

# **Our History Drives Our Future**

Founded in 1982 with a single auction facility, Copart has grown into a global leader and the premier source of online vehicle auctions. Our innovative technology and online auction platform, supported by our logistics and storage capabilities, connect buyers and sellers around the world and enable the global re-use and recycling of vehicles, parts and raw materials.

### **Our Foundation Core Values**

Copart's values serve as a driving force in our environment, social, and governance (ESG) strategy, and help to guide our company's growth as a leading global provider of online auctions and vehicle remarketing services.











# **Our Company Reach**







# To Our Stockholders



#### **Dear Stockholder:**

I'm pleased to tell you that our fiscal 2025 was another record-setting year for Copart and our stockholders. Our net income rose 13.9% to \$1.5 billion. As of July 31, 2025, we had total liquidity of \$6 billion, consisting of \$4.7 billion in cash and treasury securities plus another \$1.25 billion in undrawn capacity under our credit facility, and we had over \$10 billion of total assets on our balance sheet.

You are cordially invited to attend the 2025 annual meeting of stockholders of Copart, Inc. to be held on Friday, December 5, 2025, at 8:00 a.m., Central Standard Time, at Copart's corporate headquarters located at Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254.

At this year's annual meeting, our stockholders will be asked:

- To elect the twelve nominees for director named in the proxy statement to hold office until our 2026 annual meeting of stockholders or until their respective successors have been duly elected and qualified;
- To approve, on an advisory (non-binding) basis, the compensation of our named executive officers for the fiscal year ended July 31, 2025;
- To ratify the appointment by the Audit Committee of our Board of Directors of Ernst & Young LLP as our independent registered public
  accounting firm for the fiscal year ending July 31, 2026; and
- To transact such other business as may properly come before the annual meeting or any adjournment or postponement of the annual meeting.

Your vote is important. Whether or not you plan to attend the annual meeting, we urge you to vote and submit your proxy in advance of the annual meeting by following one of the methods described in the proxy statement. You may vote your shares via the Internet or by telephone, as instructed in the proxy statement, or if you elected to receive printed versions of the materials, by signing, dating and returning the enclosed paper proxy card in the enclosed postage-paid envelope.

Details regarding admission to the meeting and the business to be conducted are described in the accompanying notice of annual meeting of stockholders and proxy statement. Any stockholder who attends the annual meeting may vote in person, even if he or she has already voted online, by telephone, or by mail.

Thank you for your ongoing support of Copart. We look forward to seeing you at our 2025 annual meeting.

Sincerely,

Willis J. Johnson



COPART, INC.
Copart Tower
14185 Dallas Parkway, Suite 300
Dallas, Texas 75254
(972) 391-5000

# **NOTICE OF 2025 ANNUAL MEETING OF STOCKHOLDERS**

Time and Date: 8:00 a.m., Central Standard Time

Friday, December 5, 2025

Place: Copart's corporate headquarters

Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254

#### Items of Business

- 1. To elect the twelve nominees for director named in this proxy statement to hold office until our 2026 annual meeting of stockholders or until their respective successors have been duly elected and qualified.
- To approve, on an advisory (non-binding) basis, the compensation of our named executive officers for the fiscal year ended July 31, 2025.
- 3. To ratify the appointment by the Audit Committee of our Board of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2026.
- 4. To transact such other business as may properly come before the annual meeting or any adjournment or postponement of the annual meeting.

#### **Record Date**

You are entitled to vote only if you were a Copart stockholder of record as of the close of business on the record date, October 10, 2025.

## **Meeting Admission**

You are entitled to attend the annual meeting only if you were a Copart stockholder as of the close of business on the record date or otherwise hold a valid proxy for the annual meeting. If you are not a stockholder of record but hold shares through a broker, bank, trustee, or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the record date, such as your most recent account statement reflecting ownership on the record date, a copy of the voting instruction card provided by your broker, bank, trustee, or nominee, or similar evidence of ownership.

A complete list of stockholders entitled to vote at the meeting will be available and open to examination by any stockholder for any purpose germane to the meeting for a period of at least ten days

#### **Annual Report**

You may access our annual report on Form 10-K for the fiscal year ended July 31, 2025 by visiting www.edocumentview.com/CPRT.

#### **Date of Mailing**

On or about October 24, 2025, we will commence the mailing to our stockholders (other than those who previously requested electronic or paper delivery) of a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials, the Notice of Annual Meeting of Stockholders, the proxy statement providing information concerning the matters to be acted upon at the 2025 annual meeting of stockholders and our annual report on Form 10-K for the fiscal year ended July 31, 2025. If you requested printed versions of these materials, a proxy card for the 2025 annual meeting is also included.

# Voting

Your vote is very important. Whether or not you plan to attend the annual meeting, we encourage you to read the proxy statement and submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions in the section entitled "Questions and Answers About the Proxy Materials and Annual Meeting" beginning on page 71 of the proxy statement.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON FRIDAY, DECEMBER 5, 2025:

This notice of annual meeting, Notice of Internet Availability of Proxy Materials, proxy statement, and annual report on Form 10-K for the fiscal year ended July 31, 2025 are being made available on or about October 24, 2025 to all stockholders of record entitled to vote at the annual meeting at www.edocumentview.com/CPRT.

headquarters.	ing normal business hours	·		

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# **Forward-Looking Statements**

This proxy statement, including the section entitled "Compensation Discussion and Analysis" set forth below, contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements are based on our current expectations and involve risks and uncertainties that may cause our actual results to differ materially from those anticipated by these forward-looking statements. These forward-looking statements may include statements regarding actions to be taken by us in the future. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements should be evaluated together with the many uncertainties that affect our business, particularly those mentioned in the section on forward-looking statements and in the risk factors in Part I, Item 1A of our annual report on Form 10-K for the fiscal year ended July 31, 2025, and in our periodic reports on Form 10-Q and current reports on Form 8-K as filed with the SEC.

# **Proxy Statement Summary**

This summary highlights information contained elsewhere in this proxy statement and does not contain all of the information that you should consider. You should read the entire proxy statement carefully before voting.

## 2025 Annual Meeting of Stockholders

#### **Meeting Date**

Friday, December 5, 2025

#### **Record Date**

October 10, 2025

# **Meeting Time**

8:00 a.m., Central Standard Time

#### **Vote Your Shares**

Your vote is important. We encourage you to vote in advance, even if you plan to attend the 2025 annual meeting.



#### Internet

www.investorvote.com/CPRT



# **Phone**

1-800-652-VOTE or the number provided on your voting instructions



#### Mail

Use the postage-paid envelope provided if you receive printed proxy materials

## **Attend the Meeting**

You are cordially invited to attend the 2025 annual meeting of stockholders of Copart, Inc. to be held on Friday, December 5, 2025, at 8:00 a.m., Central Standard Time, at Copart's corporate headquarters located at Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254.

Your vote is important. Whether or not you plan to attend the annual meeting, we urge you to vote and submit your proxy in advance of the annual meeting by following one of the methods described in the proxy statement. You may vote your shares via the Internet or by telephone, as instructed in the proxy statement, or if you elected to receive printed versions of the materials, by signing, dating and returning the enclosed paper proxy card in the enclosed postage-paid envelope. Your vote by proxy will ensure your representation at the annual meeting of stockholders regardless of whether you attend in person. Details regarding admission to the annual meeting and the business to be conducted are described in the proxy statement.

# **Agenda and Voting Recommendations**

At this year's annual meeting, our stockholders will be asked to vote on the following agenda items:

Agenda I	tem	Board Vote Recommendation	Page Reference
1.	Election of Directors	FOR	26
2.	Advisory Vote on Approval of Executive Compensation	FOR	33
3.	Ratification of Appointment of Ernest & Young LLP	FOR	36

2025 Proxy Statement Summary

# **Fiscal 2025 Performance Summary**



2025 Proxy Statement Summary

#### **Corporate Governance Highlights**

# ✓ Retain flexibility to allocate the responsibilities of the positions of the Chairman of our Board of Directors (the "Board") and chief executive officer in a way that our Board believes is in our and our stockholder's best interests

# Board Structure and Independence

- ✓ Separation of the offices of Chairman of the Board and chief executive officer appropriately allows our chief executive officer and management of the Company to focus primarily on our business strategy, operations, and corporate vision, while the Chairman of the Board provides guidance to the chief executive officer, sets the agenda for Board meetings, and presides over meetings of the full Board
- ✓ Lead independent director serves as the formal liaison between the Board and the chief executive officer, reviews and approves the proposed Board agendas, and leads the executive session portion of our regular Board meetings at which only independent directors are present
- Board comprised of a majority of "independent directors"

# Board Oversight

- ✓ Board receives regular reports from members of senior management on areas of material risk to us, including operational, financial, legal, compliance and regulatory, and strategic and reputational risks
- ✓ Our Board has the ultimate oversight responsibility for our risk management policies and processes and the committees of our Board also have responsibility for risk oversight with respect to certain matters
- ✓ Our Audit Committee oversees management of financial risk exposures, including the integrity of our accounting and financial reporting processes and controls, compliance and cybersecurity risks
- ✓ Our Compensation Committee considers the risks associated with our compensation policies and practices with respect to both executive compensation and employee compensation generally
- ✓ Our Nominating, Governance, and Sustainability Committee oversees risks associated with our overall governance practices and the leadership structure of our Board

## Strong Corporate Governance Practices

- ✓ Our Board is responsible for setting our strategic corporate goals
- / Alignment with recognized sustainability standards, with a broad awareness of the social, environmental, and human context in which we operate. Our Nominating, Governance, and Sustainability Committee is responsible for overseeing our business activities in this area
- ✓ In December 2024, we published our 2024 sustainability report on our investor relations website that provides detailed disclosures regarding our sustainability objectives based on the United Nations Sustainable Development Goals (UN SDGs), the Sustainability Accounting Standards Board (SASB), and the Global Reporting Initiative (GRI) frameworks

# Stockholder Rights

- ✓ Stockholders have the right to elect all members of our Board each year
- √ To be elected as a director in an uncontested election, each nominee must receive a majority of votes cast
- $\checkmark$  Stockholders have the ability to call a special meeting
- ✓ Stockholders are able to submit proposals and director nominees for consideration in advance of our annual meetings each year

2025 Proxy Statement Summary

# **Director Nominees**

Name	Age	Position	Director Since	Independence	Audit Committee	Compensation Committee	Nominating, Governance, and Sustainability Committee
Willis J. Johnson	78	Chairman of the Board	1982				
A. Jayson Adair	56	Executive Chairman	1992				
Matt Blunt	54	Director	2009	✓	✓	✓	
Steven D. Cohan	64	Director	2004	✓	✓	✓	
Daniel J. Englander	56	Director	2006	✓		✓	✓
Stephen Fisher	61	Director	2019	✓	✓		
Cherylyn Harley LeBon	59	Director	2021	✓		✓	✓
Jeffrey Liaw	48	Director	2024				
James E. Meeks	76	Director	1996	✓			
Diane M. Morefield	67	Director	2019	✓	✓		✓
Carl D. Sparks	58	Director	2021	✓	✓		✓
Thomas N. Tryforos	66	Director	2012	✓		✓	✓

# **Executive Compensation Highlights**

Set forth below is the fiscal 2025 compensation for each NEO (as defined in the "Compensation Discussion and Analysis" section of this proxy statement) as determined under U.S. Securities and Exchange Commission ("SEC") rules. See the Fiscal Year 2025 Summary Compensation Table and the accompanying notes to the table beginning on page 55 for more information.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
A. Jayson Adair Executive Chairman	2025	1	_	_	_	_	432,171	432,172
Jeffrey Liaw Chief Executive Officer	2025	900,000	_	_	_	1,093,400	79,292	2,072,692
Leah C. Stearns Senior Vice President and Chief Financial Officer	2025	580,591	_	_	_	464,000	11,714	1,056,305

2025 Proxy Statement Summary

What We Do		What We Don't Do				
✓	Our Compensation Committee consists entirely of independent directors	×	No guaranteed salary increases or bonuses			
✓	We hold a "say-on-pay" vote annually	×	No excessive benefits and perquisites			
✓	We regularly engage with our stockholders	×	No special executive retirement plans			
✓	A substantial portion of our named executive officers' compensation is at-risk	×	No tax gross-up upon a change of control			
✓	We set challenging performance goals and cap the payouts under our executive bonus plan	×	No incentives for inappropriate risk-taking			
✓	We provide reasonable severance and change in control benefits	×	No short sales or hedging of equity interests, or transactions involving derivatives of our securities			
✓	We evaluate our levels of executive compensation against an appropriate peer group	×	No discounting, reloading or repricing of stock options			
✓	We maintain an equity ownership policy that prohibits our executive officers from selling shares unless they meet the minimum equity ownership requirement					
✓	We have adopted an executive officer claw-back policy					
✓	We maintain director and executive officer stock ownership guidelines					

# Sustainability Strategy and Highlights

Since our inception in 1982, Copart has played a critical role in the automotive circular economy as a key intermediary enabling the recycling and reuse of automobiles and automotive parts, while facilitating access to transportation around the world. The very nature of our business is aligned with the reduction of carbon emissions. The process of manufacturing a new vehicle generates approximately 2 metric tons of carbon dioxide equivalents, according to the U.S. Department of Energy. By matching millions of vehicles each year with buyers who will repurpose vehicles, Copart helps the world avoid millions of tons of carbon dioxide equivalents.

We are proud that our business, by its nature, enhances the habitability of our planet. We facilitate the re-use and recycling of millions of vehicles each year, while accelerating access to affordable transportation and the attendant benefits of social, educational, and economic mobility around the world. To learn more about Copart's sustainability efforts, please review our 2024 sustainability report, which is available on our website at www.copart.com under Investor Relations.

