent liquidity risk management entails maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

Risk management policy

The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Group maintains borrowing facilities to enable the Group to borrow funds when necessary.

Material arrangements in place at reporting date

	Note	2024 $'000	2023 $'000
Borrowings	7	1,297,881	1,172,097
Less: cash and cash equivalents	8	(308,309)	(198,709)
Less: term deposits	14	(1,276)	(856)
Net debt		**988,296**	**972,532**

10. Financial risk management continued

(d) Liquidity risk continued

Material exposures – Contractual maturities of financial liabilities

The following table sets out the Group's exposure to liquidity risk. The amounts disclosed in the table are the contractual undiscounted cash flows and include expected future interest payments.

At 30 June 2024	0–12 Months $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 Years $'000	Total contractual cash flows $'000	Carrying amount liabilities $'000
Non-derivatives						
Non-interest bearing payables	140,849	2,571	–	–	143,420	143,420
Variable rate borrowings	7,162	731,776	148,413	–	887,351	820,039
Fixed rate borrowings	32,517	1,279	-	473,971	507,767	477,842
Lease liabilities	11,418	7,960	6,148	22,246	47,772	40,326
Other financial liabilities	6,800	738	63,323	–	70,861	60,083
Total non-derivatives	**198,746**	**744,324**	**217,884**	**496,217**	**1,657,171**	**1,541,710**

At 30 June 2023	0–12 Months $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 Years $'000	Total contractual cash flows $'000	Carrying amount liabilities $'000
Non-derivatives						
Non-interest bearing payables	91,313	109	–	–	91,422	91,422
Variable rate borrowings	26,800	8,887	729,693	–	765,380	718,364
Fixed rate borrowings	382	607	–	479,567	480,556	453,733
Lease liabilities	14,396	17,403	18,465	31,643	81,907	71,009
Other financial liabilities	1,136	5,982	4,686	–	11,804	10,127
Total non-derivatives	**134,027**	**32,988**	**752,844**	**511,210**	**1,431,069**	**1,344,655**

Net fair value of financial assets and liabilities

The net fair value of cash and cash equivalents, non-interest bearing monetary financial assets and non-interest bearing financial liabilities of the consolidated entity approximates to their carrying amounts. There are no off-balance sheet financial instruments in place.

EQUITY

This section provides information about the capital management practices of the business.

11. Contributed equity

Accounting Policy

Ordinary shares are classified as equity.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of, and amounts paid on, the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll, each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Incremental costs directly attributable to the issue of new shares, options or performance rights are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options or performance rights for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

Movement in ordinary shares during the period	Number of shares	$'000
Balance at 1 July 2023	376,733,547	2,451,802
Exercise of options and performance rights under the CAR Group Ltd Employee Option Plan and Share Plan	243,744	682
Dividend Reinvestment Plan	184,836	6,062
Less: transaction costs arising on share issues	–	(27)
Deferred tax recognised directly in equity	–	5,157
Balance at 30 June 2024	**377,162,127**	**2,463,676**
Balance at 1 July 2022	282,845,469	769,959
Exercise of options and performance rights under the CAR Group Ltd Employee Option Plan and Share Plan	275,202	1,295
Dividend Reinvestment Plan	522,457	10,992
Capital raised	93,090,419	1,715,485
Less: transaction costs arising on share issues	–	(45,423)
Deferred tax recognised directly in equity	–	(506)
Balance at 30 June 2023	**376,733,547**	**2,451,802**

Information relating to the CAR Group Ltd Employee Option Plan, including details of options and performance rights issued, exercised and lapsed during the financial year and options and performance rights outstanding at the end of the financial year, is set out in Note 26.

12. Reserves

Nature and purpose of reserves

The **share-based payments reserve** is used to recognise the movement in the fair value of options and performance rights issued and vested.
Exchange differences arising on translation of the foreign operations are taken to the **foreign currency translation reserve**, as described in Note 27. The reserve is recognised in profit or loss when the net investment is disposed of.

The Group holds put options over some of its non-controlling interests. The amount that may become payable under the option on exercise is initially recognised at the present value of the redemption amount within other financial liabilities with a corresponding charge directly to equity in the **NCI acquisition reserve**. The liability is subsequently accreted, through equity, up to the redemption amount that is payable at the date at which the option first becomes exercisable.

The Group also had a **cash flow hedge reserve.** Refer to Note 9 and 10 for more details on current hedging arrangements.

	Share based payment $'000	Foreign currency trans-lation $'000	Post employ-ment benefits $'000	Financial Asset FVOCI $'000	NCI acquisi-tion $'000	Cash flow hedge $'000	Other reserves $'000	Total reserves $'000
Balance at 1 July 2023	44,031	(73,858)	(805)	(1,329)	(46,548)	–	(5,021)	(83,530)
Items that may be reclassified to profit or loss								
Exchange differences on translation of foreign operations	–	(134,645)	–	–	–	–	–	(134,645)
Remeasurement of post-employment benefit obligations	–	–	(321)	–	–	–	–	(321)
Movement in net investment hedge (net of tax)	–	(4,878)	–	–	–	–	–	(4,878)
Movement in cash flow hedges (net of tax)	–	–	–	–	–	(121)	–	(121)
Items that will not be reclassified to profit or loss								
Changes in financial assets at fair value (net of tax) through other comprehensive income	–	–	–	(2,613)	–	–	–	(2,613)
Total comprehensive income for the year	**–**	**(139,523)**	**(321)**	**(2,613)**	**–**	**(121)**	**–**	**(142,578)**
Transactions with owners in their capacity as owners:								
Increase in share-based payment reserve inclusive of tax	8,291	–	–	–	–	–	–	8,291
Movement in capital reserve	–	–	–	–	–	–	6,360	6,360
Transactions with non-controlling interests	–	–	–	–	(59,466)	–	–	(59,466)
Balance at 30 June 2024	**52,322**	**(213,381)**	**(1,126)**	**(3,942)**	**(106,014)**	**(121)**	**1,339**	**(270,923)**

	Share based payment $'000	Foreign currency trans-lation $'000	Post employ-ment benefits $'000	Financial Asset FVOCI $'000	NCI acquisi-tion $'000	Cash flow hedge $'000	Other reserves $'000	Total reserves $'000
Balance at 1 July 2022	39,157	5,060	(1,044)	2,732	(40,929)	(1,820)	(5,021)	(1,865)
Items that may be reclassified to profit or loss								
Exchange differences on translation of foreign operations	–	14,625	–	–	–	–	–	14,625
Reclassification of exchange differences on step acquisition of associates	–	(83,110)	–	–	–	–	–	(83,110)
Remeasurement of post-employment benefit obligations	–	–	239	–	–	–	–	239
Movement in net investment hedge (net of tax)	–	(10,433)	–	–	–	–	–	(10,433)
Movement in cash flow hedges (net of tax)	–	–	–	–	–	1,820	–	1,820
Items that will not be reclassified to profit or loss								
Changes in financial assets at fair value (net of tax) through other comprehensive income	–	-	–	(6,257)	–	–	–	(6,257)
Total comprehensive income for the year	**–**	**(78,918)**	**239**	**(6,257)**	**–**	**1,820**	**-**	**(83,116)**
Transfer of loss on disposal of equity investment at fair value through other comprehensive income to retained earnings	–	–	–	2,196	–	–	–	2,196
Transactions with owners in their capacity as owners:								
Increase in share-based payment reserve inclusive of tax	4,874	–	–	–	–	–	–	4,874
Transactions with non-controlling interests	–	–	–	–	(5,619)	–	–	(5,619)
Balance at 30 June 2023	**44,031**	**(73,858)**	**(805)**	**(1,329)**	**(46,548)**	**–**	**(5,021)**	**(83,530)**

13. Dividends

Accounting Policy

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at balance date.

	2024 $'000	2023 $'000
The dividends were proposed/paid as follows:		
Interim dividend paid for the half-year ended 31 December – 50% franked (prior period: fully franked) at the tax rate of 30%	130,076	100,132
Final dividend proposed/paid for the year ended 30 June – 50% franked at the tax rate of 30%	145,067	122,503
	275,143	**222,635**
Dividends paid in cash or satisfied by the issue of shares under the dividend reinvestment plan		
Paid in cash	126,515	93,899
Satisfied by issue of shares	3,561	6,233
Proposed but not yet paid or issued	145,067	122,503
	275,143	**222,635**

	Cents per share	Cents per share
Interim dividend paid for the half-year 31 December	34.5	28.5
Final dividend proposed/paid for the year ended 30 June	38.5	32.5

The Group has $26.3 million of franking credits as at 30 June 2024 (2023: $20.6 million).

The impact on the franking account of the dividend recommended by the Directors since year end, but not recognised as a liability at year end is $31.1 million.

Dividend Reinvestment Plan (DRP)

The CAR Group DRP will be maintained for the 2024 final dividend, offering shareholders the opportunity to acquire further ordinary shares in CAR Group Ltd. The DRP will not be offered at a discount and the price will be calculated using the daily volume weighted average sale price of CAR Group Ltd shares sold in the ordinary course of trading on the ASX during the five days after, but not including, the Record Date 16 September 2024. The last date for shareholders to nominate their participation in the DRP is 5:00pm (AEST) on 17 September 2024. Shares issued under the DRP will rank equally with CAR Group Ltd existing fully paid ordinary shares. Shareholders eligible to participate in the DRP are currently limited to those whose registered address on the CAR Group Ltd share registry is in Australia or New Zealand.

