

23 October 2015



Manager Companies
Company Announcements Office
Australian Securities Exchange Limited
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

ELECTRONIC LODGEMENT

Dear Sir or Madam

Results of 2015 Annual General Meeting carsales.com Limited

In accordance with Listing Rule 3.13.2 and Section 251AA (2) of the *Corporations Act 2001* (Cth), I advise the following poll results from the carsales.com Ltd 2015 Annual General Meeting.

These results were decided on a poll and include all available proxies cast at the AGM.

2: Adoption of the Remuneration Report

“That the Remuneration Report that forms part of the Director’s Report of the Group for the financial year ended 30 June 2015 be adopted.”

| | | |
|-----------|-------------|---------|
| For | 114,386,420 | |
| Against | 37,726,471 | CARRIED |
| Abstained | 8,434,021 | |

3: Re-Election of Director

“That Mr Patrick O’Sullivan, being a Director of the Company who retires by rotation, and being eligible under the Company’s constitution, is re-elected as a Director of the Company.”

| | | |
|-----------|-------------|---------|
| For | 171,446,007 | |
| Against | 4,437,982 | CARRIED |
| Abstained | 425,059 | |

4: Remuneration of Non-Executive Directors

“That the maximum total remuneration to the Non-Executive Directors be increased from \$1,100,000 per annum to an annual amount not exceeding \$1,500,000 per annum (including statutory superannuation contributions) to be divided among the Non-Executive Directors in such proportions and manner as the Directors determine.”

| | | |
|-----------|-------------|---------|
| For | 151,377,677 | |
| Against | 747,491 | CARRIED |
| Abstained | 8,421,744 | |

5: Grant of Performance Rights

(a) “That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of up to 13,896 Performance Rights over shares in the Company to Mr Greg Roebuck, in accordance with the terms of the Company’s Option Plan and as set out in the Explanatory Memorandum.”


| | | |
|-----------|-------------|---------|
| For | 165,680,400 | CARRIED |
| Against | 5,288,425 | |
| Abstained | 448,111 | |

(b) “That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of up to 394,925 Options and Performance Rights over shares in the Company to Mr Greg Roebuck, in accordance with the terms of the Company’s Option Plan and the Company’s long term incentive arrangements as set out in the Explanatory Memorandum.”

| | | |
|-----------|-------------|---------|
| For | 166,006,541 | CARRIED |
| Against | 4,953,659 | |
| Abstained | 456,946 | |

The voting position is attached.

Yours faithfully



Nicole Birman
Company Secretary
carsales.com Limited

Carsales.com Limited
Annual General Meeting
Friday, 23 October 2015
Voting Results



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

| Resolution details | | Instructions given to validly appointed proxies (as at proxy close) | | | | Number of votes cast on the poll (where applicable) | | | Resolution Result |
|---|--------------------|--|----------------------|-----------------------|-----------|--|----------------------|-----------|--------------------------|
| Resolution | Resolution Type | For | Against | Proxy's Discretion | Abstain | For | Against | Abstain* | Carried / Not Carried |
| 2 Adoption of the Remuneration Report | Ordinary | 109,635,471 73.21% | 37,370,235 24.95% | 2,762,720 1.84% | 8,775,659 | 114,386,420 75.20% | 37,726,471 24.80% | 8,434,021 | Carried |
| 3 Re-election of Mr Patrick O'Sullivan as a Director | Ordinary | 165,115,308 95.83% | 4,429,482 2.57% | 2,767,721 1.60% | 425,059 | 171,446,007 97.48% | 4,437,982 2.52% | 425,059 | Carried |
| 4 Remuneration of Non-Executive Directors | Ordinary | 146,269,391 97.65% | 738,991 0.50% | 2,772,321 1.85% | 8,763,382 | 151,377,677 99.51% | 747,491 0.49% | 8,421,744 | Carried |
| 5A Grant Performance Rights to Mr Greg Roebuck | Ordinary | 159,141,284 95.18% | 5,279,925 3.16% | 2,769,500 1.66% | 789,749 | 165,680,400 96.91% | 5,288,425 3.09% | 448,111 | Carried |
| 5B Grant of Options & Performance Rights to G Roebuck | Ordinary | 159,475,215 95.38% | 4,945,159 2.96% | 2,761,710 1.66% | 798,584 | 166,006,541 97.10% | 4,953,659 2.90% | 456,946 | Carried |

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.