2025 Proxy Statement Summary

Copart's sustainability strategy is rooted in our company's core values and prioritizes four focus areas:

#### **Where We Focus**

## Reducing Environmental Impacts Through Circularity and Innovation

We enable the avoidance of additional carbon emissions by extending the life cycle of vehicles and components; we innovate to reduce our own operational footprint.

## Paving the Way For Physical and Socioeconomic Mobility

We enable more affordable access to mobility, leading to economic development and social well-being.

## Prioritizing and Empowering Our Employees

We invest in our employees, maintain robust safety guidelines, conduct employee training, and promote inclusion across our workforce.

## Serving Our Communities and Customers as a Responsible and Reliable Business Partner

We strengthen the resiliency and adaptive capacity of the communities we serve and contribute to public health and safety.

# Questions and Answers and Other Information

Please see "Other Matters" beginning on page 80 and "Questions and Answers about the Proxy Materials and Annual Meeting" beginning on page 71 for important information about the proxy materials, voting, the annual meeting, company documents, communications and the deadlines to submit stockholder proposals and director nominees for the 2025 annual meeting of stockholders. Additional questions may be directed by phone by calling us at (972) 391-5000.

# Learn More About Our Company

You can learn more about our company, view our governance materials and much more by visiting our website at www.copart.com under Investor Relations.

Please also visit www.edocumentview.com/CPRT to access our notice of annual meeting of stockholders, proxy statement and 2025 annual report on Form 10-K.



# CORPORATE GOVERNANCE AND BOARD OF DIRECTORS

# **Board Composition**

Our Board is currently comprised of twelve members. Our bylaws permit our Board to establish the authorized number of directors within a range of five to twelve members, and twelve directors are currently authorized. The Board is nominating twelve nominees for election.

All directors elected at an annual meeting are elected to serve from the time of election and qualification until the earlier of the next annual meeting of stockholders following such election, or their resignation or removal. At each annual meeting of stockholders, the terms of each of our incumbent directors expire and twelve members of our Board are standing for re-election as directors.

Our bylaws provide for a majority voting standard in the election of directors, except in the event of a contested election, in which case we will revert to a plurality voting standard, the default standard under Delaware law. For a description of our majority voting standard, please refer to the section captioned "Proposal 1-Election of Directors."

COPART, INC. 8 2025 PROXY STATEMENT

#### CORPORATE GOVERNANCE AND BOARD OF DIRECTORS

# **Board Skills Matrix**

The directors serving on our Board come from diverse backgrounds that align with our business requirements, help us to address the risks to which our business is subject, and foster sound business judgment.

When conducting its review of the appropriate skills and qualifications desired of directors, the Nominating, Governance, and Sustainability Committee particularly considers the skills, experiences, and expertise that are critical to the Board's ability to provide effective oversight of the Company and are directly relevant to Copart's business, strategy, and operations. These are as follows:

Skills, e	experiences, and expertise	Johnson	Adair	Blunt	Cohan	Englander	Fisher	LeBon	Liam	Meeks	Morefield	Sparks	Tryforos
	Salvage Vehicle Remarketing Industry Executive experience in the salvage vehicle remarketing industry.	✓	✓		✓				<b>√</b>	<b>√</b>			
<b>[\$</b> ]	Investment Management Executive experience in the investment management industry, including hedge funds, private equity firms, and venture capital firms.					✓			✓			✓	✓
	Government/Regulatory/Public Policy Executive experience in federal, state, and local government, within areas that are relevant to our business.			✓				✓					
	Technology/Cybersecurity Executive experience in the technology sector, including cybersecurity.	✓	✓		✓		<b>√</b>			<b>√</b>	<b>√</b>	<b>√</b>	
	Legal/Compliance Distinguished professional experience as a practicing attorney, in areas of law that are highly relevant to our business, such as corporate governance, governmental regulation, and compliance.							<b>√</b>					
	Public Company Board Experience Experience serving as a director at other sophisticated companies with comparable size and complexity.					✓	✓	✓	✓		✓	✓	✓
	Finance and Accounting Distinguished professional expertise and executive experience in finance and accounting roles, including any CPA credentials.			✓	✓	✓		✓	✓		✓	✓	✓
To	Real Estate Executive experience in the real estate industry, including land acquisitions, zoning, and development.	✓	✓		✓	✓			<b>√</b>	✓	✓		

#### **CORPORATE GOVERNANCE AND BOARD OF DIRECTORS**

# **Board Diversity Matrix**

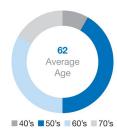
Our Nominating, Governance, and Sustainability Committee considers all aspects of diversity, including racial and gender diversity, in evaluating Board candidates, in addition to relevant skills and experience. The following table sets forth further diversity statistics as self-reported by the twelve (12) directors on our Board as of July 31, 2025:

	Female	Male
Part I: Gender		
Directors	2	10
Part II: Demographic Background		
African American or Black	1	0
Asian	0	2
White	1	8









(1) Willis J. Johnson and A. Jayson Adair are company founders.

# Fiscal 2025 Board Meetings

During fiscal 2025, our Board held five meetings. Each of our directors attended or participated in 75% or more of the total number of meetings of our Board held during the period of their service. Each of the directors also attended or participated in 75% or more of the meetings held by the standing committees of our Board on which they served during the past fiscal year.

#### **Board Leadership Structure**

# Chairman of the Board

Our Board believes that it is important to retain its flexibility to allocate the responsibilities of the positions of the Chairman of our Board and chief executive officer in a way that it believes is in our best interests. Currently, the roles of Chairman of our Board and chief executive officer have been separated by our Board. Willis J. Johnson is our Chairman of the Board, and Jeffrey Liaw is our chief executive officer. Our Board believes that the separation of the offices of Chairman of the Board and chief executive officer is appropriate at this time because it allows our chief executive officer to focus primarily on our business strategy, operations, and corporate vision, while the Chairman of the Board provides guidance to the chief executive officer, sets the agenda for Board meetings with consultation of our lead independent director, and presides over meetings of the full Board. Our Board's administration of risk oversight has not affected its leadership structure.

#### **CORPORATE GOVERNANCE AND BOARD OF DIRECTORS**

#### **Executive Chairman**

In April 2023, as part of our management succession plan, A. Jayson Adair transitioned into his current role as executive chairman from his former position as co-chief executive officer. In his role as executive chairman, Mr. Adair actively advises our chief executive officer Jeffrey Liaw regarding corporate strategic initiatives and is available for immediate executive management support as needed. Mr. Adair also regularly consults with our Chairman of the Board, Willis J. Johnson, on corporate governance matters. Like Mr. Johnson, Mr. Adair's status as one of our ten largest stockholders fortifies the alignment between stockholders and management and helps us keep our focus on sustainable, long-term growth. Mr. Johnson is currently 78 years old, and Mr. Adair is currently 56. We believe that our founder-led culture has been a key differentiating factor in our success, and that Mr. Adair is positioned to help us sustain this competitive advantage for the foreseeable future.

# Lead Independent Director

Our Corporate Governance Principles provide for the election of a "lead independent director", a position currently held by Daniel J. Englander. Initially, the lead independent director was responsible for scheduling and preparing agendas for meetings among our outside directors and, where applicable, communicating with the chief executive officer and Chairman of the Board, timely disseminating information to the other directors and liaising with management on behalf of the independent directors when appropriate. Our Nominating, Governance, and Sustainability Committee recently evaluated the lead independent director's responsibilities and has elected to expand those responsibilities to include the following:

- · Preside at all meetings of the Board in the absence of, or upon the request of, the Chairman of the Board
- Lead regular executive sessions of the independent Directors
- · Approve meeting schedules to assure sufficient time for discussion of all agenda items
- · Call special meetings of the Board as necessary to address important or urgent Company issues
- · Advise the Chairman of the Board on the retention of advisors and consultants who report directly to the Board
- Advise the Chairman of the Board and the chief executive officer, as appropriate, on issues discussed at executive sessions of non-employee and/or independent Directors
- Review with the chief executive officer, throughout the year, the non-employee Directors' ongoing evaluation of and feedback on the chief executive officer's performance
- Lead the Board's annual chief executive officer performance evaluation
- Serve as principal liaison between the non-employee and/or independent Directors, as a group, and the Chairman of the Board and the chief executive officer, as necessary
- Upon request, represent the Board with internal and external audiences, including stockholders
- Select an interim lead independent director to preside over meetings at which he or she cannot be present

#### **Director Independence**

As a company listed on the Nasdaq Global Select Market ("Nasdaq"), we are required under the Nasdaq listing requirements to maintain a board comprised of a majority of "independent directors," as determined affirmatively by our Board. In addition, the Nasdaq rules require that, subject to specified exceptions, each member of our Audit Committee, Compensation Committee, and Nominating, Governance, and Sustainability Committee be independent. In September 2025, our Board undertook a review of the independence of our directors and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. As a result of this review, our Board determined that a majority of our directors are "independent directors" as defined under applicable Nasdaq rules. Of our incumbent directors, Matt Blunt, Steven D. Cohan, Daniel J. Englander, Stephen Fisher, Cherylyn Harley LeBon, James E. Meeks, Diane M. Morefield, Carl D. Sparks, and Thomas N. Tryforos have each been determined by our Board to be an "independent director" as that term is defined under the rules of Nasdaq.

#### CORPORATE GOVERNANCE AND BOARD OF DIRECTORS

In making its independence determinations, our Board considered transactions between the Company and entities associated with the directors or members of their immediate family. All identified transactions that appear to relate to us and a person or entity with a known connection to a director are presented to our Board for consideration. In making its determination that certain directors are independent, our Board considered the transactions in the context of the Nasdaq rules, and the standards established by the SEC for members of audit committees, compensation committees, and nominating, governance, and sustainability committees.

# **Oversight of Risk Management**

#### The Board of Directors

The role of our Board in our risk oversight process includes receiving regular reports from members of senior management on areas of material risk to us, including operational, financial, legal, compliance, and regulatory, and strategic and reputational risks.

Our Board's role in risk oversight is consistent with our Board's leadership structure, with the chief executive officer and other members of senior management having responsibility for assessing and managing our risk exposure, and our Board and its committees providing oversight in connection with those efforts. While our Board has the ultimate oversight responsibility for our risk management policies and processes, the committees of our Board also have responsibility for risk oversight with respect to certain matters.

#### **The Audit Committee**

Audit Committee management of financial risk exposures, including the integrity of our accounting and financial reporting processes and controls. As part of this responsibility, our Audit Committee meets periodically with our independent auditors, our internal auditors, and our financial and accounting personnel to discuss significant financial exposures and the steps risk management has taken to monitor, control, and report these exposures. Additionally, our Audit Committee reviews significant findings prepared by our independent auditors together with management's responses as well as significant findings of our internal auditors. Our Audit Committee also oversees risk associated with related party transactions, business conduct, regulatory compliance, and cybersecurity and privacy compliance.

# The Compensation Committee

Our Compensation Committee considers the risks associated with our compensation policies and practices with respect to both executive compensation and employee compensation generally. Our management has reviewed with our Compensation Committee the compensation plans and programs that could have a material impact on us. This review considered whether any of these plans or programs may encourage inappropriate risk-taking, whether any plan may give rise to risks that are reasonably likely to have a material adverse effect on us, and whether our management would recommend any changes to the plans. Our management also reviewed with our Compensation Committee risk-mitigating controls such as the degree of Compensation Committee and senior management oversight of each program and the level and design of internal controls over such programs. Based upon this review, we believe that the mix and design of the elements of our compensation policies and practices do not encourage our employees to assume excessive risks and, accordingly, are not reasonably likely to have a material adverse effect on us.

# The Nominating, Governance, and Sustainability Committee

Nominating, Governance, Sustainability Committee oversees risks associated with our overall governance practices and the leadership structure of our Board. Our Board is kept informed of each committee's risk oversight and other activities via regular reports of the committee chairs to the full Board. As part of its oversight of our overall governance practices, the Nominating, Governance, and Sustainability Committee has adopted our enterprise policy development and governance framework. To the extent that sustainability matters are not overseen or considered by the full Board in its oversight of our corporate strategy or specifically assigned to another committee, the Nominating, Governance, Sustainability Committee also oversees our general activities in sustainability areas

#### CORPORATE GOVERNANCE AND BOARD OF DIRECTORS

#### **Board Committees**

Our Board maintains three standing committees: an Audit Committee, a Compensation Committee, and a Nominating, Governance, and Sustainability Committee. Each committee has a written charter, which is reviewed and approved annually by our Board, outlining the principal responsibilities of such committee. Copies of the current committee charters are available in the Corporate Governance section of the Investor Relations page on our website at www.copart.com.

Only directors deemed to be "independent" (see below) serve on the Audit Committee, Compensation Committee, or Nominating, Governance, and Sustainability Committee. However, our Board may create special committees from time to time, and our current employee directors or those deemed not to be independent under applicable rules and guidelines may be appointed to serve on those special committees, as our Board may determine.

#### **Audit Committee**

#### Meetings in 2025: 5

Steven D. Cohan, Chair ■
Matt Blunt
Stephen Fisher
Diane M. Morefield ■
Carl D. Sparks

– Audit CommitteeFinancial Expert

All members of our Audit Committee are independent.

- · Oversee our accounting and financial reporting processes and audits of our consolidated financial statements;
- Assist our Board in overseeing and monitoring: (i) the integrity of our consolidated financial statements; (ii) our internal
  accounting and financial controls; (iii) our compliance with legal and regulatory requirements; and (iv) our independent
  auditor's qualifications, independence, and performance;
- · Prepare the Audit Committee report that the rules of the SEC require be included in our annual proxy statement;
- · Provide our Board with the result of its monitoring and any recommendations derived from such monitoring;
- Provide our Board with additional information and materials as our Audit Committee may determine to be necessary to make our Board aware of significant financial matters requiring Board attention
- Function as our qualified legal compliance committee for the purposes of reviewing and discussing the Company's compliance program along with any reports concerning material violations submitted to it by our chief compliance officer, attorneys or our outside counsel; and
- Oversee our compliance programs, including, but not limited to, our data protection compliance and cybersecurity programs.