Eligible shareholders who wish to participate in the DRP can make their elections online at www.computershare.com.au/easyupdate/CAR or complete the DRP form, which will be sent to shareholders for completion and submission to Computershare Investor Services Pty Ltd (CAR Group share registry). Further information can be obtained from Computershare on 1300 850 505.

OTHER ASSETS AND LIABILITIES

This section provides information on other balance sheet assets and liabilities that do not materially affect performance or give rise to material financial risk.

14. Trade and other receivables

Accounting Policy

(a) Classification of trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 to 45 days following the provision of advertising, data services and sale of goods and therefore are all classified as current.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less the loss allowance. Details about the Group's impairment policies and the calculation of the loss allowance are provided in Note 10.

(b) Accrued income

Services provided in the current reporting period are recognised on an accrual basis. Settlement is generally within 30 days.

(c) Other receivables

These amounts generally arise from transactions outside the usual operating activities of the Group. Interest is not charged and collateral is not normally obtained.

The other classes within trade and other receivables do not contain impaired assets and are not past due. Based on the credit history of these other classes, it is expected that these amounts will be received when due.

Other non-current receivables include deposits paid in relation to long-term property leases by ENCARSALES.COM Ltd.

(d) Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value. Information about the impairment of trade receivables and the Group's exposure to credit risk, foreign currency risk and interest rate risk can be found in Note 10.

14. Trade and other receivables continued

	2024 $'000	2023 $'000
Current assets		
Trade receivables	134,061	111,647
Loss allowance (see Note 10)	(4,799)	(6,368)
Trade receivables	**129,262**	**105,279**
Accrued income	3,058	877
Other receivables	10,456	10,338
Term deposits*	1,276	856
Prepayments	21,060	16,640
Trade and other receivables	**165,112**	**133,990**
Lease deposits	17,449	14,541
Other	2,167	6,739
Non-current assets – Other receivables	**19,616**	**21,280**

* Term deposits are short term in nature with the average period being 12 months.

15. Property, plant and equipment

Accounting Policy

Property, plant and equipment is stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to the profit or loss during the financial period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the consolidated statement of comprehensive income.

Depreciation on assets is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

- Motor vehicles 3–5 years
- Plant and equipment 3–10 years
- Leasehold improvements 3–10 years or lease period if shorter

	Plant and equipment $'000	Motor vehicles $'000	Leasehold improve-ments $'000	Total $'000
Year ended 30 June 2024				
Opening net book amount	7,115	2,030	12,168	21,313
Additions	3,164	886	7,481	11,531
Acquired through business combination	111	–	–	111
Disposals	(562)	(481)	(48)	(1,091)
Depreciation charge	(3,247)	(673)	(4,760)	(8,680)
Exchange differences	(290)	(66)	(373)	(729)
Closing net book amount	**6,291**	**1,696**	**14,468**	**22,455**
At 30 June 2024				
Cost	25,880	2,665	41,846	70,391
Accumulated depreciation	(19,589)	(969)	(27,378)	(47,936)
Net book amount	**6,291**	**1,696**	**14,468**	**22,455**
Year ended 30 June 2023				
Opening net book amount	3,409	745	10,500	14,654
Additions	2,710	1,408	4,822	8,940
Acquired through business combination	3,137	322	806	4,265
Disposals	(66)	(51)	–	(117)
Depreciation charge	(2,092)	(398)	(4,041)	(6,531)
Exchange differences	17	4	81	102
Closing net book amount	**7,115**	**2,030**	**12,168**	**21,313**
At 30 June 2023				
Cost	25,084	3,443	35,820	64,347
Accumulated depreciation	(17,969)	(1,413)	(23,652)	(43,034)
Net book amount	**7,115**	**2,030**	**12,168**	**21,313**

16. Leases

Accounting Policy

The Group leases properties (commercial office premises and retail properties), motor vehicles and equipment. The Group's leases are typically for fixed periods between two to fifteen years and may include extension options. Lease terms are negotiated on an individual lease basis and may contain a wide range of different terms and conditions. None of the Group's lease agreements impose any covenants, however leased assets may not be used as security for borrowing purposes.

Payments made under operating leases, less any incentives received from the lessor, were previously charged to profit or loss on a straight-line basis over the period of the lease pursuant to the requirements of AASB 117. In applying AASB 16, a right-of-use asset representing the right to use the underlying asset and a corresponding lease liability representing the obligation to make lease payments are recognised at the date at which the leased asset is available for use by the Group.

Right-of-use assets are measured at cost comprising the following:

- the initial measurement of the lease liability;
- any lease payments made in advance of the lease commencement date less any incentives received;
- any initial direct costs; and
- an estimate of any costs to dismantle and remove the asset at the end of the lease.

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use assets for impairment when such indicators exist.

At the lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease where that rate is readily available or using the Group's incremental borrowing rate at the time the lease was entered into.

Lease payments included in the measurement of the lease liability consist:

- fixed payments less any incentives receivable;
- variable payments based on an index or rate;
- amounts expected to be payable under a residual value guarantee; and
- payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability is reduced for payments made and increased for interest incurred. The liability is remeasured to reflect any reassessment or modification, or if there are changes to in-substance fixed payments. When the lease liability is remeasured, a corresponding adjustment is made to the value of the right-of-use asset.

The Group recognises the lease payments associated with short-term and low-value leases as an expense on a straight-line basis over the lease term.

Deferred tax accounting

Lease payments are generally deductible whilst interest and depreciation expenses on these leases remain non-deductible. As a result, a net deferred tax asset has been recognised in relation to the temporary differences arising from the right-of-use assets and lease liabilities.

Depreciation on assets is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

- Properties — Expected lease period
- Motor vehicles — Contractual lease period
- Leased plant and equipment — Contractual lease period

Key Assumptions/Accounting Estimates

Extension and termination options are included in a number of the Group's property leases. The extension and termination options are exercisable only by the Group and not by the respective lessor. In determining the lease term, which forms part of the initial measurement of the right-of-use asset and lease liability, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The following factors are normally the most relevant when assessing the extension options on the property lease:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including historical lease duration and the costs and business disruption required to replace the leased properties.

Most extension options in properties have been included in the lease liability because the Group could not replace the assets without significant cost or business disruption.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or change in circumstances occurs, which affects this assessment and that is within the control of the lessee Group.

(a) Right-of-use assets

	Note	Right-of-use Properties $'000	Right-of-use Motor vehicle and Equipment $'000	Total $'000
Year ended 30 June 2024				
Opening net book amount		57,552	1,568	59,120
Additions and acquired through business combination		5,519	816	6,335
Terminations		(163)	–	(163)
Remeasurement or lease modification	16(c)	(15,873)	–	(15,873)
Depreciation charge		(11,741)	(807)	(12,548)
Exchange differences		(761)	–	(761)
Closing net book amount		**34,533**	**1,577**	**36,110**
At 30 June 2024				
Cost		93,328	2,942	96,270
Accumulated depreciation		(58,795)	(1,365)	(60,160)
Net book amount		**34,533**	**1,577**	**36,110**

16. Leases continued

(a) Right-of-use assets continued

	Note	Right-of-use Properties $'000	Right-of-use Motor vehicle and Equipment $'000	Total $'000
Year ended 30 June 2023				
Opening net book amount		56,091	384	56,475
Additions and acquired through business combination		10,548	1,611	12,159
Terminations		(340)	–	(340)
Remeasurement or lease modification		2,250	–	2,250
Depreciation charge		(10,521)	(357)	(10,878)
Exchange differences		(476)	(70)	(546)
Closing net book amount		**57,552**	**1,568**	**59,120**
At 30 June 2023				
Cost		107,517	4,582	112,099
Accumulated depreciation		(49,965)	(3,014)	(52,979)
Net book amount		**57,552**	**1,568**	**59,120**

(b) Lease liabilities

	Note	2024 $'000	2023 $'000
Year ended 30 June			
Opening lease liabilities		71,009	64,431
Additions and assumed through business combination		4,077	15,822
Terminations		(182)	(316)
Remeasurement or lease modification	16(c)	(21,268)	1,989
Lease payments		(15,161)	(12,196)
Interest charge		2,515	2,059
Exchange differences		(664)	(780)
Closing lease liabilities		**40,326**	**71,009**
At 30 June			
Current lease liabilities		10,589	11,203
Non-current lease liabilities		29,737	59,806
Total lease liabilities		**40,326**	**71,009**

(c) Lease modifications

In September 2023, the Group modified the lease agreement for the head office building in Melbourne, which will take effect from September 2024. As a result, the Group recognised a gain on lease modification of $3.5 million in the Statement of Comprehensive Income for the year and Right-of-use Assets and total Lease Liabilities reduced by $20.3 million and $23.8 million respectively. This gain was partially offset by a loss of $0.4 million on lease modification recognised for a sub-lease arrangement that was terminated early in North America.

17. Intangible assets

Accounting Policy

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised. Instead, goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash generating units for the purpose of impairment testing.

Computer software

Software includes capitalised development costs being an internally generated intangible asset.

Capitalised development costs are recorded as an intangible asset and amortised from the point at which the asset is ready for use on a straight-line basis over four to five years. Internally capitalised labour costs are treated as an investing cash outflow in the consolidated statement of cash flows.

