



<b>Company</b>	Carsales Ltd
<b>Code</b>	CAR
<b>Meeting</b>	AGM
<b>Date</b>	30 October 2020
<b>Venue</b>	Online
<b>Monitor</b>	Henry Stephens (& Hans Ha)

<b>Number attendees at meeting</b>	Not known
<b>Number of holdings represented by ASA</b>	91
<b>Value of proxies</b>	\$5.7m
<b>Number of shares represented by ASA</b>	272,579
<b>Market capitalisation</b>	\$5.4 billion
<b>Were proxies voted?</b>	Yes, on a poll
<b>Pre AGM Meeting?</b>	Yes, with Pat O'Sullivan (Chair), Kim Anderson (Director), Edwina Gilbert (Director), Joe Allan

## Moving forward (slowly)

The Carsales AGM was a very business-like affair without any excitement and very few questions from the online audience although a couple of shareholders asked questions about Jobkeeper and the new app which Carsales has developed. The CEO gave a presentation which comprised a discussion about the company's financial highlights, a review of the domestic and international operations, management's response to COVID-19 and some comments on FY2021 trading conditions. You can read about the company's results in the latest ASA Voting Intentions document or you can view the presentation by clicking on the following link:

<http://shareholder.carsales.com.au/FormBuilder/Resource/module/cTXplyuazkGLCLMfDtk2hA/file/AGM/2020/AGM-Presentation.pdf>

Your ASA Monitor asked a question about why the board decided to adopt a total shareholder return approach (favoured by the ASA) and why the maximum Short Term Incentive opportunity was increased to 110.4% from 87% in the previous year and the Long Term Incentive was reduced to 94.7% from previously 100%. The answers to these questions are summarised in our Voting Intentions report.

Your Monitor asked the following question:

“The Federal Government has recently announced it proposes to make permanent the ability of companies to hold online-only virtual AGM meetings. The ASA is firmly against such measures being made permanent because they can easily minimise the role and presence of retail shareholders at AGMs. Shareholders are the owners of the company. Directors are the representatives of the shareholders. The AGM presents a once a year opportunity for shareholders to come face to face with the Board of Directors and ask the questions they want answered. A healthy AGM allows a balanced discussion and exchange of information from all views. A virtual meeting is a sterile format where directors are able to ignore questions, gloss over details and be selective in their choice of questions to answer. What is the Board's view of this proposal and will the company resist the temptation to hold online-only virtual AGM meetings?”

The chair answered this question by saying he agreed that the old AGM format was more accessible to small shareholders and currently no decision has been made by the board at the time of the AGM. He added that the culture of the company was to focus on people and that his preference was to be all together.

The ASA voted in favour of the motions and all the motions were carried. The motion to re-elect Walter Pisciotta received more against votes (4.4% of votes cast) than any other motion. The ASA voted in favour of his re-election because Mr Pisciotta was one of the founders of the company and he brings an enormous wealth of knowledge and ideas to the Board despite being on the Board since 1996 (which is contrary to the ASA's guidelines).