#### **Compensation Committee**

#### Meetings in 2025: 5

Daniel J. Englander, Chair Matt Blunt Steven D. Cohan Cherylyn Harley LeBon Thomas N. Tryforos

All members of our Compensation Committee are independent.

- · Assist our Board in providing oversight of our compensation policies, plans and benefits programs; and
- Review and approve, and, where appropriate, make recommendations to our Board regarding all forms of compensation to be provided to all of our executives, directors, and consultants, including equity compensation and loans, and all bonus and equity compensation to all employees.

#### **CORPORATE GOVERNANCE AND BOARD OF DIRECTORS**

Nominating, Governance, and Sustainability Committee

#### Meetings in 2025: 4

Diane M. Morefield, Chair Daniel J. Englander Cherylyn Harley LeBon Carl D. Sparks Thomas N. Tryforos

All members of our Nominating, Governance, and Sustainability Committee are independent.

- Ensure that our Board is properly constituted to meet its fiduciary obligations to stockholders and that we have and follow appropriate governance standards;
- · Develop and recommend to our Board our Corporate Governance Principles and Code of Business Conduct;
- Oversee our enterprise policy development and governance framework, and our activities in sustainability-related areas; and
- · Oversee our annual Board and Board committee evaluations.

## **Compensation Committee Interlocks and Insider Participation**

Our Compensation Committee consists of Daniel J. Englander, Matt Blunt, Steven D. Cohan, Cherylyn Harley LeBon, and Thomas N. Tryforos. No member of our Compensation Committee was, at any time during fiscal 2025, an officer nor employee of Copart or any of our subsidiaries. Mr. Cohan was previously an officer of Copart from 1992-1996. In addition, no member of our Compensation Committee had any relationship requiring disclosure under Item 404 of Regulation S-K promulgated by the SEC at the time such committee member served as a Board member and Compensation Committee member.

No interlocking relationship, as described by the SEC, currently exists or existed during fiscal 2025 between any member of our Compensation Committee and any member of any other company's board of directors or compensation committee.

# **Considerations in Identifying and Evaluating Director Nominees**

To the extent our Nominating, Governance, and Sustainability Committee believes it appropriate to identify and evaluate new director candidates, our Nominating, Governance, and Sustainability Committee generally requests our Board members and others to provide recommendations. The Nominating, Governance, and Sustainability Committee meets from time to time to evaluate biographical information and background material relating to potential candidates, and interviews potential director candidates.

# Our Nominating, Governance, and Sustainability Committee consists of:

- \* Diane M. Morefield
- \* Daniel J. Englander
- Cherylyn Harley LeBon
- \* Carl D. Sparks
- Thomas N. Tryforos

Our Nominating, Governance, and Sustainability Committee has established policies and procedures relating to the consideration of any individual recommended as a prospective director nominee from stockholders. Please see the section entitled "Director Nomination Process" below. The Nominating, Governance, and Sustainability Committee will consider candidates recommended by stockholders in the same manner as candidates recommended to the committee from other sources.

#### **CORPORATE GOVERNANCE AND BOARD OF DIRECTORS**

In its evaluation of director candidates, including the members of the Board eligible for re-election, our Nominating, Governance, and Sustainability Committee will consider the following:

- The current size and composition of our Board and the needs of the Board and its respective committees;
- Factors such as character, integrity, judgment, independence, area of expertise, corporate experience, length of service, personal characteristics (including gender, race, and diversity of experience), potential conflicts of interest, and other commitments; and
- · Other factors that our Nominating, Governance, and Sustainability Committee may consider appropriate.

Our Nominating, Governance, and Sustainability Committee evaluates these factors, among others, and does not assign any particular weighting or priority to any of these factors.

Any nominee for a position on the Board must satisfy the following minimum qualifications:

- The highest personal and professional ethics and integrity;
- Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
- · Skills that are complementary to those of the existing Board;
- · The ability to assist and support management and make significant contributions to the Company's success; and
- An understanding of the fiduciary responsibilities required of a member of the Board and the commitment of time and energy necessary to diligently
  carry out those responsibilities.

The Nominating, Governance, and Sustainability Committee considers diversity as one of many factors in identifying nominees for director, including personal characteristics such as race and gender, as well as diversity in the experience and skills that contribute to the Board's performance of its responsibilities in the oversight of a complex and highly-competitive global business. The Nominating, Governance, and Sustainability Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees.

If our Nominating, Governance, and Sustainability Committee determines that an additional or replacement director is required, the Nominating, Governance, and Sustainability Committee may take such measures as it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Nominating, Governance, and Sustainability Committee, Board, or management.

#### **CORPORATE GOVERNANCE AND BOARD OF DIRECTORS**

#### **Director Nomination Process**

Our Nominating, Governance, and Sustainability Committee is responsible for, among other things, determining the criteria for membership to our Board and recommending candidates for election to the Board. It is the policy of our Governance, and Sustainability Committee to consider recommendations for candidates to the Board from stockholders holding not less than 1% of the outstanding shares of our common stock continuously for at least twelve months prior to the date of submission of the recommendation or nomination. Stockholder recommendations for candidates to the Board must be directed in writing to Copart, Inc., Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254, Attention: Chief Legal Officer, and must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and Copart, and evidence of the recommending stockholder's ownership of our stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for Board membership, including issues of character, integrity, judgment, independence, area of expertise, corporate experience, length of service, personal characteristics, potential conflicts of interest, and other commitments, and personal references. For details regarding the process to nominate a director directly for election to the Board at an annual meeting of the stockholders, please see the section entitled "Questions and Answers About the Proxy Materials and Annual Meeting — What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors? — Nomination of Director Candidates."

#### **Identifying Director Candidates**

Potential candidates for director may be identified by our directors, a third-party search firm or stockholders.

#### **Review of Candidate Pool**

The Nominating, Governance, and Sustainability Committee reviews candidates to determine whether candidates warrant further consideration.

#### **In-Depth Candidate Review**

Candidates will meet with Nominating, Governance, and Sustainability Committee members and be evaluated for independence and potential conflicts, skills and experience, and their ability to contribute to the Board.

#### **Recommend Director Nominee Slate**

The Nominating, Governance, and Sustainability Committee recommends candidates for appointment or election to our Board.

#### **CORPORATE GOVERNANCE AND BOARD OF DIRECTORS**

### **Director Attendance at Annual Meetings**

Although we do not have a formal policy regarding attendance at stockholder meetings, our directors are encouraged to attend the annual meeting of stockholders. Messrs. Adair and Liaw attended our 2024 Annual Meeting.

#### Insider Trading and Anti-Hedging Policy

We have adopted insider trading policies and procedures governing the purchase, sale, and/or other disposition of the Company's securities by directors, officers, and employees, or the Company itself, that are reasonably designed to promote compliance with insider trading laws, rules, and regulations, and any listing standards applicable to the Company. Our insider trading policy precludes our officers, directors, employees, consultants, agents and contractors from engaging in transactions in publicly-traded options, such as puts and calls, and other derivative securities with respect to our securities. This prohibition extends to any hedging or similar transaction designed to decrease the risks associated with holding our securities.

#### **Corporate Governance Principles**

Our Board has adopted Corporate Governance Principles. Our Corporate Governance Principles address, among other items, the qualifications and responsibilities of our directors, the structure and composition of our Board and corporate governance policies and standards applicable to us in general. The full text of our Corporate Governance Principles is available on our website at <a href="https://www.copart.com/content/us/en/pdfs/copart-corporate-governance-principles.pdf">https://www.copart.com/content/us/en/pdfs/copart-corporate-governance-principles.pdf</a>.

#### Code of Business Conduct and Related Policies

Copart's commitment to integrity has always been at its core and is enshrined in the Company's values. Copart is committed to conducting its business with integrity and in compliance with applicable laws, regulations and ethical standards. Oversight of ethics and compliance matters is the responsibility of the Audit Committee, which receives regular reports from management regarding compliance and ethics risks, policies, and practices and oversees the Company's implementation of its ethics and compliance framework. In addition, in 2024, Copart onboarded its first dedicated chief compliance officer to support the Company's long-standing commitment to ethical conduct.

To support this commitment, the Board has adopted a comprehensive set of policies and procedures designed to promote ethical conduct across all aspects of our operations, including:

- Code of Business Conduct Establishes the standards of integrity and professional behavior expected of all directors, officers and
  employees of Copart and its subsidiaries.
- Global Anti-Corruption and Bribery Policy Prohibits bribery and corruption in all forms and, for the benefit of our workforce, supply chain and representatives, sets clear standards for compliance with global anti-corruption laws.
- Global Anti-Money Laundering Policy Provides guidelines to prevent, detect and respond to money laundering risks across our business activities and operations.
- Global Whistleblower Policy Provides employees and third parties with safe and confidential channels to report concerns regarding suspected or identified misconduct, with strong protections against retaliation.
- Supplier Code of Conduct Sets forth expectations for suppliers and business partners regarding ethical business practices, compliance with law, labor standards and environmental responsibility.
- Human Rights Policy and Code of Human Rights Policy Affirms our commitment to respecting internationally recognized human rights and embedding those principles in business operations and supply chains.
- Global Auction Integrity Policy Establishes guidelines to protect our compliance with applicable laws regarding auction conduct.
- · Global Sanctions Policy Prohibits business dealings with restricted persons under applicable sanctions laws.
- Global Antitrust and Fair Competition Policy Establishes our commitment to respecting applicable laws relating to anti-trust and fair competition.

#### **CORPORATE GOVERNANCE AND BOARD OF DIRECTORS**

- Know Your Customer Policy Establishes minimum know your customer practices and procedures for our members.
- Suspicious Activity Reporting Policy Implements a mechanism for voluntary reporting of certain potentially suspicious activity, in furtherance of our anti-money laundering compliance efforts.

The full text of our Code of Business Conduct and the above referenced policies are available on our website at <a href="https://www.copart.com/content/us/en/investor-relations/investor-relations">https://www.copart.com/content/us/en/investor-relations/investor-relations</a>. The Nominating, Governance, and Sustainability Committee of our Board is responsible for overseeing the Code of Business Conduct and these other policies, including regularly reviewing and updating our Code of Business Conduct and these policies for regulatory and best practices updates. Any amendments to the Code of Business Conduct and these other policies, or any waivers of their requirements, will be disclosed on our website.

Together, these policies form an integrated ethics and compliance framework that supports Copart's culture of accountability and ethical conduct. The Board and management work collaboratively to ensure that these policies remain current with legal requirements, industry standards and stakeholder expectations. This includes implementing training programs covering these policies and procedures for all of our employees.

#### **Annual Board Self-Evaluations**

Each year, the Nominating, Governance, and Sustainability Committee leads the Board through self-evaluations to assess whether the Board, its committees, and its members are functioning effectively and to identify areas where improvement can be made. This process also includes an evaluation of all directors, including the Board, lead independent director and committee chairs. The chair of the Nominating, Governance, and Sustainability Committee compiles and anonymizes the results of the self-evaluation and presents summaries that identify common themes, issues and suggestions to the committees and the Board. The Board and its committees review and discuss the summaries during committee and Board executive sessions, and then, as appropriate, enhance policies and practices based on the results. We believe this approach, in addition to ongoing feedback, supports the Board's effectiveness and continuous improvement.

#### **External Director Equity Ownership Policy**

In September 2020, our Board adopted a new external director equity ownership policy. Taken together with the equity compensation element of our external director compensation program, the policy is designed to encourage our directors to build and maintain a meaningful equity ownership position in our stock, in order to better align the interests of our Board with the interests of our stockholders. The external director equity ownership policy prohibits our external directors from selling any shares of our stock that they beneficially own unless both before and after the proposed sale the director holds shares — including vested options that can be exercised for shares — with a fair market value as of the proposed transaction date greater than or equal to three times the cash portion of their annual director compensation. Each of our directors is in full compliance with our External Director Equity Ownership Policy.

#### Stockholder Communications with our Board

Our Board recommends that stockholders who wish to communicate directly with our Board should do so in writing. Our Board has approved the following procedure for stockholders to communicate with our directors. Mail can be addressed to directors in care of Copart, Inc., Attention: Chief Legal Officer, Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254. All mail received will be opened and screened for security purposes. All mail, other than trivial or obscene items, will be forwarded to our directors. Trivial items will be delivered to our directors at the next scheduled Board meeting. Mail addressed to a particular director will be forwarded or delivered to that director. Mail addressed to "Outside Directors" or "Non-Management Directors" will be forwarded or delivered to the chair of our Nominating, Governance, and Sustainability Committee. Mail addressed to the "Board of Directors" will be forwarded or delivered to the Chairman of our Board. Our chief legal officer may decide in the exercise of his judgment whether a response to any stockholder communication is necessary.

#### CORPORATE GOVERNANCE AND BOARD OF DIRECTORS

This procedure does not apply to stockholder proposals submitted pursuant to our bylaws and Rule 14a-8 of the Exchange Act, as discussed in this proxy statement under the caption "What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors? — Nomination of Director Candidates."

#### Sustainability

Through its governance and oversight of our business, our Board is responsible for setting our strategic corporate goals. Our goals are to generate sustainable profits for our stockholders while providing environmental and social benefits for the communities we serve.

We believe that our business model should be aligned with recognized sustainability standards, with a broad awareness of the social, environmental, and human context in which we operate. Our Nominating, Governance, and Sustainability Committee is responsible for overseeing our business activities in this area.

In December 2024, we published our third annual sustainability report on our investor relations website that provides detailed disclosures regarding our sustainability objectives based on the UN SDGs, the SASB standards, and the GRI reporting framework. Although these disclosures are not incorporated by reference into this proxy statement, we believe the 2024 sustainability report offers valuable insights into the ways our business aligns favorably with important goals in these areas.