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved services) are recognised as intangible assets when it is probable that the project will, after considering its commercial and technical feasibility, be completed and generate future economic benefits and its costs can be measured reliably. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, direct labour and an appropriate proportion of overheads. Capitalised development costs are reviewed on a regular basis, with an impairment recognised for obsolete or impaired software. Other development expenditures that do not meet these criteria are recognised as an expense as incurred.

Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Brands, trademarks and customer relationships

Acquired brands and trademarks represent the value of brands in acquired subsidiaries and businesses that are separately fair valued at the date of acquisition from the remaining goodwill. Acquired brands are amortised over a period of between 10 and 15 years.

Acquired customer relationships have a finite useful life and are carried at fair value at acquisition date less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the asset over its estimated useful life, which is between 7–20 years.

The following intangible assets have finite lives and are subject to amortisation on a straight-line basis. The useful lives for these assets are as follows:

- Computer software 4–5 years
- Brands and trademarks 10–15 years
- Customer relationships 7–20 years
- Other (domain names and database) 5–10 years

Notes to the Consolidated Financial Statements

17. Intangible assets continued

	Goodwill $'000	Computer Software $'000	Brands, trademarks and customer relationships $'000	Other intangible assets $'000	Total $'000
Year ended 30 June 2024					
Opening net book amount	3,128,600	120,921	925,592	444	4,175,557
Additions	–	90,141	–	123	90,264
Acquired through business combination****	37,604	551	–	–	38,155
Transfer/measurement period adjustments	–	–	–	–	–
Disposals	–	(402)	(3,077)	-	(3,479)
Amortisation charge	–	(56,299)	(77,239)	(41)	(133,579)
Impairment charge	–	–	–	–	–
Exchange differences	(109,170)	5,295	(31,250)	(104)	(135,229)
Closing net book amount	**3,057,034**	**160,207**	**814,026**	**422**	**4,031,689**
At 30 June 2024					
Cost	3,076,795	357,576	995,106	1,804	4,431,281
Accumulated amortisation and impairment	(19,761)	(197,369)	(181,080)	(1,382)	(399,592)
Net book amount	**3,057,034**	**160,207**	**814,026**	**422**	**4,031,689**

	Goodwill** $'000	Computer Software*** $'000	Brands, trademarks and customer relationships $'000	Other intangible assets $'000	Total $'000
Year ended 30 June 2023					
Opening net book amount	483,934	66,750	52,468	168	603,320
Additions	–	64,074	13,765	225	78,064
Acquired through business combination	2,716,044	29,820	938,291	51	3,684,206
Transfer/measurement period adjustments*	(5,428)	–	–	–	(5,428)
Disposals	–	–	–	–	–
Amortisation charge	–	(33,926)	(55,683)	–	(89,609)
Impairment charge	(19,240)	(7,033)	(1,172)	–	(27,445)
Exchange differences	(46,710)	1,236	(22,077)	–	(67,551)
Closing net book amount	**3,128,600**	**120,921**	**925,592**	**444**	**4,175,557**
At 30 June 2023					
Cost	3,148,361	282,778	1,027,008	1,858	4,460,005
Accumulated amortisation and impairment	(19,761)	(161,857)	(101,416)	(1,414)	(284,448)
Net book amount	**3,128,600**	**120,921**	**925,592**	**444**	**4,175,557**

* Refer to Note 20 for details of measurement period adjustments pertaining to the Trader Interactive and webmotors acquisitions completed in the prior period.

** During the prior period, the Group recognised a non-cash impairment charge against the carrying value of the Tyres CGU.

*** During the prior period, a strategic decision was made to discontinue the operations of Placie, carsales' digital mobility platform. The assets associated with this platform largely consisted of software assets which were written down to nil and an impairment loss was recognised in the consolidated statement of comprehensive income.

**** During the period, $37.6 million of provisional goodwill was recognised on the acquisition of Autofact Chile SpA. Refer to Note 20(c) for further details.

(a) Impairment testing

Key Assumption/Accounting Estimates

Goodwill and intangible assets that have an indefinite useful life are allocated to a cash-generating unit ('CGU') or a group of CGUs and are tested annually for impairment. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, which includes the Group's interests in associates. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Both value in use and fair value less cost to sell valuation methods have been employed in determining the recoverable amounts of CGUs. Both methods are predicated on cash flow projections which necessitates the adoption of assumptions and estimates. The method adopted in estimating the fair value is considered to be level 3 in the fair value hierarchy (refer to Note 9 for explanation of the valuation hierarchy).

The key assumptions and estimates used in management's calculations primarily relate to:

(a) Five or 10-year cash flow forecasts sourced from internal budgets and long-term forecasts

(b) terminal value growth rates applied to the period beyond the five to 10-year cash flow forecasts; and

(c) post-tax discount rates, used to discount the cash flows to present value.

The cash flow projections have been:

(d) derived from management forecasts based on next year's board approved budgeted result, with the remaining years based on management forecasts; and

(e) compiled using a combination of past experience, current performance and market position as well as structural changes and economic factors which have been derived based on external data and internal analysis.

Each of these assumptions and estimates are based on a 'best estimate' at the time of performing the valuation. However, increases in discount rates or changes in other key assumptions, such as operating conditions or financial performance, may cause the recoverable amount of CGUs to fall below their carrying amounts, resulting in an impairment loss being recognised.

Cash generating units

Goodwill is allocated to the Group's cash generating units (CGUs) which are then tested annually to determine whether they have suffered any impairment. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (CGUs).

A segment and CGU-level summary of the goodwill allocation is presented below.

	2024 $'000	2023 $'000
Australia – Online Advertising Services Segment	**111,008**	**111,008**
Australia – Data, Research and Services Segment	**15,941**	**15,941**
Tyres CGU (Investments)	**–**	**–**
Redbook Inspect CGU (Investments)	**818**	**818**
North America	**2,084,145**	**2,093,385**
Brazil	451,799	529,814
LATAM	54,703	21,529
Latin America Segment	**506,502**	**551,343**
South Korea	338,220	355,705
RedBook International	400	400
Asia Segment	**338,620**	**356,105**
	3,057,034	**3,128,600**

17. Intangible assets continued

a) Impairment testing continued

Key assumptions

As well as management cash flow projections (including revenue growth and margin assumptions), other key assumptions for each significant CGU are detailed as follows:

CGU	Valuation method	Years of cash flow projection	Terminal growth rate 2024	Terminal growth rate 2023	Rate applied	Discount rate 2024	Discount rate 2023
Australia – Online Advertising Services	Value in use	5	2.9%	2.5%	Pre-tax	12.5%	11.0%
Australia – Data, Research and Services	Value in use	5	2.9%	2.5%	Pre-tax	11.0%	11.0%
Tyres CGU (Investments)	Value in use	5	n/a	2.3%	Pre-tax	n/a	9.8%
Brazil	Fair value less costs to sell	10	3.5%	n/a	Post-tax	12.9%	n/a
North America	Fair value less costs to sell	10	2.5%	2.5%	Post-tax	9.0%	9.0%
LATAM	Value in use	5	2.5%	2.9%	Pre-tax	13.1%	14.7%
South Korea	Value in use	5	2.2%	2.3%	Pre-tax	12.1%	11.8%

Impact of reasonable possible changes in key assumptions

The acquisition of an additional 40% interest in webmotors resulted in the consolidation and recognition of goodwill in April 2023. As the acquisition was completed just over 12 months before the Balance Sheet date, the Brazil CGU's headroom continues to be not significant. The Brazil CGU impairment model is sensitive to movements in the compound annual growth rate assumption across the 10-year cash flow projection period. A moderate reduction to the forecast compound annual revenue growth rate across the projection period would, with all other assumptions remaining unchanged, reduce the headroom to nil.

The acquisition of the remaining 51% interest in Trader Interactive was completed in September 2022. As this is only the second year of ownership, the North America CGU's headroom continues to be not significant. The North America CGU impairment model is sensitive to movements in the compound annual growth rate assumption across the 10-year cash flow projection period. A moderate reduction to the forecast compound annual revenue growth rate across the projection period would, with all other assumptions remaining unchanged, reduce the headroom to nil.

The Directors and management have considered and assessed reasonably possible changes for the key assumptions and have not identified any instances that could cause the carrying amount of the other CGUs to exceed their recoverable amount.

18. Payables and provisions

Accounting Policy

Trade and other payables

These amounts include liabilities for goods and services provided to the Group prior to the end of financial year that are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

The Group recognises a liability in accrued expenses and an expense for bonuses based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments as well as other metrics set out in the Remuneration Report. The Company recognises a liability where contractually obliged or where there is a past practice that has created a constructive obligation.

Employee benefits provisions

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months after the end of the period in which the employees render the related service. They are recognised in respect of employees' service up to the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liability for annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

The liability for long service leave and annual leave that is not expected to be settled within 12 months is measured as the present value of expected future payments to be made in respect of services provided by employees using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and period of service. Expected future payments are discounted using market yields at the end of the reporting period on high-quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

	2024 $'000	2023 $'000
Trade and other payables		
Trade payables	30,740	23,763
Accrued expenses	77,501	40,651
Other payables	32,608	26,899
Total trade and other payables	**140,849**	**91,313**
Provisions		
Employee benefits – current	16,078	12,764
Employee benefits – non-current	1,567	1,257
Other provisions – current	8,208	14,812
Other provisions – non-current	5,054	4,446
Total provisions	**30,907**	**33,279**

Contingent liabilities

The Group and the parent entity from time to time may incur obligations arising from litigation or other contracts entered into in the normal course of business. Neither the Group nor the parent entity have any material contingent liabilities where the probability of outflow in any settlement is greater than remote as at 30 June 2024 or 30 June 2023.

