

Wednesday, 29 June 2022

Completion of Institutional Component of Entitlement Offer

carsales.com Ltd ("**carsales**", ASX: CAR) is pleased to announce the successful completion of the institutional component ("**Institutional Entitlement Offer**") of its fully underwritten 1 for 4.16 pro-rata accelerated non-renounceable entitlement offer that was announced on Monday, 27 June 2022.

The Institutional Entitlement Offer raised approximately A\$842 million at the offer price of A\$17.75 ("**Offer Price**") per new share ("**New Share**") and was well supported by institutional shareholders with take-up of 90% by eligible institutional shareholders.

As announced on Monday, 27 June 2022, the proceeds from the capital raising will be used to acquire the remaining 51.0% interest in Trader Interactive for USD\$809 million¹, or approximately AUD\$1,172 million² equivalent ("**Acquisition**").

carsales CEO Cameron McIntyre said "We are very pleased by the support demonstrated by institutional shareholders for the entitlement offer and their endorsement of the acquisition. We look forward to working with the Trader Interactive team to capture growth potential and realise value for our shareholders."

carsales ordinary shares are expected to resume trading on Wednesday, 29 June 2022 on an "ex-entitlement" basis.

New Shares to be issued under the Institutional Entitlement Offer will rank equally with existing CAR shares from the date of issue. Settlement of the New Shares under the Institutional Entitlement Offer is expected to occur on Tuesday, 5 July 2022, with the allotment expected to occur and ordinary trading of the New Shares expected to commence on Wednesday, 6 July 2022.

Commencement of the Retail Entitlement Offer

The retail component of the Entitlement Offer ("**Retail Entitlement Offer**") is expected to raise approximately A\$365 million, which in conjunction with the Institutional Entitlement Offer would result in carsales raising approximately A\$1,207 million. The Retail Entitlement Offer will open on Friday, 1 July 2022 and close at 5:00pm (Melbourne time) Wednesday, 13 July 2022.

Under the fully underwritten Retail Entitlement Offer, eligible retail shareholders in Australia and New Zealand are being offered the opportunity to subscribe for 1 New Share for every 4.16 existing CAR ordinary shares held as at 7:00pm (Melbourne time) on Wednesday, 29 June 2022 ("**Record Date**") at the Offer Price.

Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the retail offer booklet ("**Information Booklet**") and the accompanying personalised entitlement and acceptance form which are expected to be made available to eligible retail shareholders on Friday, 1 July 2022. Information Booklets and personalised entitlement and acceptance forms will be sent electronically to those eligible retail shareholders who have elected to receive electronic communications from carsales.

¹ Acquisition price calculated as 100% EV less net debt and other adjustments of US\$358m expected at completion, multiplied by 51% being the interest in Trader Interactive not owned by carsales and adjusted for payout of the management equity plan. The final Acquisition Price is subject to completion adjustments and may differ from the number reported in this announcement.

² Assumes an AUD / USD exchange rate of 0.69.

“Eligible Retail Shareholders” are shareholders who:

- have a registered address on the carsales register in Australia or New Zealand on the Record Date;
- are not in the United States and are not a person acting for the account or benefit of a person in the United States (to the extent such person holds shares for the account or benefit of such person in the United States);
- were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus, product disclosure document or offer document to be lodged or registered.

Timetable

Event	T+	Date
Announcement of results of Institutional Entitlement Offer	2	Wednesday, 29 June 2022
Trading halt lifts and trading resumes on an ‘ex-entitlement’ basis	2	Wednesday, 29 June 2022
Record Date for the Retail Entitlement Offer	2	7:00pm on Wednesday, 29 June 2022
Retail Entitlement Offer opens and despatch of Information Booklet	4	Friday, 1 July 2022
Settlement of New Shares issued under the Institutional Entitlement Offer	6	Tuesday, 05 July 2022
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	7	Wednesday, 6 July 2022
Retail Entitlement Offer closes	12	5:00pm on Wednesday, 13 July 2022
Announcement of results of Retail Entitlement Offer	14	Friday, 15 July 2022
Settlement of New Shares issued under the Retail Entitlement Offer	16	Tuesday, 19 July 2022
Allotment of New Shares issued under the Retail Entitlement Offer	17	Wednesday, 20 July 2022
Normal trading of New Shares issued under the Retail Entitlement Offer	18	Thursday, 21 July 2022
Holding statements in respect of New Shares issued under the Retail Entitlement Offer are dispatched	18	Thursday, 21 July 2022

Additional information

Further details of the Acquisition and the Entitlement Offer are set out in the ASX announcement and Investor Presentation lodged with ASX on 27 June 2022.

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Release authorised by Nicole Birman, Company Secretary

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About carsales.com Ltd

Founded in 1997, carsales.com Ltd (ASX: CAR) operates the largest online automotive, motorcycle and marine classifieds business in Australia and Encar, the leading automotive business in South Korea. carsales wholly owns classifieds businesses in Mexico, Argentina and Chile and is a significant minority shareholder of webmotors in Brazil. carsales is regarded as one of Australia's original disruptors and has expanded to include a large number of market-leading brands. The carsales network is Australia's number one online destination for buying and selling cars, motorbikes, trucks, boats, caravans, and machinery equipment. carsales has world-leading technology and advertising solutions that can be leveraged across its businesses around the world.

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, directly or indirectly, to 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.