# **Data Protection and Cybersecurity**

We are committed to protecting the data that we use in our business operations, including personal data that may identify individuals. We have a chief information security officer who leads our cybersecurity efforts, and we have implemented an information security management system. We have also made substantial investments in both the number of our cybersecurity professionals and the technologies we use to protect the data that we use in our business.

Furthermore, our Audit Committee is responsible for oversight of our data protection and cybersecurity activities. To enhance the Board's oversight of cybersecurity matters, Stephen Fisher was added to our Board in 2019 and to our Audit Committee in 2020. He is a technologist currently serves as president & chief product officer at Salesforce.com, and formerly served as Salesforce.com's executive vice president and general manager for Next Generation CRM and Unified Data Services. Before his most recent roles of Salesforce.com, Mr. Fisher served as chief technology officer of eBay, Inc.

#### **CORPORATE GOVERNANCE AND BOARD OF DIRECTORS**

Our cybersecurity efforts focus on key areas, including:

#### Risk Management and Strategy

We work proactively to identify, evaluate, and manage cybersecurity threats to our business. These threats include disruption and denial of critical systems and infrastructure, intellectual property theft, fraud, extortion, harm to customers and employees, legal and litigation risks, reputational risks, and the breach of confidential business data, which could include personally identifiable information. We employ both holistic and focused processes for identifying, assessing, managing, and disclosing material cybersecurity risks to our business. Our holistic review is part of our general risk management process, and involves our executive leadership team, team members from our finance, legal, tech, and operations teams, and external legal, financial, and risk advisors who are subject matter experts in identifying, assessing, mitigating and reporting material risks. Our focused review involves internal assessment by our cybersecurity team, as well as external review by a cybersecurity consulting services firm, to evaluate our cybersecurity program and our capacity to defend against and respond to potential cybersecurity threats.

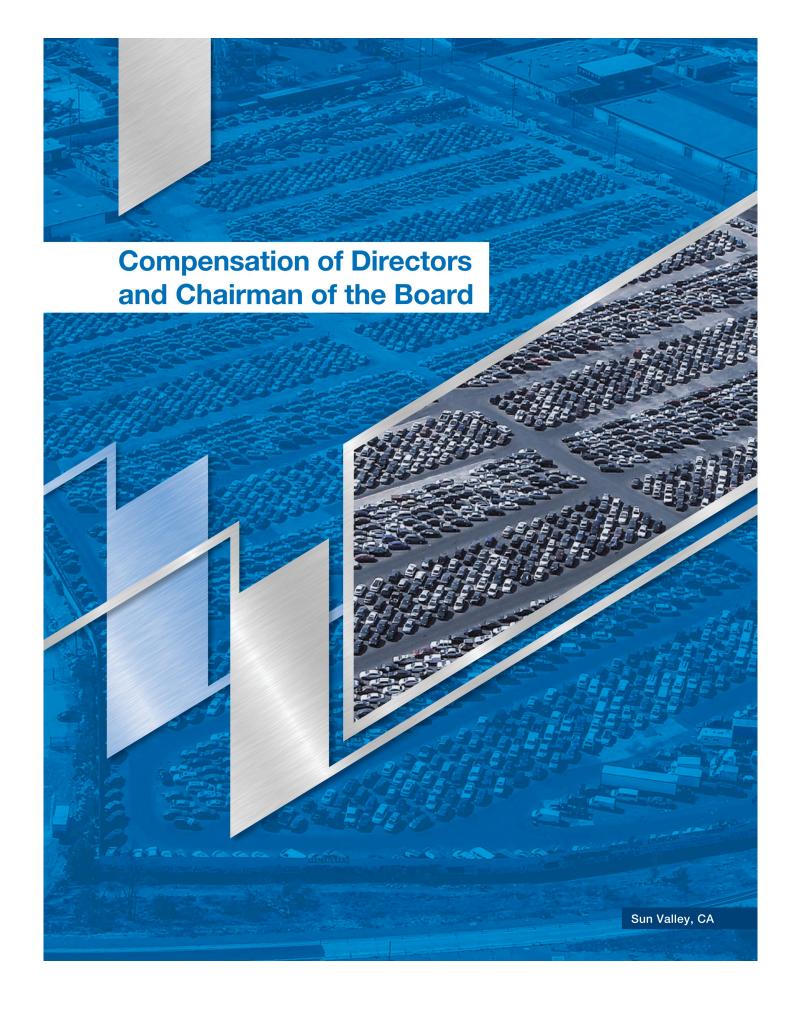
Through strategic investments over several years, we have established and enhanced a comprehensive cybersecurity program consisting of security toolsets, people, policies, and contracted third-party service providers that provide technical, organizational, and administrative safeguards to protect against and timely respond to cybersecurity threats and incidents. Our cybersecurity strategy is based foremost on defense in depth, and secondarily on resilience. Defense in depth is a strategy of layered security, in which we employ a variety of overlapping controls, tools, and processes to defend against threat actors. Resilience is a strategy focused on business continuity and disaster recovery, with the goal of rapidly restoring, rebuilding, and recovering from any adverse cyber impacts to our business. These controls, tools and processes include technologies designed to detect and defend against unauthorized access to our systems and infrastructure, relevant corporate policies, periodic cybersecurity and privacy training programs, and incident response protocols for preventing, detecting, responding to and recovering from cybersecurity incidents. We use the National Institute for Standards in Technology (NIST) security framework to evaluate our cybersecurity controls, which we work to continuously enhance.

#### Governance

Our Board of Directors has delegated oversight of our cybersecurity program to our Audit Committee, and this oversight responsibility is reflected in our Audit Committee charter. Our Audit Committee receives quarterly updates from our chief information security officer on the status of these programs. Our Audit Committee also receives a detailed presentation from our chief information security officer on our cybersecurity program annually, which includes the results of an external third-party assessment. Our Audit Committee is comprised solely of independent directors, with one member who is a subject matter expert in technology and cybersecurity.

Our management team is responsible for assessing and managing our material risks from cybersecurity threats, and has appointed a chief information security officer to lead our global cybersecurity organization for this purpose. Our executive management team and key members of our broader finance, legal, tech and operations organizations receive detailed monthly briefings from our chief information security officer on the status of our cybersecurity program and our readiness to prevent, detect, mitigate and recover from cybersecurity incidents.

Our chief information security officer leads our incident response team for addressing and recovering from identified cybersecurity incidents. Our incident response team includes key members of our tech, legal and executive management teams to manage our response efforts, which includes timely compliance with applicable contractual and regulatory notification obligations.



# COMPENSATION OF DIRECTORS AND CHAIRMAN OF THE BOARD

Our directors play a critical role in guiding our strategic direction and overseeing our management. Our directors consider maximizing long-term stockholder value for our investors to be their principal responsibility. Based on that long-held philosophy, our levels of cash compensation for non-employee directors and our Chairman of the Board have tended to fall below our peer group median, while levels of director equity compensation have exceeded our peer group median when measured using the equity valuation methodologies required by SEC rules.

Consistent with our compensation philosophy that director compensation should be directly linked to realized stockholder appreciation, our equity compensation programs for non-employee directors and our Chairman of the Board have focused on stock options granted on the date of each annual meeting with an exercise price equal to the closing price of our common stock on Nasdaq on the date of grant. Under that mechanism, if stockholders realize gains from the date of that meeting, our directors realize them as well (and proportionately to the gains realized by stockholders). If our stock price falls and stockholders do not realize gains, neither do our directors, as an option with an exercise price greater than then-prevailing market prices has no then-current value.

#### **Outside Director Compensation Program**

Under our outside director compensation program, eligible directors (consisting of our Chairman of the Board and our non-employee directors) each receive an annual cash retainer of \$57,500. Additionally, each eligible director receives an additional \$10,000 cash retainer for each committee on which they serve, unless the eligible director serves as the chair of one or more standing committees, consisting of the Audit Committee, the Compensation Committee, and the Nominating, Governance, and Sustainability Committee, in which case the eligible director receives an additional \$20,000 cash retainer for their service as the chair of such committee. These cash retainers are payable in quarterly installments in arrears on a prorated basis.

Each person who first becomes an eligible director will receive, on the date on which the person first becomes an eligible director, an initial award of an option to purchase a number of shares of our common stock that results in such option having a "value" of \$250,000, rounded down to the nearest whole share. Each initial award will vest as to 1/12th of the underlying shares on each month following the date the applicable eligible director's service as an eligible director commenced, in each case subject to the eligible director's continued service as a director through the relevant vesting date. If an individual commences service as an eligible director on the date an annual award (discussed below) would be granted, then the individual will not be granted an initial award, but instead will be granted only an annual award. If an individual commences service as an eligible director on any other date, then that individual will not be eligible to receive an annual award until the second annual meeting of stockholders where directors are elected following the individual's initial date of service as an eligible director.

Except as described above, on the date of each annual stockholder meeting, each eligible director automatically will be granted an annual award of an option to purchase a number of shares of our common stock that results in such option having a "value" of \$250,000, rounded down to the nearest whole share. Each annual award will vest as to 1/12th of the underlying shares on each month following the date of grant, in each case subject to the applicable eligible director's continued service as a director through the relevant vesting date.

Each initial award or annual award will have a term of seven years and will have an exercise price per share equal to the fair market value of a share of our common stock on the date of grant.

In the event of a change in control of our company, all initial awards and annual awards will fully vest, in each case subject to the applicable eligible director's continued service as a director through the date of the change in control.

The directors are also eligible for reimbursement of reasonable and necessary expenses incurred in connection with their attendance at Board meetings.

#### COMPENSATION OF DIRECTORS AND CHAIRMAN OF THE BOARD

For purposes of determining the number of shares covered by an initial award or annual award and the limitations described in the previous paragraph, "value" means the fair market value of the shares subject to the equity award, as determined using the Black-Scholes option valuation formula.

Our founder and Chairman of the Board, Willis J. Johnson, participates in the outside director compensation program on the same terms as non-employee directors. In addition, Mr. Johnson receives the perquisites and benefits described in the table below.

# **Fiscal 2025 Director Compensation**

The following table presents information relating to total compensation paid or accrued for services rendered to us in all capacities by our Chairman of the Board and our non-employee directors for the fiscal year ended July 31, 2025. The table excludes A. Jayson Adair and Jeffrey Liaw, each of whom are named executive officers and do not receive any additional compensation for services provided as a director. See the section below entitled "Executive Compensation" for information about the compensation of Messrs. Adair and Liaw.

	Fees Earned		All Other	
	or Paid in Cash	Option Awards	Compensation	Totals
Name	(\$)	(\$) <sup>(1)</sup>	(\$)	(\$)
Willis J. Johnson	57,500	250,000	57,889(2)	365,389
Matt Blunt	77,500	250,000	_	327,500
Steven D. Cohan	87,500	250,000	_	337,500
Daniel J. Englander	87,500	250,000	_	337,500
Stephen Fisher	67,500	250,000	_	317,500
Cherylyn Harley LeBon	77,500	250,000		327,500
James E. Meeks	57,500	250,000	_	307,500
Diane M. Morefield	87,500	250,000	_	337,500
Carl D. Sparks	77,500	250,000	_	327,500
Thomas N. Tryforos	77,500	250,000	_	327,500

<sup>(1)</sup> Amounts shown represent the aggregate grant date fair values of the annual award of stock options granted in fiscal 2025 on the date of our 2024 annual meeting. These aggregate grant date fair values were computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Stock Compensation, as amended, without regard to estimated forfeitures. There can be no assurances that the amounts disclosed will ever be realized. Assumptions used in the calculation of these amounts are included in Note 12, "Stockholders' Equity" to our consolidated financial statements included in our annual report on Form 10-K for the fiscal year ended July 31, 2025.
(2) Includes \$36,936 related to personal use of a company-owned automobile, and \$20,953 for medical, dental, and vision benefits. We determine the value of personal use of corporate-owned or

<sup>(2)</sup> Includes \$36,936 related to personal use of a company-owned automobile, and \$22,0,53 for medical, dental, and vision benefits. We determine the value of personal use of corporate-owned or leased aircraft based on the aggregate incremental cost to use for such use. We calculate the incremental cost to the Company for personal use of company aircraft based on the average variable operating costs to the Company. Variable operating costs include fuel, certain maintenance costs, navigation fees, on-board catering, landing fees, crew travel expenses, and other miscellaneous variable costs. The total annual variable costs are divided by the annual number of hours the Company aircraft flew to derive an average variable cost per hour. This average variable cost per hour is then multiplied by the hours flown for personal use. Incremental costs do not include fixed costs that do not change based on usage, such as pilots' salaries, the purchase cost of company-owned aircraft, insurance, scheduled maintenance, and non-trip related hangar expenses.