Other commitments

The Group has other contractual commitments of $2.5 million at 30 June 2024 (2023: $2.5 million).

GROUP STRUCTURE

This section explains aspects of the group structure, such as our portfolio of investments and acquisitions and how these have affected the financial position and performance of the Group.

19. Interests in other entities

(a) Material subsidiaries

(i) Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. The purchase method of accounting is used to account for the acquisition of subsidiaries by the Company. Subsidiaries disposed of are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

Non-controlling interests in the results and equity of subsidiaries are presented separately in the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

(ii) Employee Share Trust

The Group has formed a trust to administer the Group's employee share scheme. This trust is consolidated, as the substance of the relationship is that the trust is controlled by the Group.

The Group's principal subsidiaries at 30 June 2024 are set out on the next page. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the Group* 2024 %	Ownership interest held by the Group* 2023 %	Ownership interest held by non-controlling interests 2024 %	Ownership interest held by non-controlling interests 2023 %	Principal activities	Operating segment
carsales.com.au Pty Ltd	Australia	100.0	n/a***	–	n/a***	(1)	(i)
carsales Services Pty Ltd	Australia	100.0	n/a***	–	n/a***	(1)	(i)
Instant Offer Pty Ltd	Australia	100.0	n/a***	–	n/a***	(1)	(i)
Webpointclassifieds Pty Ltd	Australia	100.0	100.0	–	–	(1)	(i)
Equipment Research Group Pty Ltd	Australia	100.0	100.0	–	–	(2)	(ii)
Discount Vehicles Australia Pty Ltd	Australia	100.0	100.0	–	–	(1)	(i)
Automotive Data Services Pty Ltd	Australia	100.0	100.0	–	–	(2)	(ii)
Auto Information Limited	New Zealand	100.0	100.0	–	–	(2)	(vi)
RedBook Automotive Services (M) Sdn Bhd	Malaysia	100.0	100.0	–	–	(2)	(vi)
RedBook Automotive Data Services (Beijing) Limited	China	100.0	100.0	–	–	(2)	(vi)
Automotive Data Services (Thailand) Company Limited	Thailand	100.0	100.0	–	–	(2)	(vi)
tyresales Pty Ltd	Australia	100.0	100.0	–	–	(3)	(iii)
Auto Exchange Holdings Pty Ltd	Australia	100.0	100.0	–	–	(4)	(i)
Automotive Exchange Pty Ltd	Australia	100.0	100.0	–	–	(1)	(i)
carsales.com Investments Pty Ltd	Australia	100.0	100.0	–	–	(4)	(v)
carsales Holdings Pty Ltd	Australia	100.0	100.0	–	–	(4)	(vi)
carsales.com Ltd Employee Share Trust	Australia	100.0	100.0	–	–	(5)	n/a
carsales North America Holdings Pty Ltd (formerly "carsales Finance Pty Ltd")	Australia	100.0	100.0	–	–	(4)	(iv)
RedBook Inspect Pty Ltd	Australia	92.0	92.0	8.0	8.0	(6)	(iii)
Programmatic Holdings Pty Ltd	Australia	100.0	100.0	–	–	(1)	(i)
carsales Treasury Pty Ltd	Australia	100.0	100.0	–	–	(4)	n/a
carsales Latam Pty Ltd	Australia	100.0	100.0	–	–	(4)	(v)
carsales Mexico SAPI de CV	Mexico	100.0	100.0	–	–	(1)	(v)
Promotora de Servicio y Ventas Especializadas, S. de R.L. de C.V.	Mexico	100.0	100.0	–	–	(1)	(v)
carsales Chile SpA	Chile	100.0	100.0	–	–	(4)	(v)
Chileautos SpA	Chile	100.0	100.0	–	–	(1)	(v)
Autofact Chile SpA	Chile	50.1	0.0	49.9	–	(2)	(v)
carsales Foundation Pty Ltd	Australia	100.0	100.0	–	–	(7)	n/a
carsales Argentina Pty Ltd	Australia	100.0	100.0	–	–	(4)	(v)
Demotores Holdings LLC	United States of America	100.0	100.0	–	–	(4)	(v)
Demotores Chile SpA	Chile	100.0	100.0	–	–	(1)	(v)
Demotores S.A.	Argentina	100.0	100.0	–	–	(1)	(v)
Demotores Colombia S.A.S	Colombia	100.0	100.0	–	–	(1)	(v)
ENCARSALES.COM, Ltd	South Korea	99.2	99.2	0.8	0.8	(1)	(vi)
AS1 Holdings Pty Ltd	Australia	100.0	100.0	–	–	(4)	(i)

19. Interests in other entities continued

(a) Material subsidiaries continued

Name of entity	Place of business/ country of incorporation	Ownership interest held by the Group*		Ownership interest held by non-controlling interests		Principal activities	Operating segment
		2024 %	2023 %	2024 %	2023 %		
Appraisal Solutions Australia Pty Ltd	Australia	100.0	100.0	–	–	(2)	(ii)
carsales ESI Pty Ltd	Australia	100.0	100.0	–	–	(1)	(iii)
CS Motion Technologies Pty Ltd	Australia	100.0	100.0	–	–	(1)	(iii)
CS Motion Development Pty Ltd	Australia	100.0	100.0	–	–	(1)	(iii)
CS Motion Australia Pty Ltd	Australia	100.0	100.0	–	–	(1)	(iii)
Tyreconnect Pty Ltd	Australia	100.0	100.0	–	–	(3)	(iii)
Transport Ventures Pty Ltd	Australia	100.0	100.0	–	–	(4)	(iii)
carsales Tyre Holding Pty Ltd	Australia	100.0	100.0	–	–	(4)	(iii)
carsales Holding US, LLC (USA)	United States of America	100.0	100.0	–	–	(4)	(iv)
Trader Interactive, LLC	United States of America	100.0	100.0	–	–	(4)	(iv)
SSI Data, LLC	United States of America	100.0	100.0	–	–	(4)	(iv)
NatCo Trading Corporation	Canada	100.0	100.0	–	–	(4)	(iv)
Webmotors S.A.	Canada	70.0	70.0	30.0	30.0	(1)	(v)
LOOP Gestao de Patios S.A.	Brazil	51.0**	51.0**	49.0	49.0	(8)	(v)
Car10 Tecnologia e Informacao S.A.	Brazil	66.7**	66.7**	33.3	33.3	(8)	(v)

* The proportion of ownership interest is equal to the proportion of voting power held.

** The proportion of ownership interest is equal to the proportion of voting power held by webmotors (a subsidiary of the Group). The Group's indirect ownership in Car10 and LOOP is 46.7% and 35.7% respectively.

*** New entity which was set up during the period.

Principal activities

(1) Classified advertising
(2) Data and research
(3) Online retail
(4) Holding company
(5) Share trust company
(6) Vehicle inspection services
(7) Trustee company
(8) Digital automotive and payment technology products

Operating segment

(i) Australia – Online Advertising Services
(ii) Australia – Data, Research and Services
(iii) Investments
(iv) North America
(v) Latin America
(vi) Asia

(b) Non-controlling interests (NCI) for continuing operations

Set out below is summarised financial information for each subsidiary that has a material non-controlling interest. The amounts disclosed for each subsidiary include balances payable to and receivable from other Group subsidiaries.

	Webmotors S.A	
Summmarised balance sheet	2024 $'000	2023 $'000
Current assets	129,618	93,416
Non-current assets	622,992	699,176
Current liabilities	(69,829)	(54,204)
Non-current liabilities	(62,400)	(71,129)
Net assets	620,381	667,259
Accumulated NCI	**45,658**	**48,131**

	Webmotors S.A	
Summarised statement of comprehensive income*	2024 $'000	2023 $'000
Profit for the period	24,024	3,748
Other comprehensive income	(103,988)	25,740
Total comprehensive income	**(79,964)**	**29,488**
Profit for the period allocated to NCI	9,922	1,687
Total comprehensive income allocated to NCI	882	2,832
Dividends paid to NCI	(3,294)	–

	Webmotors S.A	
Summarised statement of cash flows*	2024 $'000	2023 $'000
Net increase/(decrease) in cash and cash equivalents	20,015	8,264

* The prior period summarised statement of comprehensive income and summarised statement of cash flows for webmotors is for the period from the date of acquisition of 28 April 2023 to 30 June 2023.

19. Interests in other entities continued

(b) Non-controlling interests (NCI) for continuing operations continued

	2024			2023		
Name of Entity	Accumu-lated NCI $'000	Profit for the year allocated to NCI $'000	Total com-prehensive income allocated to NCI $'000	Accumu-lated NCI $'000	Profit for the year allocated to NCI $'000	Total com-prehensive income allocated to NCI $'000
Webmotors S.A.	45,658	9,922	822	48,131	1,687	2,832
Other	6,002	1,142	1,133	6,968	1,013	1,013
Total	**51,660**	**11,064**	**1,955**	**55,099**	**2,700**	**3,845**

(c) Financial assets at fair value through other comprehensive income

Accounting Policy

Investments are designated as financial assets at fair value through other comprehensive income if they do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long-term. The Group has irrevocably elected to account for investments which are not held for trading at fair value through other comprehensive income. These are strategic investments and the Group considers this classification to be more relevant. Financial assets that are carried at fair value are measured by the fair value measurement hierarchy referred to in Note 9.

