



NEWS RELEASE

CarMax Issues Statement on Engagement With Starboard Value

2026-03-11

RICHMOND, Va.--(BUSINESS WIRE)-- CarMax, Inc. (NYSE: KMX) ("CarMax" or the "Company"), today confirmed that its Board of Directors (the "Board") received a notice from Starboard Value LP ("Starboard"), nominating two directors for election to the Company's Board at the 2026 Annual Meeting of Shareholders and issued the following statement.

"CarMax has been taking the necessary steps to ensure that this business delivers on its potential and is responsive to shareholders," said Tom Folliard, Executive Chair of the Board. "Our engagement with Starboard to date has been productive and we remain focused on continued constructive conversations. We are pleased that Starboard agrees with our Board that Keith is the right leader to deliver on the potential of this business."

The CarMax Board has taken a series of steps to improve the performance of the business, including accelerating its succession planning in early November by installing interim leadership of David McCreight and Tom Folliard. On February 12, the Board appointed Keith Barr as the next CEO of CarMax, who will start in his role on March 16. The Board remains committed to providing active oversight to enhance long-term shareholder value.

CarMax's Board of Directors will present its recommendation on the proposed nominees in due course. CarMax shareholders are not required to take any action at this time.

BofA Securities, Inc. and Goldman Sachs & Co. LLC are serving as financial advisors, and Wachtell, Lipton, Rosen & Katz is serving as legal advisor to CarMax.

[About CarMax](#)



CarMax, the nation's largest retailer of used autos, revolutionized the automotive retail industry by driving integrity, honesty and transparency in every interaction. The company offers a truly personalized experience with the option for customers to do as much, or as little, online and in-store as they want. During the fiscal year that ended February 28, 2025, CarMax sold approximately 790,000 used vehicles and 540,000 wholesale vehicles at its auctions. In addition, CarMax Auto Finance originated more than \$8 billion in auto loans during fiscal 2025, adding to its nearly \$18 billion portfolio. CarMax has more than 250 store locations, over 28,000 associates, and is proud to have been recognized for 21 consecutive years as one of the Fortune 100 Best Companies to Work For®. CarMax is committed to helping its communities thrive and reducing the environmental footprint of its operations. Learn more in the 2025 Responsibility Report. For more information, visit www.carmax.com.

Forward-Looking Statements

We caution readers that the statements contained in this press release that are not statements of historical fact, including statements about our future business plans, operations, challenges, opportunities or prospects, including without limitation any statements or factors regarding our preliminary financial outlook and results, expected succession matters, operating capacity, sales, inventory, market share, financial and operational targets and goals, revenue, margins, expenses, liquidity, loan originations, capital expenditures, share repurchase plans, debt obligations or earnings, are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by the use of words such as “anticipate,” “believe,” “could,” “enable,” “estimate,” “expect,” “focused on,” “intend,” “may,” “outlook,” “plan,” “positioned,” “predict,” “should,” “target,” “will” and other similar expressions, whether in the negative or affirmative. Such forward-looking statements are based upon management’s current knowledge, expectations and assumptions and involve risks and uncertainties that could cause actual results to differ materially from anticipated results.

For details on factors that could affect expectations, see our Annual Report on Form 10-K for the fiscal year ended February 28, 2025, and our quarterly or current reports as filed with or furnished to the U.S. Securities and Exchange Commission. Our filings are publicly available on our investor information home page at investors.carmax.com. Requests for information may also be made to the Investor Relations Department by email to investor_relations@carmax.com or by calling (804) 747-0422 x7865. We undertake no obligation to update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

Additional Information

CarMax, Inc. (“CarMax”) plans to file a proxy statement and accompanying WHITE proxy card with the U.S. Securities and Exchange Commission (the “SEC”) in connection with its 2026 Annual Meeting of Shareholders (the “2026 Annual Meeting”) and its solicitation of proxies for CarMax’s director nominees and for other matters to be voted

on. CarMax may also file other relevant documents with the SEC regarding its solicitation of proxies for the 2026 Annual Meeting. **CARMAX SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT (AND ANY AMENDMENTS AND SUPPLEMENTS THERETO) AND ACCOMPANYING WHITE PROXY CARD AND ANY OTHER RELEVANT SOLICITATION MATERIALS WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Shareholders may obtain copies of the proxy statement, any amendments or supplements to the proxy statement and other documents (including the WHITE proxy card) as and when filed by CarMax with the SEC without charge from the SEC's website at www.sec.gov. Copies of the documents filed by CarMax with the SEC also may be obtained free of charge at CarMax's investor relations website at <https://investors.carmax.com/ir-home/default.aspx> or upon written request sent to CarMax, Inc., 12800 Tuckahoe Creek Parkway, Richmond, Virginia 23238, Attention: Investor Relations Department.

Certain Information Regarding Participants in the Solicitation

CarMax, its directors, certain of its executive officers and employees may be deemed to be participants in connection with the solicitation of proxies from CarMax shareholders in connection with the matters to be considered at the 2026 Annual Meeting. Information regarding the names of such directors and executive officers and their respective interests in CarMax, by securities holdings or otherwise, is available in CarMax's proxy statement for the 2025 annual meeting of shareholders, which was filed with the SEC on **May 8, 2025** (the "2025 Proxy Statement"), including in the sections captioned "Compensation Discussion and Analysis," "Director Compensation," "Compensation Tables" and "CarMax Share Ownership," in CarMax's Annual Report on Form 10-K for the fiscal year ended February 28, 2025, filed with the SEC on **April 11, 2025**, and in CarMax's Current Reports on Form 8-K filed with the SEC from time to time. To the extent that CarMax's directors and executive officers have acquired or disposed of CarMax securities since the applicable "as of" date disclosed in the 2025 Proxy Statement, such changes have been or will be reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 or Statements of Changes in Beneficial Ownership of Securities on Form 4 filed with the SEC, including: Form 4 filed by Peter J. Bensen on **July 2, 2025**; Form 4 filed by Sona Chawla on **July 2, 2025**; Form 4s filed by Thomas J. Folliard on **July 2, 2025** and **December 30, 2025**; Form 4 filed by Shira Goodman on **July 2, 2025**; Form 4s filed by Mark F. O'Neil on **July 2, 2025** and **October 6, 2025**; Form 4s filed by David W. McCreight on **July 2, 2025** and **December 30, 2025**; Form 4 filed by Pietro Satriano on **July 2, 2025**; Form 4 filed by Marcella Shinder on **July 2, 2025**; Form 4s filed by Mitchell D. Steenrod on **July 2, 2025** and **October 3, 2025**; and Form 4s filed by John M. Stuckey III on **July 7, 2025** and **July 9, 2025**.

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