#### COMPENSATION OF DIRECTORS AND CHAIRMAN OF THE BOARD

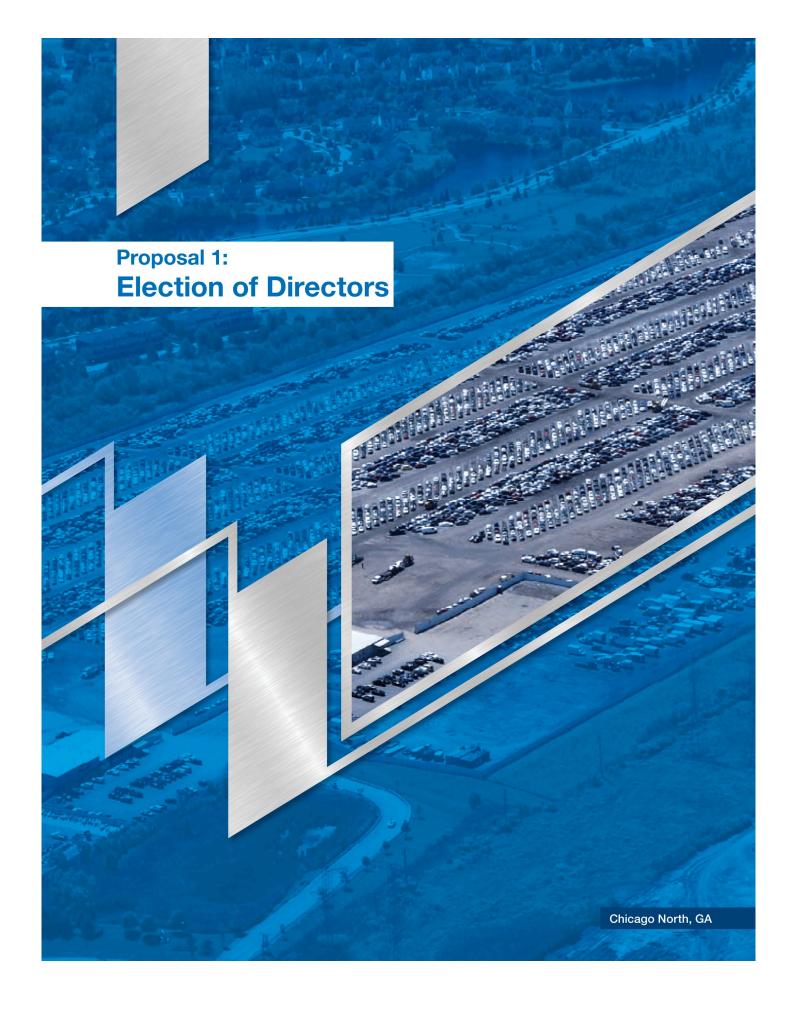
As of July 31, 2025, the end of our 2025 fiscal year, the aggregate number of stock options outstanding for our Chairman of the Board and each of our non-employee directors was as follows:

Name	Aggregate Number of Shares Underlying Options
Willis J. Johnson	205,861
Matt Blunt	105,861
Steven D. Cohan	305,861
Daniel J. Englander	885,861
Stephen Fisher	45,861
Cherylyn Harley LeBon	145,861
James E. Meeks	465,861
Diane M. Morefield	255,861
Carl D. Sparks	145,861
Thomas N. Tryforos	885,861

# Fiscal 2025 Director Equity Incentive Awards (2024 Annual Meeting)

At the 2024 annual meeting of stockholders, our Chairman of the Board and each non-employee member of our Board (other than newly-appointed non-employee directors) received an option grant under our 2007 Equity Incentive Plan, consistent with the outside director compensation program described above, on the terms described above. Each stock option expires seven years from the date of grant (unless earlier terminated in accordance with the terms of the equity plan and related stock option agreement). Each of the 2024 annual meeting options bore an exercise price of \$62.08 per share, which was the closing price of our common stock on Nasdaq on December 6, 2024, the date of our 2024 annual meeting and the date of grant.

COPART, INC. 24 2025 PROXY STATEMENT



# **PROPOSAL 1: ELECTION OF DIRECTORS**

One of the purposes of our annual meeting is to elect directors to hold office until the 2026 annual meeting of stockholders or until their respective successors are elected and have been qualified. At each annual meeting of stockholders, the terms of each of our incumbent directors expires and all members of our Board are elected. Our bylaws permit our Board to establish the authorized number of directors within a range from five to twelve members. We currently have twelve authorized directors serving on our Board, of which nine are "independent" as defined under the Nasdaq listing standards.

#### **Nominees**

Our Nominating, Governance, and Sustainability Committee has approved and nominated the twelve individuals listed below for election as directors. Each person nominated for election has agreed to serve if elected, and we have no reason to believe that any nominee will be unavailable to serve. Unless otherwise instructed, the proxy holders will vote all submitted proxies FOR each of the twelve nominees named below.

Each of the following nominees is currently one of our directors. Please see "Biographical Information" below for information concerning each of the following directors standing for election. Please note that all ages set forth below are as of October 24, 2025.

Name	Age	Position	Director Since
Willis J. Johnson	78	Chairman of the Board	1982
A. Jayson Adair	56	Executive Chairman	1992
Matt Blunt	54	Director	2009
Steven D. Cohan	64	Director	2004
Daniel J. Englander	56	Director	2006
Stephen Fisher	61	Director	2019
Cherylyn Harley LeBon	59	Director	2021
Jeffrey Liaw	48	Director	2024
James E. Meeks	76	Director	1996
Diane M. Morefield	67	Director	2019
Carl D. Sparks	58	Director	2021
Thomas N. Tryforos	66	Director	2012

If any nominee does not receive a majority of the votes cast at the annual meeting, the Nominating, Governance, and Sustainability Committee will make a recommendation to the Board on whether to accept or reject such director's resignation, or whether other action should be taken. The Board will act on the Nominating, Governance, and Sustainability Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results.

#### **PROPOSAL 1: ELECTION OF DIRECTORS**

# **Biographical Information**

## Willis J. Johnson

**Director Since:** 1982 **Age:** 78

Founder

Mr. Johnson, founder of Copart, has, since January 2004, served as Chairman of our Board. From 1982 until February 2010, Mr. Johnson served as our chief executive officer and from 1986 until 1995, he also served as our president. Mr. Johnson was an officer and director of U-Pull-It, Inc. (UPI), a self-service auto dismantler, which he co-founded, from 1982 through September 1994. Mr. Johnson sold his entire interest in UPI in September 1994.

# Key attributes, experience and skills:

- Salvage Vehicle Industry Experience
- Technology Sector Experience
- Land Acquisition and Development Experience

# A. Jayson Adair

**Director Since:** 1992 **Age:** 56

Founder

Mr. Adair was appointed as our executive chairman in April 2024. Previously he served as co-chief executive officer from April 2022 to April 2024, and as our chief executive officer from February 2010 to April 2022. From November 1996 to February 2010, Mr. Adair served as our president. From 1995 until 1996, Mr. Adair served as our executive vice president. From 1990 until 1995, Mr. Adair served as our vice president of sales and operations, and from 1989 to 1990, Mr. Adair served as our manager of operations.

# Key attributes, experience and skills:

- Salvage Vehicle Industry Experience
- Technology Sector Experience
- Land Acquisition and Development Experience

#### **Matt Blunt**

Director Since: 2009 Age: 54 Committees:





Mr. Blunt served as the governor of the State of Missouri from 2005 to 2009. Prior to serving as the governor of Missouri, Mr. Blunt served as a member of the Missouri General Assembly from 1999 through 2001 and as Missouri's secretary of state from 2001 through his inauguration as governor in 2005. Since leaving the Office of the Governor of the State of Missouri, Mr. Blunt has served as a senior adviser to government affairs and financial firms. Since February 2011, Mr. Blunt has served as the president of the American Automobile Policy Council, which represents the public policy interests of Stellantis N.V., Ford Motor Company, and General Motors Company. He is a 1993 graduate of the United States Naval Academy and received four Navy and Marine Corps Achievement Medals during his military service, as well as numerous other awards.

# Key attributes, experience and skills:

- Government Service Experience
- Specialized Finance and Accounting Expertise





Compensation Committee



#### **PROPOSAL 1: ELECTION OF DIRECTORS**

#### Steven D. Cohan

Director Since: 2004 Age: 64 Committees:





Mr. Cohan is a private investor, and since 1997, has served as the chief executive officer and as a director of Loco Ventures, Inc., a privately-held company that has operated various food manufacturing businesses in Northern California. From 2015 to 2020, Mr. Cohan was a director and executive officer of Takl, Inc., a technology company. From 1992 to 1994, he served as our vice president of finance and principal accounting officer and, from 1994 to 1996, he served as our vice president of corporate development. He holds an M.B.A. from the University of San Francisco and a B.A. in Economics from the University of California, Los Angeles. He is also a certified public accountant.

# Key attributes, experience and skills:

- Salvage Vehicle Industry Experience
- Technology Sector Experience
- Land Acquisition and Development Experience
- Specialized Finance and Accounting Expertise
- Certified Public Accountant

# Daniel J. Englander

Director Since: 2006 Age: 56 Committees:





Mr. Englander is managing partner of Ursula Capital Partners, an investment management firm that he founded in May 2004. He began serving as a director of CKX Lands, Inc., a land ownership and management company, in October 2018. In addition, since 2007, Mr. Englander has served as a director of America's Car-Mart, Inc., an automotive retailer based in Bentonville, Arkansas; he served as a director of Healthways, Inc., a well-being improvement company based in Franklin, Tennessee, for a portion of 2014; and he served as a director of Ambassadors International, a cruise ship operator based in Seattle, Washington from 2009 through May 2011. From October 1994 until January 2004, Mr. Englander was employed as an investment banker with Allen & Company, a New York-based merchant bank, serving as a Managing Director from September 2002 until his departure. He holds a B.A. from Yale University.

# Key attributes, experience and skills:

- Investment Management Industry Experience
- Land Acquisition and Development Experience
- Specialized Finance and Accounting Expertise
- Other Publicly Traded Corporation Director Experience

# Stephen Fisher

Director Since: 2019 Age: 61 Committees:



Mr. Fisher has served since June 2025 as the president and chief product officer at Salesforce.com, an enterprise cloud computing company. He served from August 2024 to June 2025 as Salesforce.com's executive vice president and general manager for Next Generation CRM and Unified Data Services, and as president, Salesforce Platform, from August 2021 to August 2024. Before that, until 2019, Mr. Fisher served as senior vice president and chief technology officer of eBay, Inc., an e-commerce corporation that facilitates consumer-to-consumer and business-to-consumer sales through its website. Mr. Fisher initially joined eBay in September 2014 as senior vice president and chief technology officer of eBay Marketplaces. Prior to joining eBay, Mr. Fisher spent 10 years at Salesforce.com in a number of roles, the last of which was executive vice president, technology.

# Key attributes, experience and skills:

- Technology Sector Experience
- Other Publicly Traded Corporation Director Experience
- Cybersecurity Expertise





Compensation Committee



# **Cherylyn Harley LeBon**

Director Since: 2021 Age: 59 Committees:





Ms. LeBon has been a Partner and Chair, Government Contracts at Cohen Segalias Pallas Greenhall & Furman since April 2025. From 2023 until this time, she was a Partner at Womble Bond Dickinson (US) LLP, a global law firm, and practiced in their Washington, D.C. office. From 2020 to 2023, Ms. LeBon was a Partner at the Dunlap, Bennett & Ludwig law firm in Washington, D.C., where she was a member of the firm's corporate and government contracts practice. Prior to joining private law practice, Ms. LeBon served for 10 years as president and chief executive officer of KLAR Strategies, a business strategy firm that she founded. In addition to her legal and business expertise, Ms. LeBon has extensive experience in senior executive roles within the United States federal government, including service as Assistant Administrator for Intergovernmental Affairs, as Deputy Chief of Staff, and as Deputy Director of Field Operations for the U.S. Small Business Administration. Ms. LeBon is a former Senior Counsel with the U.S. Senate Judiciary Committee, where she was responsible for judicial nominations, civil and human rights, and Congressional oversight of the U.S. Department of Justice. Prior to her government service, Ms. LeBon spent several years working in Europe as an international transaction specialist for the Mannesmann Corporation. Ms. LeBon also serves on the board of directors of Waste Connections, Inc. (NYSE: WCN). Ms. LeBon speaks German and Spanish fluently. Ms. LeBon received her J.D. from the University of Wisconsin, and her B.A. from Canisius College.

# Key attributes, experience and skills:

- Government Service Experience
- Specialized Finance and Accounting Expertise
- Other Publicly Traded Corporation Director Experience
- Legal Expert/Attorney

# **Jeffrey Liaw**

Director Since: 2024 Age: 48 Jeffrey Liaw has served as our chief executive officer since April 2024, as our co-chief executive officer from April 2022 to April 2024, as our president and CEO North America from February 2021 until April 2022, as our president from September 2019 to January 2021, and as our chief financial officer from September 2016 until October 2020. Before joining Copart in 2016, Mr. Liaw served as the chief financial officer of FleetPride, Inc., a privately held company that distributes truck and trailer parts nationwide, since January 2013. From August 2005 to December 2012, Mr. Liaw was a principal of TPG Capital Management, L.P., a private equity firm. Mr. Liaw earned his B.A. and B.B.A. from the University of Texas in 1999, and he earned his M.B.A. from Harvard University in 2005.

# Key attributes, experience and skills:

- Investment Management Industry Experience
- Technology Sector Experience
- Specialized Finance and Accounting Expertise
- Other Publicly Traded Corporation Director Experience



Audit Committee



**Compensation Committee** 



#### **PROPOSAL 1: ELECTION OF DIRECTORS**

#### James E. Meeks

Director Since: 1996 Age: 76 Mr. Meeks served as our chief operating officer from 1992, when he joined us in connection with our purchase of South Bay Salvage Pool, until his retirement in 2007. From 1995 to 1996, Mr. Meeks also served as our senior vice president and from 1996 until 2007 he served as our executive vice president. From 1986 to 1992, Mr. Meeks, together with his family, owned and operated the South Bay Salvage Pool, a salvage pool company. From 1991 to 2001, Mr. Meeks was an officer, director and part owner of CAS & Meeks, Inc., a towing and subhauling service company. On August 1, 2007, Mr. Meeks relinquished the titles and responsibilities of executive vice president and chief operating officer, and he retired from employment with us on December 31, 2007.

# Key attributes, experience and skills:

- Salvage Vehicle Industry Experience
- Technology Sector Experience
- Land Acquisition and Development Experience

#### Diane M. Morefield

Director Since: 2019 Age: 67 Committees:





Ms. Morefield is a financial and operating executive with extensive experience in chief financial officer and corporate executive roles, primarily of publicly traded real estate companies (REITs). Ms. Morefield retired at year-end 2020 as executive vice president and chief financial officer of CyrusOne (Nasdaq: CONE), a publicly traded global data center REIT. Prior to joining CyrusOne in 2016, Diane served as executive vice president and chief financial officer of Strategic Hotels & Resorts (NYSE: BEE) from 2010 to 2015. From 2007-2009, Ms. Morefield served as the chief financial officer of Equity International, and from 1997-2006, she served in several executive leadership roles at Equity Office (NYSE: EOP), including service as senior vice president of operations, and senior vice president of investor relations. Earlier in her career, she worked at Barclays Bank as a real estate banker, and started her career in public accounting. In addition to her service on Copart's Board, Ms. Morefield serves on the board of directors of UDR (NYSE: UDR), where she serves as chair of the Audit Committee and as a member of the governance committee. Ms. Morefield earned her B.S. in Accountancy from the University of Illinois and is a CPA. She obtained her M.B.A. from the University of Chicago Booth School of Business.