On disposal of these equity investments, any related balance with the fair value through other comprehensive income reserve is reclassified to retained earnings.

Key Assumption/Accounting Estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Refer to Note 9 for details of the valuation techniques used to value the investment.

	% of ownership		Carrying amount	
Name of entity	2024 %	2023 %	2024 $'000	2023 $'000
Unquoted financial assets				
PromisePay Pte Ltd (i)	18.4	18.4	1,071	4,255
mx51 Group Pty Ltd (i)	2.5	2.5	2,589	2,589
Adfixus Pty Ltd (i)	9.8	9.9	1,500	1,500
US based venture capital funds	n/a	n/a	16,384	17,010
Other equity investments	n/a	n/a	1,172	-
Total financial assets at fair value through other comprehensive income			**22,716**	**25,354**

	2024 $'000	2023 $'000
At 1 July	25,354	36,896
Acquisition of financial assets at fair value through other comprehensive income	1,312	2,363
Sale of financial assets at fair value through other comprehensive income	–	(6,997)
Exchange differences recognised through other comprehensive income	(279)	503
(Loss) recognised through other comprehensive income	(3,671)	(7,411)
At 30 June	**22,716**	**25,354**

(i) PromisePay, mx51 Group and Adfixus

The Group holds equity interests in the following entities which are not publicly listed: PromisePay Pte Ltd, mx51 Group Pty Ltd and Adfixus Pty Ltd. The Group reviewed the valuation of its interest in these entities. Refer to Note 9 for details of the valuation approach.

20. Business combination

Accounting Policy

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

20. Business combination continued

(a) Trader Interactive

On 30 September 2022, the acquisition of the remaining 51% stake in Trader Interactive was completed for $1,183.2 million (excluding transaction costs), resulting in the Group gaining control over Trader Interactive. The acquisition was funded via a $1,207.0 million accelerated non-renounceable entitlement offer and an upsize of the Group's existing debt facilities.

Pursuant to AASB 3 Business Combinations, the transaction was treated as a step-acquisition which occurs when the buyer in a business combination has a previously held equity interest in a target and acquires an additional interest in the target that results in the buyer obtaining control. In a step acquisition scenario, the acquirer is required to revalue its existing stake to 'fair value' and recognise a gain for the excess over the previously held equity interest. The details of the acquisition are below:

(i) Purchase consideration

	30 Sep 2022 $'000
Cash paid for the additional interest acquired	1,238,736
Working capital adjustment	(259)
Fair value of pre-existing interest held	1,120,527
Hedge gain (net of tax)	(55,567)
Total purchase consideration	**2,303,437**

(ii) Net gain on revaluation

In accordance with the accounting policy above, the Group re-measured its previously held equity interest in Trader Interactive at the acquisition date fair value immediately prior to the business combination. The Group recognised a net gain on the step acquisition of $337.9 million, being the difference between the acquisition-date fair value of its existing ownership in Trader Interactive ($1,120.5 million), the carrying value of its investment in Trader Interactive as an associate ($897.9 million) and the impact of historical foreign exchange movements on the investment balance ($115.3 million).

This gain was recognised within 'Net gain on step acquisition of associates' in the Consolidated Statement of Comprehensive Income.

	30 Sep 2022 $'000
Fair value of previously held interest	1,120,527
Less: carrying value of Trader Interactive investment as an associate	(897,891)
Add: reclassification of exchange differences	115,269
Net gain on step acquisition of associate	**337,905**

(iii) Cash flow hedge

In June 2022, the Group entered into forward foreign exchange contracts for USD with a total notional value of $1,213.4 million and a maturity of September 2022. These contracts were designated as a cash flow hedge to protect against foreign exchange fluctuations relating to purchase of the remaining 51% of Trader Interactive. Unrealised hedge gains and losses were recognised in the cash flow hedge reserve net of tax. In September 2022, the forward contracts were settled resulting in a net cash inflow of $83.7 million. The net gain was recycled from the cash flow hedge reserve and the effective portion of $55.6 million formed part of the consideration paid for Trader Interactive. The ineffective portion ($3.0 million) was recognised in the Consolidated Statement of Comprehensive Income within finance costs.

(iv) Details of net assets and liabilities acquired

Subsequent to reporting a provisional balance sheet at 30 June 2023, the Group has finalised the calculation of the fair value of assets and liabilities acquired as part of the business combination. During the period an additional deferred tax asset of $8.4 million, related to tax losses, was recognised with a corresponding reduction in goodwill for the same amount.

The final fair value of the identifiable assets and liabilities of Trader Interactive is as follows:

	Provisional fair value on acquisition $'000	Measurement period adjustments $'000	Final fair value on acquisition 30 Sep 2022 $'000
Cash and cash equivalents	31,365	–	31,365
Trade and other receivables	12,315	–	12,315
Property, plant and equipment	1,228	–	1,228
Right-of-use assets	2,257	–	2,257
Other receivables	3,446	–	3,446
Other financial assets	171	–	171
Trade and other payables	(628,949)	–	(628,949)
Contract liabilities – deferred revenue	(3,755)	–	(3,755)
Lease liabilities	(1,922)	–	(1,922)
Provisions	(2,252)	–	(2,252)
Current tax liabilities	(232)	–	(232)
Lease liabilities (NC)	(5,630)	–	(5,630)
Net identifiable assets acquired	**(591,958)**	–	**(591,958)**
Customer relationships	617,226	–	617,226
Trade names	152,363	–	152,363
Software	8,396	–	8,396
Goodwill	2,179,377	(8,405)	2,170,972
Deferred tax liability recognised on intangible assets acquired	(84,540)	–	(84,540)
Identifiable intangible assets acquired	**2,872,822**	**(8,405)**	**2,864,417**
Deferred tax assets on tax losses	22,573	8,405	30,978
Net assets acquired	**2,303,437**	–	**2,303,437**

The goodwill is attributable to the workforce and synergistic benefits that are expected to be created by this acquisition and is not deductible for tax purposes.

There were no other changes to the purchase consideration or to the fair value of assets and liabilities acquired from that which was reported at 30 June 2023.

(v) Acquired receivables

The fair value of trade and other receivables is equal to the gross contractual amount. Trade receivables are expected to be collected in full.

(vi) Revenue and profit before tax from continuing operations

From the date of acquisition, the additional 51% investment in Trader Interactive contributed $182.6 million of revenue and $69.5 million to the profit from continuing operations of the Group for the year ending 30 June 2023. If the acquisition had occurred on 1 July 2022, the contribution to consolidated revenue and consolidated profit for the Group for the year ending 30 June 2023 would have been $239.4 million and $68.0 million respectively. Profit has been calculated based on the subsidiary results and includes the additional amortisation that would have been charged from 1 July in relation to acquired intangible assets, together with the consequential tax effects.

(b) webmotors

On 28 April 2023, the Group acquired an additional 40% of Webmotors S.A. ("webmotors") for $368.7 million (excluding transaction costs), increasing the Group's interest from 30% to 70% and resulting in the Group gaining control over webmotors. The acquisition was funded via a $508.4 million pro-rata accelerated renounceable entitlement offer.

Pursuant to AASB 3 Business Combinations, the transaction was treated as a step-acquisition which occurs when the buyer in a business combination has a previously held equity interest in a target and acquires an additional interest in the target that results in the buyer obtaining control. In a step acquisition scenario, the acquirer is required to revalue its existing stake to 'fair value' and recognise a gain for the excess over the previously held equity interest. The details of the acquisition are below:

(i) Purchase consideration

	28 Apr 2023 $'000
Cash paid for the 40% interest acquired	373,231
Fair value of pre-existing 30% interest held	246,628
Hedge gain (net of tax)	(4,546)
Total purchase consideration	**615,313**

(ii) Net gain on revaluation

In accordance with the accounting policy above, the Group re-measured its previously held equity interest in webmotors at the acquisition date fair value immediately prior to the business combination. The Group recognised a net gain on the step acquisition of $148.6 million, being the difference between the acquisition-date fair value of its existing 30% ownership in webmotors ($246.6 million), the carrying value of its investment in webmotors as an associate ($65.8 million) and the impact of historical foreign exchange movements on the investment balance ($32.2 million loss). In calculating the net gain on the step acquisition, the Group applied a control premium of 13.5%. This gain was recognised within 'Net gain on step acquisition of associates' in the Consolidated Statement of Comprehensive Income.

	28 Apr 2023 $'000
Fair value of previously held interest	246,628
Less: carrying value of webmotors investment as an associate	(65,846)
Less: reclassification of exchange differences	(32,159)
Net gain on step acquisition of associate	**148,623**

(iii) Cash flow hedge

In March 2023 the Group entered into a foreign currency forward exchange contracts to swap AUD for USD with a total notional value of US$239.5 million and a maturity of 28 April 2023. The Group then entered into a non-deliverable foreign currency forward contract to swap USD equal to BRL$1,240.0 million (US$239.5 million), with a maturity of 2 May 2023.

These contracts were designated as a cash flow hedge to protect against foreign exchange fluctuations relating to purchase of the additional 40% stake in webmotors. Unrealised hedge gains and losses were recognised in the cashflow hedge reserve net of tax. In May 2023, the forward contracts were settled resulting in a net cash inflow of $6.4 million. The hedge was 100% effective and the net gain of $4.5 million was recycled from the cashflow hedge reserve and formed part of the consideration paid for webmotors.

