

ASX & Media Release

5 April 2023

Completion of Retail Shortfall Bookbuild

carsales.com Ltd ("**carsales**", ASX:CAR) is pleased to announce the successful completion of the retail shortfall bookbuild component ("**Retail Shortfall Bookbuild**") of its fully underwritten 1 for 14.01 pro-rata accelerated renounceable entitlement offer (with retail rights trading) that was announced on Wednesday, 8 March 2023 ("**Entitlement Offer**"). This represents the final stage of carsales' Entitlement Offer.

The retail component of the Entitlement Offer ("**Retail Entitlement Offer**") has raised gross proceeds of approximately A\$121 million from the issue of approximately 6.1 million new carsales shares ("**New Shares**") at an offer price ("**Offer Price**") of A\$19.95 per New Share.

Together with the institutional component of the Entitlement Offer, which closed on Friday, 10 March 2023, carsales has now raised approximately A\$501 million. As announced on Wednesday, 8 March 2023, the proceeds from the Entitlement Offer are intended to be used to fund the acquisition of an additional 40% of shares in webmotors S.A. ("**webmotors**") (the "**Acquisition**") and strengthen carsales' balance sheet, reducing pro-forma Dec-22 leverage to 1.9x and providing for increased capacity to pursue future growth opportunities¹.

Results of the Retail Shortfall Bookbuild

Approximately 2.6 million retail entitlements ("**Retail Entitlements**") were offered for sale under the Retail Shortfall Bookbuild, commencing after market close on Tuesday, 4 April 2023. The bookbuild cleared at a price of A\$22.45 per New Share, which represents a premium of approximately 12.5% to the Offer Price of A\$19.95 per New Share, and a premium of approximately 1.2% to the dividend-adjusted theoretical ex-rights price ("**TERP**")² of A\$22.19.

Eligible retail shareholders who elected not to take up their Retail Entitlements and ineligible retail shareholders will receive A\$2.50 net of any applicable expenses or withholding tax ("**Retail Premium**") for each Retail Entitlement sold through the Retail Shortfall Bookbuild. The Retail Premium is expected to be paid to those retail shareholders on or about Monday, 17 April 2023.

carsales CEO Cameron McIntyre said "*We are very pleased to have successfully completed the Retail Entitlement Offer and we would like to thank all shareholders that participated and took up their entitlements. It was also important to the company that shareholders who chose not to participate were also able to realise some value for their entitlements.*"

The acquisition of a further 40% interest in webmotors is an exciting opportunity for carsales and we look forward to continuing to grow the business in the attractive Brazilian automotive market alongside Banco Santander (Brasil) who, following successful completion of the acquisition, will be a 30% shareholder and partner in the business."

¹ Based on carsales' debt position as at 31 December 2022 including the pro-forma adjustments to reflect the impact of the Acquisition as outlined on slides 29-30 of the investor presentation lodged on the ASX on Wednesday, 8 March 2023 ("**Investor Presentation**"). Investors are referred to the section titled 'Disclaimer' in the Investor Presentation, including, without limitation, the sub-section concerning pro-forma financial information.

² The Theoretical Ex Rights Price ("**TERP**") is the theoretical price at which carsales shares should trade immediately following the ex date for the Entitlement Offer. TERP is calculated by reference to carsales' dividend adjusted closing price of AUD\$22.36 on Tuesday, 7 March 2023, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which carsales shares trade immediately after the ex date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

Issue of New Shares

New Shares to be issued under the Retail Entitlement Offer will rank equally with existing carsales shares from the date of issue, however will not be entitled to receive the FY23 interim dividend already announced by carsales on Monday, 13 February 2023 (ex-date Friday, 17 March 2023).

Settlement of the New Shares issued as part of the Retail Entitlement Offer (including the Retail Shortfall Bookbuild) is expected to occur on Tuesday, 11 April 2023.

Allotment of these New Shares is expected to occur on Wednesday, 12 April 2023, and trading on the ASX of these New Shares is expected to commence from market open on Thursday, 13 April 2023. Holding confirmation statements are scheduled to be despatched on Friday, 14 April 2023.

Timetable

Event	Date ³
Settlement of New Shares issued under the Retail Entitlement Offer	Tuesday, 11 April 2023
Allotment of New Shares issued under the Retail Entitlement Offer	Wednesday, 12 April 2023
Normal trading of New Shares issued under the Retail Entitlement Offer	Thursday, 13 April 2023
Holding statements in respect of New Shares issued under the Retail Entitlement Offer are dispatched	Friday, 14 April 2023
Retail Premium expected to be paid to eligible retail shareholders who elected not to take-up their retail entitlements and ineligible retail shareholders	On or about Monday, 17 April 2023

– ENDS –

Release authorised by the carsales.com Ltd Board

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About carsales.com Ltd

carsales.com Ltd (ASX: CAR) is one of the largest digital marketplace business in the world. In Australia it has market-leading positions in automotive, motorcycle, caravan, marine, truck, and equipment industries. The carsales network extends across the United States, South Korea and Latin America, employing more than 2,000 people, developing world class technology and advertising solutions that drive its businesses. In the US, Trader Interactive is a leading integrated platform of non-automotive marketplaces across the RV, powersports, truck and equipment industries. Encar.com in Korea is the leading automotive digital marketplace and carsales' Latin American businesses are the leading automotive digital marketplaces in Brazil, Chile and Mexico.

³ These dates (except where historical) are indicative only and subject to change without notice. All dates refer to the date in Melbourne, Australia (Melbourne time). Subject to the requirements of the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws, carsales reserves the right to amend this timetable at any time, without notice.

IMPORTANT NOTICE

Forward looking statements

This announcement contains forward looking statements and comments about future events, which reflect carsales' intent, belief, or expectation as at the date of this announcement. Forward looking statements can be identified by forward-looking terminology including, without limitation, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "due to" and other similar expressions within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements. Forward looking statements involve inherent known and unknown risks, uncertainties and contingencies, both general and specific, many of which are beyond carsales' control, and there is a risk that such predictions, forecasts, projections and other forward looking statements will not be achieved. Actual results may be materially different from those expressed or implied in forward-looking statements and any projections and assumptions upon which these statements are based. Forward looking statements are provided as a general guide only, are based on the information available to carsales as at the date of this announcement and should not be relied on as an indication, representation or guarantee of future performance. You are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the ongoing impact of COVID-19, as well as the military conflict in Ukraine and its impact on global fuel prices, and the impact of these events on global supply chains and economic conditions. Subject to any legal obligation to do so, carsales does not undertake to update or review any forward looking statements.

This announcement is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. This announcement is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice, or recommendation with respect to the issue, purchase, or sale of any New Shares.

This announcement is not, and should not be considered as, financial product advice. The information in this announcement is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

Not for distribution or release in the United States

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. Neither the entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended ("**US Securities Act**") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold to, directly or indirectly, persons in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.