# Key attributes, experience and skills:

- Technology Sector Experience
- Land Acquisition and Development Experience
- Specialized Finance and Accounting Expertise
- · Certified Public Accountant
- Other Publicly Traded Corporation Director Experience



Audit Committee



Compensation Committee



#### **PROPOSAL 1: ELECTION OF DIRECTORS**

# Carl D. Sparks

Director Since: 2021 Age: 58 Committees:





Mr. Sparks has served since October 2020 as managing partner of Interlock Partners, a venture capital firm focused on early stage, transformative investments. Prior to joining Interlock Partners, from 2016 to 2017, Mr. Sparks was the chief executive officer of Academic Partnerships, an educational technology company focused on helping public universities to offer their degree programs online. Before his service at Academic Partnerships, from 2011 to 2014, Mr. Sparks served as the chief executive officer of Travelocity Global. Earlier in his career, Mr. Sparks served in senior executive roles at the Gilt Groupe from 2009 to 2011, including as President, and before that he was the chief marketing officer of Expedia.com, a division of Expedia, Inc., among other senior executive roles he held there between 2004 and 2009. Mr. Sparks began his career in strategy consulting, including service in senior leadership roles with Boston Consulting Group in London, England, and Boston, Massachusetts. Mr. Sparks also serves on the board of directors of Waste Connections, Inc. (NYSE: WCN), and Cint AB (STO: CINT). Mr. Sparks received his M.B.A. from Harvard University, and his B.S.E. in Mechanical and Aerospace Engineering from Princeton University.

# Key attributes, experience and skills:

- Investment Management Industry Experience
- Technology Sector Experience
- Specialized Finance and Accounting Expertise
- Other Publicly Traded Corporation Director Experience

# **Thomas N. Tryforos**

Director Since: 2012 Age: 66 Committees:





Mr. Tryforos has been a private investor since 2005. Between May 1991 and September 2004, Mr. Tryforos was a General Partner at Prescott Investors, Inc., a private investment firm. Mr. Tryforos also serves as a director of Credit Acceptance Corporation, a publicly-traded auto finance company. Mr. Tryforos received a B.A. from Columbia College in 1981. He received an M.B.A. in accounting and finance from Columbia Business School in 1984.

# Key attributes, experience and skills:

- Investment Management Industry Experience
- Specialized Finance and Accounting Expertise
- Other Publicly Traded Corporation Director Experience



Audit Committee



Compensation Committee



Nominating, Governance, and Sustainability Committee

#### **Family Relationships**

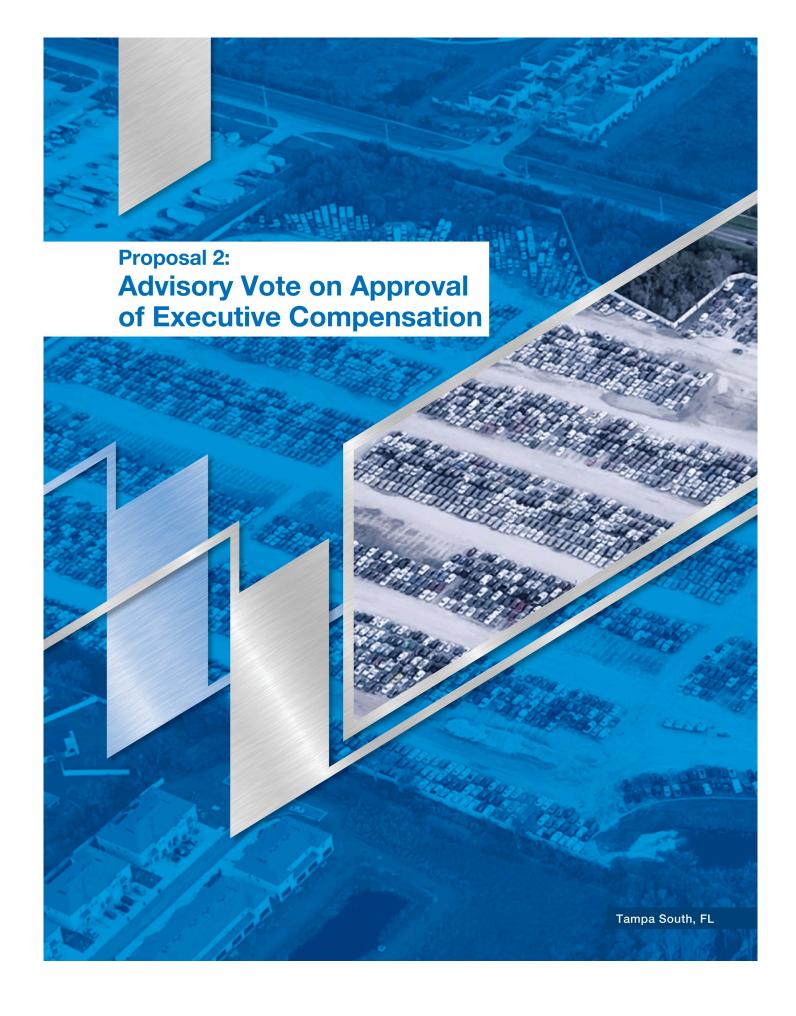
There are no family relationships between any of our directors or executive officers, except that A. Jayson Adair is the son-in-law of Willis J. Johnson.

# **Required Vote**

Each nominee requires the affirmative vote of a majority of the votes cast at the annual meeting to be elected. You may vote "FOR", "AGAINST" or "ABSTAIN" for each nominee. Abstentions and broker non-votes are not counted as votes "FOR" or "AGAINST" and will not affect the outcome of the election of directors.

#### **Recommendation of our Board**

Our Board unanimously recommends that stockholders vote **FOR** the election of each of the twelve nominees listed above.



# PROPOSAL 2: ADVISORY VOTE ON APPROVAL OF EXECUTIVE COMPENSATION

We are asking our stockholders to cast a non-binding advisory vote to approve the compensation of our named executive officers identified in the "Executive Compensation" section of this proxy statement as required by Section 14A of the Exchange Act. Section 14A was added to the Exchange Act by Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act). The advisory vote on the approval of executive compensation is a non-binding vote on the compensation of our named executive officers, as described in the "Executive Compensation" section (including the "Compensation Discussion and Analysis" section, the tabular disclosure regarding such compensation, and the accompanying narrative disclosure) in this proxy statement. The Dodd-Frank Act requires us to hold the advisory vote on the approval of executive compensation at least once every three years.

Our compensation for our named executive officers has been supported by a majority of the votes cast by our stockholders since proxy voting on named executive officer compensation began in 2011. At our 2024 annual meeting, approximately 95% of the votes cast by our stockholders approved of our fiscal 2024 executive compensation program.

# **Compensation Program and Philosophy**

Our executive compensation program is designed to:

- · attract and retain talented and experienced executives;
- · motivate and reward executives whose knowledge, skills, and performance are critical to our success; and
- incentivize our executives to manage our business to meet our long-term objectives and the long-term objectives of our stockholders.

Under this program, our named executive officers are rewarded for the achievement of specific short-term and long-term goals that enhance stockholder value. Stockholders are urged to read the "Compensation Discussion and Analysis" section of this proxy statement, which describes our executive compensation program and contains information about the fiscal 2025 compensation of our named executive officers. Our Compensation Committee and our Board believe that our compensation design and practices are effective in implementing our executive compensation goals.

We are asking our stockholders to indicate their support for the compensation of our named executive officers as described in this proxy statement by voting in favor of the following resolution:

"RESOLVED, that the stockholders approve, on an advisory basis in a non-binding vote, the compensation of Copart, Inc.'s named executive officers as disclosed pursuant to Item 402 of Securities and Exchange Commission Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and narrative disclosures set forth in the proxy statement relating to Copart's 2025 annual meeting of stockholders."

#### **Required Vote**

The votes cast "FOR" must exceed the votes cast "AGAINST" to approve, on an advisory basis, the compensation awarded to our named executive officers for the fiscal year ended July 31, 2025. You may vote "FOR", "AGAINST", or "ABSTAIN" on this proposal. Abstentions and broker non-votes are not counted as votes "FOR" or "AGAINST" and will not affect the outcome of this proposal.

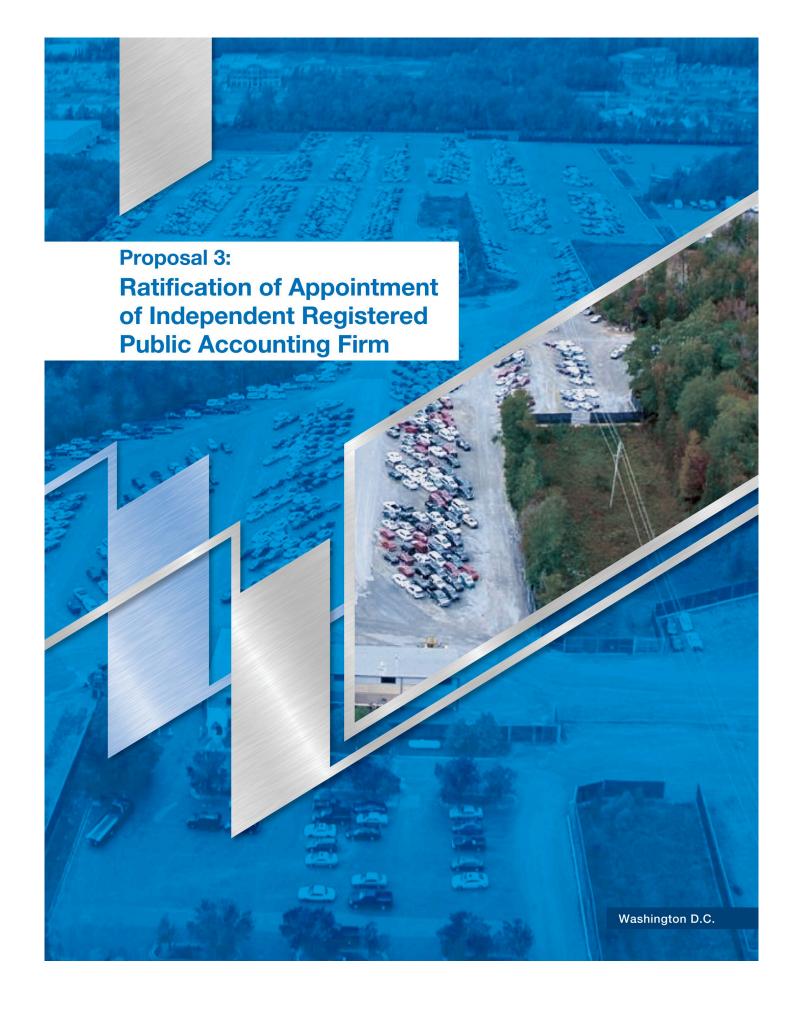
#### PROPOSAL 2: ADVISORY VOTE ON APPROVAL OF EXECUTIVE COMPENSATION

Even though this say-on-pay vote is advisory and, therefore, will not be binding on us, our Compensation Committee and our Board value the opinions of our stockholders. Accordingly, to the extent there is a significant vote against the compensation of our named executive officers, we will consider our stockholders' concerns, and our Compensation Committee will evaluate what actions may be necessary or appropriate to address those concerns.

#### Recommendation of our Board

Our Board unanimously recommends that stockholders vote **FOR** the approval, on an advisory (non-binding) basis, of the compensation of our named executive officers as disclosed in this proxy statement.

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# PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has appointed Ernst & Young LLP as our independent registered public accounting firm to audit our consolidated financial statements for the current fiscal year ending July 31, 2026. A representative of Ernst & Young LLP is expected to be present at the annual meeting, will have the opportunity to make a statement if he or she desires to do so, and will be available to respond to appropriate questions. Stockholder ratification of the appointment of Ernst & Young LLP is not required by our bylaws or otherwise. Our Audit Committee is submitting the appointment of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate practice.

In the event our stockholders fail to ratify the appointment of Ernst & Young LLP, our Audit Committee will reconsider its selection. Even if the selection of the independent registered public accounting firm is ratified by our stockholders, our Audit Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if it feels that such a change would be in the best interests of the Company and our stockholders.

## **Required Vote**

The votes cast "FOR" must exceed the votes cast "AGAINST" to ratify the appointment by the Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2026. You may vote "FOR", "AGAINST", or "ABSTAIN" on this proposal. Abstentions are not counted as votes "FOR" or "AGAINST" and will not affect the outcome of this proposal.

#### Recommendation of our Board

Our Board unanimously recommends that stockholders vote FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2026.

## **Auditor Fees and Services**

The following table sets forth the aggregate fees for professional services rendered for the audit of our consolidated annual financial statements by our independent registered public accounting firm, Ernst & Young LLP, for the fiscal years ended July 31, 2025 and 2024. The table also includes fees billed for audit services, audit-related services, tax services, and all other services rendered by Ernst & Young LLP for the fiscal years ended July 31, 2025 and 2024:

Nature of Service	Fiscal Year 2025	Fiscal Year 2024
Audit Fees(1)	\$2,556,991	\$2,014,554
Audit-Related Fees <sup>(2)</sup>	\$ —	\$ —
Tax Fees(3)	\$ 536,811	\$ 724,060
All Other Fees <sup>(4)</sup>	\$ 14,400	\$ 9,040
Total Fees	\$3,108,202	\$2,747,654

Audit fees consist of fees billed for professional services rendered for the audit of our consolidated financial statements and review of our interim consolidated financial statements included in

quarterly reports and services that are normally provided in connection with statutory and regulatory filings or engagements.