(iv) Details of net assets and liabilities acquired

Subsequent to reporting a provisional balance sheet at 30 June 2023, the Group has finalised the calculation of the fair value of assets and liabilities acquired as part of the business combination. During the period a number of measurement period adjustments were recognised, with a corresponding reduction in goodwill recognised for the same amount.

The final fair value of the identifiable assets and liabilities of webmotors as at the date of the acquisition is as follows:

	Provisional fair value on acquisition $'000	Measurement period adjustments $'000	Final fair value on acquisition 28 Apr 2023 $'000
Cash and cash equivalents	28,785	–	28,785
Trade and other receivables	40,635	(2,579)	38,056
Property, plant and equipment	2,919	–	2,919
Right-of-use assets	1,277	525	1,802
Other receivables	11,211	–	11,211
Current tax asset	7,249	(4,755)	2,494
Trade and other payables	(23,081)	–	(23,081)
Borrowings	(29,815)	–	(29,815)
Lease liabilities (C)	(363)	(29)	(392)
Provisions	(2,786)	–	(2,786)
Lease liabilities (NC)	(1,147)	(496)	(1,643)
Net identifiable assets acquired	**34,884**	**(7,334)**	**27,550**
Customer relationships	118,473	–	118,473
Trade names	39,936	–	39,936
Software	21,425	–	21,425
Deferred tax liability recognised on intangible assets acquired	(57,547)	(3,597)	(61,144)
Identifiable intangible assets acquired	**122,287**	**(3,597)**	**118,690**
Non-controlling shareholder interest in net assets	(45,820)	510	(45,310)
Deferred tax assets on tax losses	–	7,798	7,798
Goodwill	503,962	2,623	506,585
Net assets acquired	**615,313**	**–**	**615,313**

The goodwill is attributable to the workforce and synergistic benefits that are expected to be created by this acquisition and is not deductible for tax purposes.

There were no other changes to the purchase consideration or to the fair value of assets and liabilities acquired from that which was reported at 30 June 2023.

(v) Acquired receivables

The fair value of trade and other receivables is $38.0 million. The gross contractual amount for trade receivables due is $42.0 million, with a loss allowance of $4.0 million recognised on acquisition.

(vi) Revenue and profit before tax from continuing operations

From the date of acquisition, the additional 40% investment in webmotors contributed $26.4 million of revenue and $3.7 million to the profit from continuing operations of the Group for the year ending 30 June 2023.

If the acquisition had occurred on 1 July 2022, the contribution to consolidated revenue and consolidated profit for the Group for the year ending 30 June 2023 would have been $131.1 million and $27.3 million respectively. Profit has been calculated based on the subsidiary results and includes the additional amortisation that would have been charged from 1 July in relation to acquired intangible assets, together with the consequential tax effects.

(vii) Non-controlling interests

The Group elected to recognise the non-controlling interests at its proportionate share of the acquired net identifiable assets.

(c) Autofact Chile SpA

On 30 April 2024, the Group acquired a controlling interest of 50.1% in Autofact Chile SpA ("Autofact") for $37.3 million (excluding transaction costs). Autofact specialises in the provision of vehicle information services to consumers within Chile.

Net liabilities acquired are $0.3 million and preliminary goodwill recognised on acquisition is $37.6 million.

Both the net asset value and the allocation of the purchase price to acquired assets is still preliminary. In particular, the fair values assigned to intangible assets and deferred taxes are still being assessed and may be subject to change. The acquisition accounting including tax related impacts will be finalised within 12 months of the acquisition date.

A liability has been recognised as at 30 June 2024, in relation to the put option to acquire the non-controlling interest. Refer to note 9 for further information.

The Group elected to recognise the non-controlling interests at its proportionate share of the acquired net identifiable assets.

21. Parent entity financial information

Accounting Policy

The financial information for the parent entity, CAR Group Ltd, has been prepared on the same basis as the consolidated financial statements, except as set out below:

Investments in subsidiaries are accounted for at cost in the financial statements of CAR Group Ltd. Dividends received from subsidiaries are recognised in the parent entity's profit or loss, rather than being deducted from the carrying amount of these investments. Investments in subsidiaries are tested for impairment whenever changes in events or circumstances indicate that the carrying amount may not be recoverable. Such events may include receipt of dividends. Refer to Note 17 for details of impairment accounting policies.

In addition to its own current and deferred tax amounts, CAR Group Ltd also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

The entities have also entered into a tax funding agreement under which the wholly owned entities fully compensate the company for any current tax payable assumed and are compensated by the Company for any current tax receivable and deferred taxes relating to unused tax losses or unused tax credits that are transferred to CAR Group Ltd under the tax consolidation legislation.

The funding amounts are determined by reference to the amounts recognised in the wholly owned entities' financial statements. Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable or payable to other entities in the Group. Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly owned tax consolidated entities.

Where the parent entity has provided financial guarantees in relation to loans and payables of subsidiaries for no compensation, the fair values of these guarantees are accounted for as contributions and recognised as part of the cost of the investment.

(a) Summary financial information

	2024 $'000	2023 $'000
Balance sheet		
Current assets	189,000	76,684
Non-current assets	3,439,384	3,478,658
Total assets	**3,628,384**	**3,555,342**
Current liabilities	56,395	64,396
Non-current liabilities	918,721	813,147
Total liabilities	**975,116**	**877,543**
Net assets	**2,653,268**	**2,677,799**
Shareholders' equity		
Issued capital	2,463,676	2,451,802
Reserves	20,857	27,773
Retained earnings	168,735	198,224
Total equity	**2,653,268**	**2,677,799**
Profit for the year	**223,091**	**279,198**
Total comprehensive income	**220,357**	**274,761**

(b) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 30 June 2024 or 30 June 2023.

22. Deed of cross guarantee

The following controlled entities have entered into a Deed of Cross Guarantee:

Company	Financial year entered into agreement
CAR Group Ltd (formerly carsales.com Ltd)	30 June 2015
carsales Holdings Pty Ltd	30 June 2015
carsales North America Holdings Pty Ltd (formerly carsales Finance Pty Ltd)	30 June 2015
Auto Exchange Holdings Pty Ltd	30 June 2015
Automotive Data Services Pty Ltd	30 June 2015
carsales.com Investments Pty Ltd	30 June 2015
Discount Vehicles Australia Pty Ltd	30 June 2015
Equipment Research Group Pty Ltd	30 June 2015
Webpointclassifieds Pty Ltd	30 June 2015
carsales Latam Pty Ltd	30 June 2016
carsales Foundation Pty Ltd	30 June 2016
carsales Argentina Pty Ltd	30 June 2017
Automotive Exchange Pty Ltd	30 June 2018
AS1 Holdings Pty Ltd	30 June 2018
Tyresales Pty Ltd	30 June 2021
Appraisal Solutions Australia Pty Ltd	30 June 2021
carsales Tyre Holding Pty Ltd	30 June 2022
Transport Ventures Pty Ltd	30 June 2022
Tyreconnect Pty Ltd	30 June 2022
Programmatic Holdings Pty Ltd	30 June 2022
carsales ESI Pty Ltd	30 June 2022
CS Motion Development Pty Ltd	30 June 2022
carsales.com.au Pty Ltd	30 June 2024
carsales Services Pty Ltd	30 June 2024
Instant Offer Pty Ltd	30 June 2024
CS Motion Technologies Pty Ltd	30 June 2024
Carsales Treasury Pty Ltd	30 June 2024
Publift Pty Ltd	30 June 2024
Publift Holdings Pty Ltd	30 June 2024

The companies that are party to this deed guarantee the debts of the others and represent the 'Closed Group' from the date of entering into the agreement. These wholly-owned entities have been relieved from the requirement to prepare a Financial Report and Directors' Report under Class Order 98/1418 (as amended) issued by the Australian Securities and Investments Commission.

(a) Consolidated statement of comprehensive income

Set out below is a consolidated statement of comprehensive income for the year ended 30 June 2024 of the Closed Group.

	2024 $'000	2023 $'000
Revenue from contracts with customers	499,727	436,818
Total revenue	**499,727**	**436,818**
Expenses		
Operating expenses	(273,787)	(145,124)
Earnings before interest, taxes, depreciation and amortisation	**225,940**	**291,694**
Depreciation and amortisation expense	(36,492)	(32,199)
Finance income	5,007	5,860
Finance costs	(77,914)	(54,305)
Net gain on lease modification	3,537	–
Share of net profit from associates accounted for using the equity method	–	6,027
Net gain on step acquisition of associates	–	148,623
Impairment loss and business closure expenses	–	(28,024)
Dividend income	109,121	7,639
Profit before income tax	**229,199**	**345,315**
Income tax expense	(52,578)	(43,896)
Profit for the year	**176,621**	**301,419**
Total comprehensive income for the year	**179,356**	**299,178**

22. Deed of cross guarantee continued

(b) Consolidated statement of financial position

Set out below is a consolidated statement of financial position as at 30 June 2024 of the Closed Group.

