



Debt Exchange Summary

September 1, 2023



Safe Harbor

Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect Carvana's current expectations and projections with respect to, among other things, its financial condition, results of operations, plans, objectives, future performance, and business. These statements may be preceded by, followed by or include the words "aim," "anticipate," "believe," "estimate," "expect," "forecast," "intend," "likely," "outlook," "plan," "potential," "project," "projection," "seek," "can," "could," "may," "should," "would," "will," the negatives thereof and other words and terms of similar meaning. Forward-looking statements include all statements that are not historical facts. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. Among these factors are risks related to the "Risk Factors" identified in our Annual Report on Form 10-K for 2022 and our Quarterly Report on Form 10-Q for Q2 2023. There is no assurance that any forward-looking statements will materialize. You are cautioned not to place undue reliance on forward-looking statements, which reflect expectations only as of this date. Carvana does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments, or otherwise.

Transaction Summary

- On September 1, 2023, we closed the previously announced Exchange Offer with 96.41% of noteholders agreeing to exchange \$5.520 billion of our senior unsecured notes due 2025 through 2030 for new senior secured notes due 2028 through 2031.
 - As part of the transaction, Carvana met its requirement to raise \$350 million of equity prior to the closing of the exchange.
 - Noteholders that exchanged senior unsecured notes due 2025 received \$341 million of cash consideration.
- The new notes are secured by substantially all Carvana and ADESA assets, with first-priority liens on substantially all assets not securing our floorplan facility and a second-priority lien on all assets securing our floorplan facility.
- The exchange significantly lowers Carvana's cash interest expense over the next two years, significantly reduces 2025 and 2027 maturities, and significantly lessens total debt outstanding.

Transaction Impacts

- At close, the exchange:
 - Lowers Carvana's required cash interest expense by \$456 million per year over the next two years.
 - Reduces our combined 2025 and 2027 maturities by 88%.
 - Lessens our total principal balance of debt outstanding by \$1.326 billion.
 - Preserves future financial flexibility with the ability to borrow an incremental \$1,150 million (which can grow to \$1,500 million) on a senior priority basis and \$250 million on a pari passu basis.
- These benefits provide significant flexibility for us to execute our plan of driving positive free cash flow and marching toward our goal of becoming the largest and most profitable auto retailer.

New Senior Secured Notes

- Based on the final exchange amounts, the secured notes will be issued as follows:
 - Tranche 1
 - \$981MM notes due December 2028
 - 12% PIK interest in Year 1; 9%/12% cash/PIK toggle in Year 2; 9% cash interest thereafter
 - Callable after one year at 104.50%, two years at 102.25%, and three years at par
 - Tranche 2
 - \$1,471MM notes due June 2030
 - 13% PIK interest in Year 1, 11%/13% cash/PIK toggle in Year 2; 9% cash interest thereafter
 - Callable after two years at 104.50%, three years at 103.00%, four years at 101.50%, and five years at par
 - Tranche 3
 - \$1,741MM notes due June 2031
 - 14% PIK interest in Years 1 and 2; 9% cash interest thereafter
 - Callable after five years at 104.50%, six years at 102.25%, and seven years at par

Remaining Unsecured Notes

- Following the exchange, we have \$205 million of senior unsecured notes remaining with \$12.6 million of annual cash interest expense. The following table summarizes the remaining notes.

Tranche	Interest Rate	Maturity	Outstanding (\$ millions)	Annual Interest (\$ millions)
2025	5.625%	October 1, 2025	\$98.3	\$5.5
2027	5.500%	April 15, 2027	\$31.8	\$1.8
2028	5.875%	October 1, 2028	\$22.5	\$1.3
2029	4.875%	September 1, 2029	\$25.7	\$1.2
2030	10.250%	May 1, 2030	\$27.0	\$2.8
Total			\$205.3	\$12.6