Audit-related fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and that are not reported under "Audit Fees." These services include employee benefit plan audits, accounting consultations in connection with acquisitions, attest services that are not required by statute or regulation, can consultations concerning financial accounting and report standards.

Tax fees consist of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state, and international tax compliance, tax audit defense, customs and duties, mergers and acquisitions, and international tax planning.

All other fees consist of fees for products and services other than the services reported above.

#### PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

# Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our Audit Committee's policy is to require pre-approval of all audit and permissible non-audit services provided by the independent registered public accounting firm (or subsequently approving audit and permitted non-audit services in those circumstances where a subsequent approval is necessary and permissible). These services may include audit services, audit-related services, tax services, and other services. Pre-approval is generally provided for up to one year. Our independent registered public accounting firm and management are required to periodically report to our Audit Committee regarding the extent of services provided by our independent registered public accounting firm in accordance with this pre-approval. Our Audit Committee may also pre-approve particular services on a case-by-case basis. In addition, the charter of our Audit Committee provides that our Audit Committee may delegate to one or more designated members the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to our Audit Committee at its scheduled meetings.

All of the services of Ernst & Young LLP for fiscal years 2025 and 2024 described above were pre-approved by the Audit Committee.

#### **Report of the Audit Committee**

The Audit Committee of our Board consists of Messrs. Cohan, Blunt, Fisher, and Sparks and Ms. Morefield. The Audit Committee has reviewed and discussed with management and Ernst & Young LLP our audited consolidated financial statements and financial reporting processes. Our management has the primary responsibility for our financial statements and financial reporting processes, including the system of internal controls. Ernst & Young LLP, our independent registered public accounting firm, is responsible for performing an independent audit of our consolidated financial statements and for expressing an opinion on the conformity of those financial statements with generally accepted accounting principles. The Audit Committee reviews and monitors these processes and receives reports from Ernst & Young LLP and management. The Audit Committee also discusses with Ernst & Young LLP the overall scope and plans of their audits, their evaluation of our internal controls, and the overall quality of our financial reporting processes.

The Audit Committee has discussed with management and the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (PCAOB) and the Securities and Exchange Commission. These discussions included the clarity of the disclosures made therein, the underlying estimates and assumptions used in the financial reporting, and the reasonableness of the significant judgments and management decisions made in developing the financial statements. In addition, the Audit Committee has discussed with the independent registered public accounting firm their independence from us and our management and the independent registered public accounting firm provided the written disclosures and the letter required by the applicable requirements of the PCAOB, and considered the compatibility of non-audit services with the independent registered public accounting firm's independence.

On an annual basis, the Audit Committee obtains from the independent registered public accounting firm a written communication delineating all their relationships and professional services as required by the applicable requirements of the PCAOB. In addition, the Audit Committee reviewed with the independent registered public accounting firm the nature and scope of any disclosed relationships or professional services and took, or recommended that our Board take, appropriate action to ensure the continuing independence of the independent registered public accounting firm.

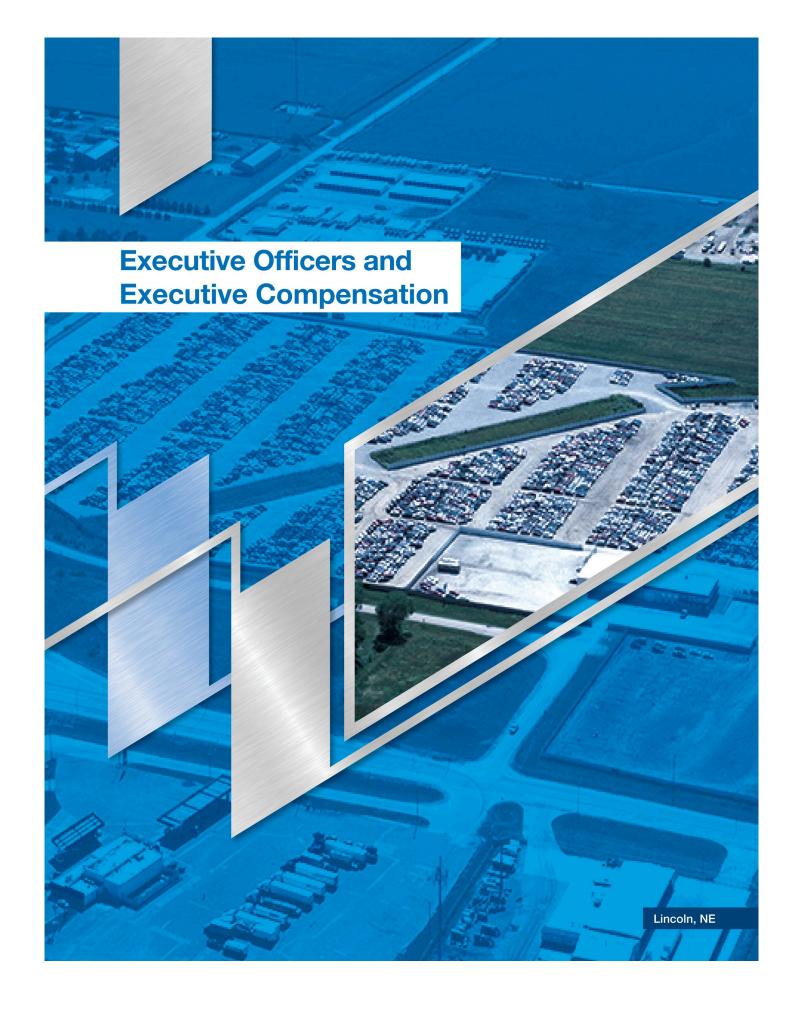
#### PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Based upon the reviews, discussions and considerations referenced above, the Audit Committee has recommended to the Board that our audited consolidated financial statements be included in our annual report on Form 10-K for the fiscal year ended July 31, 2025, and that Ernst & Young LLP be appointed as our independent registered public accounting firm for the fiscal year ending July 31, 2026.

Respectfully submitted by:
The Audit Committee of the Board
Steven D. Cohan, Chairman
Matt Blunt
Stephen Fisher
Diane M. Morefield
Carl D. Sparks

The preceding report of the Audit Committee shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C (17 CFR 240.14a-1 through 240.14b-2 or 240.14c-1 through 240.14c-101), other than as provided in Item 407(d) of Regulation S-K, or to the liabilities of section 18 of the Exchange Act (15 U.S.C. 78r), except to the extent we specifically request that the information be treated as soliciting material or specifically incorporate it by reference into a document filed under the Securities Act or the Exchange Act. Such information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference.

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# **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

#### **Executive Officers**

Our executive officers and their ages as of October 24, 2025 were as follows:

A. Jayson Adair AGE 56

**Executive Chairman and Director** 

A. Jayson Adair, 56, has served as our executive chairman since April 2024, as our co-chief executive officer from April 2022 to April 2024, and our chief executive officer from February 2010 to April 2022. From November 1996 to February 2010, Mr. Adair served as our president. From 1995 until 1996, Mr. Adair served as our executive vice president. From 1990 until 1995, Mr. Adair served as our vice president of sales and operations, and from 1989 to 1990, Mr. Adair served as our manager of operations.

Jeffrey Liaw AGE 48

**Chief Executive Officer and Director** 

Jeffrey Liaw, 48, has served as our chief executive officer since April 2024, as our co-chief executive officer from April 2022 to April 2024, as our president and CEO North America from February 2021 until April 2022, as our president from September 2019 to February 2021, and as our chief financial officer from September 2016 until October 2020. Before joining Copart in 2016, Mr. Liaw served as the chief financial officer of FleetPride, Inc., a privately held company that distributes truck and trailer parts nationwide, since January 2013. From August 2005 to December 2012, Mr. Liaw was a principal of TPG Capital Management, L.P., a private equity firm. Mr. Liaw earned his B.A. and B.B.A. from the University of Texas in 1999, and he earned his M.B.A. from Harvard University in 2005.

Leah C. Stearns AGE 45

Senior Vice President and Chief Financial Officer

Leah C. Stearns, 45, has served as our senior vice president and chief financial officer since December 2022. Since 2020, Ms. Stearns has served on the board of directors of EdgeConnex, a global datacenter provider, where she also serves as chair of the Audit Committee. From May 2019 to December 2021, Ms. Stearns served as a senior executive at CBRE Group, Inc., (NYSE: CBRE), a global leader in commercial real estate services and investments, including as its chief financial officer. Prior to joining CBRE Group, Inc., Ms. Stearns served for 17 years in a variety of leadership roles with American Tower Corporation, (NYSE: AMT), a leading independent owner, operator, and developer of multitenant communications real estate, where she most recently served as senior vice president and chief financial officer of its U.S. division. Ms. Stearns earned her B.S. in Finance from Boston University in 2002, and her M.B.A. from Boston College in 2010.

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#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

# **Compensation Discussion and Analysis**

This Compensation Discussion and Analysis provides an overview of our executive compensation philosophy, our executive compensation programs for our named executive officers ("NEOs"), the material decisions we have made with respect to each element of those executive compensation programs, and the material factors we considered when making those decisions. Following this Compensation Discussion and Analysis, you will find further information in the executive compensation tables about the compensation earned by or paid to each of our NEOs, including details of the fiscal 2025 compensation of our named executive officers in the Fiscal Year 2025 Summary Compensation Table.

For fiscal 2025, our NEOs were:

Name	Position
A. Jayson Adair	Executive Chairman
Jeffrey Liaw	Chief Executive Officer
Leah C. Stearns	Senior Vice President and Chief Financial Officer

#### **Executive Summary**

Founded in 1982, Copart specializes in the resale and remarketing of used vehicles for a variety of sellers, including insurance companies, dealers, rental car companies, government agencies, financial institutions and charities. Copart's extensive inventory is housed on more than 19,000 acres of real estate and includes an array of vehicles including cars, trucks, trailers, vans, classic and exotic cars, commercial vehicles, and construction and industrial equipment. Each year, Copart sells more than 4 million vehicles, drawing widespread participation in its auctions by dealers, rebuilders, dismantlers, hobbyists, collectors, and consumers.

Copart's innovative technology and online auction platform link buyers and sellers around the world. Headquartered in Dallas, Texas, Copart currently operates in more than 275 locations in 11 countries and has approximately 400,000 vehicles listed for auction every day.

#### Fiscal 2025 Business Highlights

Fiscal 2025 was a very successful year for Copart with revenue increasing 9.7% to \$4.6 billion, operating income increasing 7.9% to \$1.7 billion, and net income increasing 13.9% to \$1.5 billion year-over-year. Fully diluted earnings per share for fiscal 2025 was \$1.59 compared to \$1.40 in fiscal 2024, an increase of 13.3%. Over our past 15 fiscal years, our stock has increased approximately 1,888%, as compared to an approximate 475% return for the S&P 500 over the same time period.

# Fiscal 2025 Executive Compensation Highlights

Mr. Adair again refused all forms of compensation, other than a \$1.00 per year salary and participating in our employee benefit plans and in certain perquisite programs approved by the Compensation Committee.

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#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

With respect to our other NEOs, the Compensation Committee approved:

## **Pay Element Link to Business and Talent Strategies** No increases in the annual base salary for our chief executive officer in fiscal 2025. A merit increase of 3% in the annual base salary for our chief financial officer in fiscal 2025. **Base Salaries FIXED PAY Financial Component** We achieved \$1.7 billion in operating income resulting in a payout of 99% of target for Mr. Liaw and Ms. Stearns. **Annual Cash Incentives Qualitative Component** Mr. Liaw achieved his personal performance goals resulting in a payout of 100% of target. **AT-RISK PAY** Ms. Stearns achieved her personal performance goals resulting in a payout of 100% of target. · No new equity award grants. Long-Term **Equity**

#### **Our Philosophy on Executive Compensation**

The primary objective of our executive compensation program is to incentivize our NEOs to think and behave like long-term owners of our business.

The Compensation Committee implements this objective primarily through the grant of long-term equity awards, which vary based on the NEO.

We have a long history of compensating our senior executives through large, front-end loaded, multi-year stock option awards. We first adopted a compensation program for Mr. Adair based almost exclusively on stock options in 2009 and have successfully continued that program for more than a decade. Over the succeeding 15 years, our stockholder returns have substantially exceeded those of the S&P 500.

Based on our 1,888% total shareholder return over our past 15 fiscal years, we believe our historical executive compensation arrangements have been extraordinarily effective and resulted in an outstanding degree of stockholder alignment. We have attempted to continue this successful approach for our non-founder executive officers, but with traditional salary and cash bonuses as well since they have shorter tenures with us and have not accumulated the level of stock ownership in Copart as Mr. Adair.

We believe that substantial front-end loaded, multi-year equity incentive awards promote executive leadership stability and retention and a long-term ownership mindset.

A significant benefit of compensation arrangements that are heavily weighted to substantial, front-end loaded multi-year equity incentive awards is that we can settle our executive compensation arrangements for several years at a time. Our Compensation Committee finds that avoiding frequent executive compensation negotiations with our executive officers helps promote leadership stability and a long-term ownership mindset.

We continued our pattern of multi-year compensation with the executive compensation package we awarded to Mr. Liaw upon his promotion to co-chief executive officer in March 2022. Although Mr. Liaw receives a competitive annual salary and participates in our executive bonus plan, along with certain perquisites approved by our Compensation Committee, he is not eligible for any new equity incentive awards until April 2026.

#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

Our Compensation Committee believes that equity incentive awards with time-based vesting is a powerful and effective tool for NEO retention. We use time-based vesting for all NEO equity incentive awards, and since June 2020, our standard vesting schedule for executive officer equity incentive awards has been 20% vesting on the first anniversary of the date of grant, with monthly vesting thereafter at a rate of 1/60 per month, such that the equity incentive award is fully vested on the fifth anniversary of the grant date.