	2024 $'000	2023 $'000
Current assets		
Cash and cash equivalents	148,121	35,311
Trade and other receivables	100,940	76,943
Current tax assets	5,029	–
Inventory	2,794	2,065
Total current assets	**256,884**	**114,319**
Non-current assets		
Investments accounted for using the equity method and subsidiaries	3,464,647	3,098,881
Financial assets at fair value through other comprehensive income	22,716	25,354
Property, plant and equipment	4,679	3,205
Right-of-use assets	13,695	36,015
Deferred tax assets	22,243	15,766
Intangible assets	194,955	149,312
Other receivables	8,331	16,579
Total non-current assets	**3,731,266**	**3,345,112**
Total assets	**3,988,150**	**3,459,431**
Current liabilities		
Trade and other payables	80,560	35,179
Lease liabilities	3,270	3,885
Current tax liabilities	–	14,936
Other financial liabilities	6,800	1,136
Provisions	10,494	9,063
Contract liabilities – deferred revenue	4,397	4,663
Total current liabilities	**105,521**	**68,862**
Non-current liabilities		
Borrowings	1,255,970	681,983
Lease liabilities	16,657	42,677
Deferred tax liabilities	4,441	5,899
Other financial liabilities	–	5,333
Provisions	1,491	1,165
Total non-current liabilities	**1,278,559**	**737,057**
Total liabilities	**1,384,080**	**805,919**
Net assets	**2,604,070**	**2,653,512**
Equity		
Contributed equity	2,463,676	2,451,802
Reserves	1,745	(28,533)
Retained earnings	137,753	230,243
Non-controlling interests	896	–
Total equity	**2,604,070**	**2,653,512**

23. Related party transactions

The Group has identified the parties it considers to be related and the transactions conducted with those parties. Other than those disclosed below, no other related party transactions have been identified.

(a) Key Management Personnel compensation

	2024 $	2023* $
Short-term employee benefits	6,407,103	6,578,402
Deferred short-term employee benefits	718,644	783,500
Post-employment benefits	209,182	191,944
Long-term employment benefits	(69,895)	108,445
Share-based payments	2,151,930	2,585,996
	9,416,964	**10,248,287**

* Note that the prior year comparative includes compensation for the Managing Director - carsales Australia up until he ceased being a KMP on 28 February 2023.

(b) Transactions with other related parties

The following transactions occurred with related parties:

	2024 $	2023 $
Sale of goods and services to related parties	901,185	1,417,354
Purchase of goods and services from related parties	1,629,706	1,914,982

All transactions were made at arms-length, on normal commercial terms and conditions and at market rates. This also includes transactions with associates.

(c) Outstanding balances arising from sales/purchases of goods and services

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	2024 $	2023 $
Current receivables (sale of goods and services)		
Other related parties	24,200	43,585
Current payables (purchase of goods and services)		
Other related parties	20,505	145,366

There is no allowance accounted for impaired receivables in relation to any outstanding balances, and no expense has been recognised in respect of impaired receivables due from related parties.

ITEMS NOT RECOGNISED

This section of the notes provides information about material items that are not recognised in the financial statements as they do not yet satisfy the recognition criteria.

24. Events occurring after the reporting period

On 8 August 2024, the Group successfully completed a refinance of Tranches B and C of its revolving loan facilities, extending the tenor out to August 2028. The facility size remains unchanged and borrowings under the facilities bear interest at a floating rate of BBSY plus a margin, with margin based on a net leverage ratio of the Group, consistent with the previous facility.

No other matters or circumstances have occurred subsequent to period end that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group or economic entity in subsequent financial years.

OTHER

This section provides information on items which require disclosure to comply with Australian Accounting Standards and other regulatory pronouncements, however, are not considered critical in understanding the financial performance or position of the Group.

25. Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

(a) PricewaterhouseCoopers Australia

	2024 $	2023 $
Audit and other assurance services		
Audit and review of Financial Reports	1,080,249	1,142,545
Due diligence services	113,987	607,500
Other assurance services	–	–
Total remuneration for audit and other assurance services	**1,194,236**	**1,750,045**
Taxation services		
Tax compliance services, including review of Company income tax returns	175,000	153,000
Total remuneration for taxation services	175,000	153,000
Total remuneration of PricewaterhouseCoopers Australia	**1,369,236**	**1,903,045**

(b) Network firms of PricewaterhouseCoopers Australia

	2024 $	2023 $
Audit and other assurance services		
Audit and review of Financial Reports	**640,188**	313,356
Due diligence services	**193,943**	–
Other assurance services	**35,695**	–
Total remuneration for audit and other assurance services	**869,826**	**313,356**
Total remuneration for PricewaterhouseCoopers Australia	**2,239,062**	**2,216,401**

(c) Non-PwC audit firms

	2024 $	2023 $
Audit and review of Financial Reports	11,359	306,579
Tax compliance services	9,777	–
Total remuneration for Non-PwC audit firms	**21,136**	**306,579**
Total auditors' remuneration	**2,260,198**	**2,522,980**

It is the Company's policy to employ PwC on assignments additional to their statutory audit duties where PwC's expertise and experience with the Company are important. These assignments are principally tax compliance services and due diligence reporting on acquisitions, or where PwC is awarded assignments on a competitive basis. It is the Company's policy to seek competitive tenders for all major consulting projects.

26. Share-based payments

Share-based compensation benefits are provided to employees via the CAR Group Ltd Employee Option Plan.

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were $4,493,417 (2023: $2,683,334).

Employee Option Plan

Set out below are summaries of options and performance rights granted under the plan:

2024 Grant date	Exercise price	Opening balance	Granted during the year	Exercised during the year	Expired or lapsed during the year	Closing balance	Vested and exercisable at 30 June
Options							
Oct 2016	$12.23	60,332	–	(14,500)	–	45,832	45,832
Oct 2017	$11.41	25,353	–	(5,301)	–	20,052	20,052
Oct 2018	$14.87	45,066	–	(6,866)	–	38,200	38,200
Oct 2019	$13.54	120,275	–	(9,659)	–	110,616	110,616
Total options		**251,026**	**–**	**(36,326)**	**–**	**214,700**	**214,700**
Weighted average exercise price		**$13.25**	**$0.00**	**$12.96**	**$0.00**	**$13.30**	**$13.30**
Performance rights							
Oct 2020	$0.00	159,601	–	(141,885)	(17,716)	–	–
Feb 2022	$0.00	176,916	–	–	–	176,916	–
Dec 2022	$0.00	308,354	–	(52,877)	–	255,477	–
Dec 2023	$0.00	–	453,430	–	–	453,430	–
Total performance rights		**644,871**	**453,430**	**(194,762)**	**(17,716)**	**885,823**	**–**
Weighted average exercise price		**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**
Total of plan		**895,897**	**453,430**	**(231,088)**	**(17,716)**	**1,100,523**	**214,700**
Weighted average exercise price		**$3.71**	**$0.00**	**$2.04**	**$0.00**	**$2.59**	**$13.30**

26. Share-based payments continued

Employee Option Plan continued

2023 Grant date	Exercise price	Opening balance	Granted during the year	Exercised during the year	Expired or lapsed during the year	Closing balance	Vested and exercisable at 30 June
Options							
Oct 2016	$12.23	69,961	–	(9,629)	–	60,332	60,332
Oct 2017	$11.41	28,442	–	(3,089)	–	25,353	25,353
Oct 2018	$14.87	51,449	–	(6,383)	–	45,066	45,066
Oct 2019	$13.54	244,714	–	(63,276)	(61,163)	120,275	120,275
Total options		**394,566**	**–**	**(82,377)**	**(61,163)**	**251,026**	**251,026**
Weighted average exercise price		**$13.33**	**$0.00**	**$13.41**	**$13.54**	**$13.25**	**$13.25**
Performance rights							
Oct 2018	$0.00	–	–	–	–	–	–
Oct 2019	$0.00	130,084	–	(117,958)	(12,126)	–	–
Oct 2020	$0.00	161,491	–	–	(1,890)	159,601	–
Aug 2021	$0.00	58,697	–	(58,697)	–	–	–
Feb 2022	$0.00	190,727	–	–	(13,811)	176,916	–
Dec 2022	$0.00	–	316,847	–	(8,493)	308,354	–
Total performance rights		**540,999**	**316,847**	**(176,655)**	**(36,320)**	**644,871**	**–**
Weighted average exercise price		**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**
Total of plan		**935,565**	**316,847**	**(259,032)**	**(97,483)**	**895,897**	**251,026**
Weighted average exercise price		**$5.62**	**$0.00**	**$4.26**	**$8.50**	**$3.71**	**$13.25**

The estimate of the weighted average share price at the date of exercise of options exercised regularly during the year ended 30 June 2024 is estimated to be approximately $27.37 (2023: approximately $22.16).

The weighted average remaining contractual life of share options and rights outstanding at the end of the period was 10.30 years (2023: 11.14 years).

The establishment of the CAR Group Ltd Employee Option Plan was undertaken under a prospectus lodged with ASIC in 2000. Staff eligible to participate in the plan are those invited by the Board of Directors.

Options and performance rights are granted under the plan for no consideration with conditions including a vesting period and expiry date. Senior Executives' vesting conditions, including EPS targets, are noted in the Remuneration Report on page 30.

Options and performance rights granted under the plan carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share in return for payment of the option's exercise price. Each performance right is convertible into one ordinary share for $0.00 exercise price, upon satisfaction of all vesting requirements.

Fair value of options and performance rights granted

The fair value of the performance rights was determined using a Black Scholes model for those rights with non-market based vesting conditions and using the Monte Carlo method for those rights with market-based vesting conditions.

The model inputs for performance rights granted during the year ended 30 June 2024 included:

	DSTI	3 Year Non-Market Based	3 Year Strategic Measures	2 Year Non-Market Based	2 Year Strategic Measures	3 Year Relative TSR	2 Year Relative TSR
Grant date	14/12/2023	14/12/2023	14/12/2023	14/12/2023	14/12/2023	14/12/2023	14/12/2023
Share price at grant date	$29.90	$29.90	$29.90	$29.90	$29.90	$29.90	$29.90
Fair value	$29.50	$28.29	$28.39	$28.87	$28.97	$26.69	$27.18
Term (years)	0.55	2.71	2.55	1.71	1.55	2.71	1.71
Expected price volatility of the Company's shares	29.0%	28.0%	27.4%	27.9%	27.2%	28.0%	27.9%
Expected dividend yield	2.5%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%
Risk-free interest rate	3.9%	3.8%	3.8%	3.8%	3.8%	3.8%	3.8%

The expected price volatility is based on historical volatility adjusted for any expected changes to future volatility due to publicly available information. No performance rights have a cost to exercise.

ENCARSALES.COM Ltd Employee Share Options and Rights Plans

ENCARSALES.COM Ltd, the Group's subsidiary in South Korea, operates an additional share-based compensation benefit plan for employees based in South Korea.

$5.4 million of share options and $5.3 million of performance rights have been granted under the plan, which are recognised at fair value.

Of the above, $1.6 million of share options and $4.5 million of performance rights are vested and exercisable at 30 June 2024.

Options and performance rights granted under the plan carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share in return for payment of the option's exercise price. Each performance right is convertible into one ordinary share for $0.00 exercise price, upon satisfaction of all vesting requirements.

27. Other material accounting policies

(a) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is CAR Group Ltd's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

27. Other material accounting policies continued

(a) Foreign currency translation continued

(iii) Group companies

The results and financial position of foreign operations (none of which has been restated for a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each consolidated statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities and of borrowings are recognised as other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences are recognised in the consolidated statement of comprehensive income as part of the gain or loss on sale where applicable.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(b) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case, it is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included with other receivables or payables in the consolidated statement of financial position. Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flow.

(c) New and amended Accounting Standards and Interpretations

(i) New and amended Accounting Standards and Interpretations issued and effective

The Group has not adopted any new or amended Accounting Standards and Interpretations this year that have had a material impact on the Group or the Company.

(ii) Accounting standards and Interpretations issued but not yet effective

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2024 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Directors' Declaration

In the Directors' opinion:

(a) the financial statements and notes set out on pages 70 to 136 as it stands now are in accordance with the *Corporations Act 2001*, including:

(i) Complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements.

(ii) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the financial year ended on that date.

(b) the Consolidated Entity Statement set out on pages 67 and 68 is true and correct as at 30 June 2024.

(c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The basis of preparation confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the Managing Director and CEO, and Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of Directors.

Cameron McIntyre
Managing Director and CEO

Melbourne
11 August 2024

Independent Auditor's Report
to the Members of CAR Group Ltd

Independent auditor's report

To the members of CAR Group Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of CAR Group Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended

(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The financial report comprises:

- the consolidated statement of financial position as at 30 June 2024
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information
- the consolidated entity disclosure statement as at 30 June 2024
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.

The Group operates digital marketplaces for vehicles and is headquartered in Australia. It has operations in Australia, North America, Asia, and Latin America.

Audit Scope

- Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.
- We tailored the scope of our audit to ensure that we performed sufficient work to give an opinion on the financial report as a whole, taking into account the geographic structure of the Group, the significance and risk profile of each business, the accounting processes and controls and the industry in which the Group operates.
- Component auditors in the United States, South Korea and Brazil performed procedures over the Trader Interactive, Encar and webmotors businesses respectively. The component auditors performed their work under our instruction and supervision. Our involvement included visiting certain locations, meeting with the component audit teams, issuing written instructions and reviewing a selection of component auditor workpapers.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit Committee.

Independent Auditor's Report

Key audit matter	How our audit addressed the key audit matter
Carrying value of goodwill, brands, trademarks and customer relationships for North America, Brazil and South Korea CGUs *(Refer to note 17)* At 30 June 2024, the Group had $3,057.0m of goodwill, of which: • $2,084.1m relates to the North America CGU; • $451.8m relates to the Brazil CGU; and • $338.2m relates to the South Korea CGU. The Group also has $814.0m of brands, trademarks and customer relationships, which include those assets within the North America, Brazil and South Korea CGUs. The Group tests these intangible assets for impairment on an annual basis. The recoverability is assessed on a value in use basis for South Korea and a fair value less costs to sell basis for North America and Brazil, using impairment models prepared using discounted cash flows. This requires the Group to make significant judgements and assumptions, including estimation of forecast cash flows, terminal value growth rates and discount rates. The carrying value of intangible assets in the North America, Brazil and South Korea CGUs is a key audit matter due to both the significance of the balances and the degree of subjectivity in the judgements and assumptions.	We performed the following procedures, amongst others: • Tested the mathematical accuracy of key underlying calculations in the impairment models. • Compared the forecast cash flows used in the impairment models with the most recent budgets approved by the Board. • Assessed the historical accuracy of the Group's cash flow forecasts by comparing prior budgets to actual performance. • Compared growth rate assumptions used in the impairment models to historical results, external data sources such as economic and industry forecasts and similar established businesses within the Group's portfolio. • With the assistance of our internal valuation experts, we assessed the discount rates and terminal growth rates used in the impairment models by comparing them to external market data and comparable companies. Considered the disclosures made in note 17, in light of the requirements of Australian Accounting Standards.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon through our opinion on the financial report. We have issued a separate opinion on the remuneration report.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report in accordance with Australian Accounting Standards and the *Corporations Act 2001*, including giving a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 30 to 47 of the directors' report for the year ended 30 June 2024.

In our opinion, the remuneration report of CAR Group Limited for the year ended 30 June 2024 complies with section 300A of the *Corporations Act 2001.*

Independent Auditor's Report

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of *the Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

PricewaterhouseCoopers

Sam Lobley
Partner

Melbourne
11 August 2024

Shareholder Information

The shareholder information set out below was applicable as at 30 June 2024.

A. Distribution of equity securities

	Class of equity security			
	Ordinary shares			
	Shares	Options and performance rights	Redeemable preference shares	Convertible notes
Holding	No. of holders	No. of holders	No. of holders	No. of holders
1 – 1,000	17,632	1	–	–
1,001 – 5,000	6,256	9	–	–
5,001 – 10,000	897	7	–	–
10,001 – 100,000	533	17	–	–
100,001 and over	69	1	–	–
	25,387	**35**	**–**	**–**

There were 361 holders of less than a marketable parcel of ordinary shares. There were no redeemable preference shares or convertible notes outstanding.

Shareholder Information

B. Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	Percentage of issued shares
HSBC Custody Nominees (Australia) Limited	140,168,992	37.16%
J P Morgan Nominees Australia Pty Limited	59,075,061	15.66%
Citicorp Nominees Pty Limited	54,694,194	14.50%
BNP Paribas Nominees Pty Ltd (AGENCY LENDING DRP A/C)	10,678,458	2.83%
BNP Paribas Nominees Pty Ltd (DRP)	7,964,972	2.11%
National Nominees Limited	7,150,982	1.90%
Netwealth Investments Limited (WRAP SERVICES A/C)	6,779,306	1.80%
Australian Foundation Investment Company Limited	5,154,342	1.37%
Wal Pisciotta	4,396,311	1.17%
HSBC Custody Nominees (Australia) Limited (NT-COMMONWEALTH SUPER CORP A/C)	3,995,394	1.06%
Citicorp Nominees Pty Limited (COLONIAL FIRST STATE INV A/C)	3,632,958	0.96%
Greg Roebuck	3,395,592	0.90%
BNP Paribas Nominees Pty Ltd (HUB24 CUSTODIAL SERV LTD)	3,393,086	0.90%
Washington H Soul Pattinson & Company Limited	3,160,427	0.84%
Grant Taylor	2,957,000	0.78%
Steven Kloss Pty Ltd (KLOSS FAMILY A/C)	1,969,441	0.52%
Mutual Trust Pty Ltd	1,930,226	0.51%
HSBC Custody Nominees (Australia) Limited (A/C 2)	1,867,854	0.50%
Billkaren Pty Ltd (ROBINSON FAMILY A/C)	1,561,850	0.41%
Balfour Pines Pty Ltd (DUX FAMILY A/C)	1,200,000	0.32%
	325,126,446	**86.20%**

	Number on issue	Number of holders
Options and performance rights issued under the CAR Group Ltd Employee Option Plan to take up ordinary shares	1,100,523	35

C. Substantial holders

Substantial holders in the Company are set out below:

	Number held	Percentage
State Street Corporation	22,775,676	6.04%

D. Voting rights

The voting rights attaching to each class of equity securities are set out below:

(a) Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

(b) Options

No voting rights.

Corporate Directory

Directors

Pat O'Sullivan
(Non-Executive Chair)

Cameron McIntyre
(Managing Director and CEO)

Wal Pisciotta OAM
(Non-Executive Director)

Kim Anderson
(Non-Executive Director)

Edwina Gilbert
(Non-Executive Director)

Kee Wong
(Non-Executive Director)

David Wiadrowski
(Non-Executive Director)

Susan Massasso
(Non-Executive Director)

Pip Marlow
(Non-Executive Director – effective 1 February 2024)

Company secretary

Nicole Birman

Registered office

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cargroup.com

Share registry

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External auditor

PricewaterhouseCoopers
2 Riverside Quay Southbank Vic 3006

Stock Exchange

CAR Group Ltd is a public company listed with the Australian Securities Exchange Limited

ASX: CAR

CAR Group