We believe that stock options directly link realized equity compensation to stockholder returns and expect our long-term equity awards to continue to focus on stock options.

As a general principle, our Compensation Committee believes that our NEOs should realize actual compensation only if, when, and to the extent that stockholders realize gains.

We named Jeffrey Liaw as our co-chief executive officer in April 2022 and as our chief executive officer in April 2024. Mr. Liaw's executive compensation package, which has not materially changed since 2022, was heavily weighted to stock option awards, which represented approximately 74% of his executive compensation package value in fiscal 2022. Our Compensation Committee took a similar approach in its design of the onboarding executive compensation package for our chief financial officer, Ms. Stearns, with stock options representing approximately 53% of her total onboarding compensation package value in December 2022, and 76% of her total compensation for fiscal 2024. Consistent with our historical compensation structure and philosophy, we believe the heavy weighting of stock option awards in the compensation packages for Mr. Liaw and Ms. Stearns create a high degree of stockholder alignment and focus on long-term value creation.

Although we believe restricted stock units lack the incentive and stockholder alignment power of stock options, for our non-founder NEOs, we believe including restricted stock units in the total mix of compensation elements lessens the impact of short-term stock price fluctuations, aids in executive retention and promotes a long-term ownership mindset.

For our non-founder NEOs, our Compensation Committee determined that adding restricted stock units to the mix of total compensation was an appropriate way of providing these NEOs with a degree of personal financial security to weather any short-term price fluctuations in our stock price, so that they can remain focused on long-term value creation. Our Compensation Committee also believes that including restricted stock units in the mix of total executive compensation helps to temper any incentives our non-founders may otherwise have for excessive risk-taking and also helps to deter any potential bias for near-term results at the expense of long-term value creation.

Based on these considerations, our Compensation Committee designed Mr. Liaw's compensation package in March 2022 so that restricted stock units represented approximately 20% of his total compensation package. The Compensation Committee took a similar approach in designing Ms. Stearns' onboarding compensation package in December 2022, with restricted stock units representing approximately 41% of her total onboarding compensation package.

#### We believe that equity incentive awards should be significantly performance-based.

Our Compensation Committee recognizes that some corporate governance standards don't view stock options subject to ordinary timebased vesting as sufficiently "performance based". To address this concern, for each of the equity incentive awards we have made to NEOs since June 2020, we have implemented a premium price hurdle that applies to at least 50% of the total value of the particular equity incentive award.

Our Compensation Committee worked closely with Compensia, Inc., our external compensation consultant, to design Mr. Liaw's compensation package in March 2022, when Mr. Liaw was promoted to co-chief executive officer. For Mr. Liaw's 2022 compensation package, we calculated the total value of the subject stock options and restricted stock units, and then in addition to normal time-based vesting, in which 20% of the awards vest on the first anniversary of the date of grant and with the remainder vesting monthly over the succeeding 48 months – we applied a special performance-based condition to a number of the stock options with a value representing approximately 54% of the total value of the equity incentive awards. For the stock options subject to the special

#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

performance-based vesting conditions, Mr. Liaw is not be able to exercise any portion of the stock option award unless our stock price is at least 125% of the option exercise price both (1) at the time of any exercise, and (2) at the close of trading of the trailing twenty consecutive trading days prior to any exercise.

Our Compensation Committee took the same approach with Ms. Stearns' equity compensation award, and applied the same special performance-based condition to a number of her stock options with a value representing 48.3% of the total value of her onboarding equity incentive awards. Our Compensation Committee again used the same approach for Ms. Stearns' stock option awards in November 2023, and applied the same special performance-based condition to a number of stock options with a value representing 54% of the total value of her fiscal 2024 equity incentive awards. Our Compensation Committee believes that applying the special performance-based condition to a target of approximately 50% of the total value of any particular equity incentive award to an executive officer is appropriate and reasonable, and informed by applicable published proxy voting guidelines of our largest investors and also the major proxy advisory firms.

Annual cash incentive programs should be performance-based, with more than 50% based on performance against one or more corporate financial metrics that drive stockholder value.

Historically, we have determined annual cash bonus awards based largely on performance relative to Board-approved internal operating plans. Starting in fiscal 2022, the annual cash bonus awards for our eligible NEOs have been provided under a written performance-based executive bonus plan approved by our Compensation Committee. In fiscal 2025, the NEO's annual bonuses were measured 60% based on achievement of an operating income performance metric and 40% based on achievement of their respective personal performance goals. The Compensation Committee believes that using these performance metrics aligns the NEOs' bonus opportunities with the priorities of the Company and ultimately long-term value creation for our stockholders.

## A significant portion of our eligible NEOs' target total direct compensation should be at-risk.

Our Compensation Committee believes that a significant portion of our eligible NEOs' target total direct compensation should be at risk, with particular focus on our chief executive officer Jeffrey Liaw considering that our executive chairman A. Jayson Adair receives only \$1.00 in annual salary, plus certain employee benefits and approved perquisites. As shown in the chart below, a significant portion of the target total direct compensation for Mr. Liaw constitutes performance-based compensation.

# Mr. Liaw Pay Mix for Fiscal 2025



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#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

## We maintain good executive compensation practices.

We maintain the following practices with respect to the compensation of our named executive officers:

Wha	at We Do	Wh	at We Don't Do
✓	Our Compensation Committee consists entirely of independent directors	×	No guaranteed salary increases or bonuses
✓	We hold a "say-on-pay" vote annually	×	No excessive benefits and perquisites
✓	We regularly engage with our stockholders	×	No special executive retirement plans
✓	A substantial portion of our named executive officers' compensation is at-risk	×	No tax gross-up upon a change of control
✓	We set challenging performance goals and cap the payouts under our executive bonus plan	×	No incentives for inappropriate risk-taking
✓	We provide reasonable severance and change in control benefits	×	No short sales, hedging of equity interests, or transactions involving derivatives of our securities
✓	We evaluate our levels of executive compensation against an appropriate peer group	×	No discounting, reloading or repricing of stock options
✓	We maintain equity ownership policies that prohibit our executive officers and directors from selling shares unless they meet the minimum equity ownership requirement		
✓	We have adopted an executive officer claw-back policy		
✓	We maintain director and executive officer stock ownership guidelines		

# **Role of Our Compensation Committee**

The Compensation Committee of our Board administers our executive compensation programs. The Compensation Committee seeks to ensure that the total compensation paid to our executive officers is fair and reasonable and that it serves the best interests of Copart and our stockholders. In fulfilling its responsibilities, our Compensation Committee:

- participates in the continuing development of, and reviews and approves changes in, our compensation policies;
- reviews and approves each element of executive compensation, taking into consideration recommendations from Mr. Liaw with respect to the other NEOs and the other non-executive members of the senior management team; and
- · administers our equity incentive plans, for which it retains authority to approve grants of awards to any of our executive officers.

For executive officers other than Mr. Adair, our Compensation Committee traditionally makes its determinations concerning base salary, cash bonuses, and additional equity incentives (if any) annually after the end of each fiscal year based on a review of our financial performance against the Board-approved operating plan. In making those decisions, the Compensation Committee has placed substantial weight on its own quantitative assessment of our operating performance metrics and has generally not taken a formulaic approach to setting executive compensation.

#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

#### **Role of the Compensation Consultant**

Our Compensation Committee has the authority under its charter to engage the services of outside advisors to assist it in evaluating executive compensation programs.

In fiscal 2025, our Compensation Committee engaged Compensia to assist it with updating our peer group, which will be used to help our Compensation Committee determine our NEOs' compensation beginning in fiscal 2026.

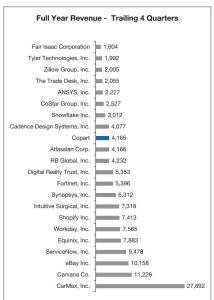
In fiscal 2025, Compensia did not provide any services to us other than in its capacity as a consultant to our Compensation Committee, and Compensia did not receive any payments from us other than for such services. After considering the factors specified in the rules of the SEC and the Nasdaq Stock Market, our Compensation Committee believes that Compensia's work on behalf of the Compensation Committee and its relationship with the Compensation Committee has not raised any conflicts of interest.

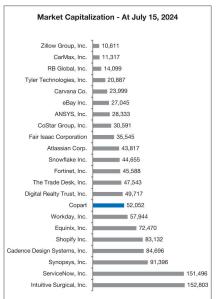
## **Use of a Peer Group**

As part of its deliberations on Ms. Stearns' compensation as our chief financial officer in fiscal 2025, our Compensation Committee developed an updated peer group in October 2024 in collaboration with Compensia. The peer group was generally chosen based on the following selection criteria as of October 4, 2024:

- Industry: companies in a broad set of industries, including diversified support services, interactive media and services, and software, with a focus on online auction/marketplace platforms.
- Revenue: companies with four-quarters trailing revenue between approximately \$1.6 billion and \$27.7 billion, which approximated 0.4 to 6.6 times Copart's four-quarters trailing revenue.
- Market Capitalization: companies with 30-day average market capitalization of approximately \$10.6 billion to \$152.8 billion, which approximated 0.2 to 2.9 times Copart's 30-day average market capitalization.

The peer group consisted of the following companies (which, as of October 4, 2024, had (i) a median four-quarters trailing revenue of \$5.35 billion (as compared to Copart's \$4.2 billion), and (ii) a median 30-day average market capitalization of \$44.7 billion (as compared to Copart's \$52.1 billion):





#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

As noted above, Compensia provided data on the compensation provided by this peer group, which was subsequently used to help our Compensation Committee determine the executive compensation for Ms. Stearns in fiscal 2025.

## **Fiscal 2025 Executive Compensation Program Components**

Since April 2009, we have compensated Mr. Adair under an all-equity compensation program that seeks to align the interests of Mr. Adair with the long-term interests of our stockholders, with the most recent stock option grant occurring in June 2020. Other than participating in our employee benefit plans and in certain perquisite programs approved by the Compensation Committee and a \$1.00 per year salary, Mr. Adair has refused all other forms of compensation since June 2020.

Our other NEOs receive a mix of short-term and long-term compensation consisting of base salary, annual cash incentive bonus, equity awards and other compensation, including employee benefits plans and certain perquisites. The sections below discuss our fiscal 2025 compensation decisions for our NEOs, other than Mr. Adair.

#### Base Salary

We provide base salaries to our NEOs (other than Mr. Adair) to compensate them for services rendered during the fiscal year and for retention purposes.

Each NEO's initial base salary is determined through arm's-length negotiation. Our Compensation Committee subsequently reviews and evaluates adjustments to our NEOs' base salaries annually based on the considerations described in the "Compensation-Setting Process" section above. In September 2024, our Compensation Committee approved a 3% merit increase in Ms. Stearns' fiscal 2025 base salary, based on the recommendation of Messrs. Adair and Liaw.

The following table shows the annual base salaries of our NEOs for fiscal 2025 as compared to fiscal 2024.

	E	Base Salary		
Executive Officer	End of Fiscal 2024	End of Fiscal 2025	Increase	
A. Jayson Adair	\$1	\$1	N/A	
Jeffrey Liaw	\$900,000	\$900,000	N/A	
Leah C. Stearns	\$566,500	\$583,500	3.0%	

## Annual Performance-Based Cash Bonus Incentive Program

We provide our NEOs (other than Mr. Adair) with annual cash incentives under our executive bonus plan, which links cash incentive awards to achieving pre-established performance goals. For fiscal year 2025, the Compensation Committee set the performance metrics used to determine cash incentive awards to a combination of operating income and individual performance goals. The Compensation Committee believes that using these performance metrics aligns the NEOs' bonus opportunities with the priorities of the Company and ultimately long-term value creation for our stockholders.

Financial performance targets are approved by the Compensation Committee in our first fiscal quarter and include payouts for threshold, target and maximum performance. For fiscal year 2025, the Compensation Committee set the following operating income performance thresholds and payout amounts:

PERFORMANCE METRIC	THRESHOLD PERFORMANCE	THRESHOLD PAYOUT	TARGET PERFORMANCE	TARGET PAYOUT	MAXIMUM PERFORMANCE	MAXIMUM PAYOUT
Operating Income	\$1.3 billion	93%	\$1.8 billion	100%	\$2.3 billion	107%

#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

No payout would occur if our fiscal 2025 operating income was less than \$1.3 billion. Each \$71 million of operating income above or below the \$1.8 billion target amount would increase or decrease the payout by 1%.

In September 2024, the Compensation Committee approved fiscal 2025 target bonuses of \$1.1 million for Mr. Liaw and \$466,800 for Ms. Stearns.

For Mr. Liaw and Ms. Stearns, their fiscal 2025 annual bonuses were measured 60% based on achievement of the operating income performance metric and 40% based on achievement of their respective personal performance goals.

Mr. Liaw had two personal performance goals for fiscal 2025. The first personal performance goal was to develop and deploy differentiated products and services for the Company's insurance customers, including to capture the economic opportunities related to optimizing total loss decision making. The second goal was for the Company to enhance its operational capabilities and develop differentiated products and services to advance its wholesale business. Our Compensation Committee considered objective evidence of his personal performance goal attainment in determining that Mr. Liaw attained 100% of his personal performance goals.

Ms. Stearns also had two personal performance goals. The first goal related to the expansion of strategic financial analysis capabilities and partner with senior leadership to drive operating income leverage and accretive capital allocation. The second goal was for the Company to enhance its International segment profitability margins. Our Compensation Committee reviewed detailed evidence of goal attainment in its determination that Ms. Stearns attained 100% of her personal performance goals.

In fiscal 2025, we achieved operating income of \$1.7 billion, which resulted in a 99% payout under the operating income metric. Based on our financial performance and their levels of attainment of their qualitative goals, Mr. Liaw and Ms. Stearns received the bonus payment under our executive bonus plan for fiscal 2025 as follows:

	2025 Cash Bonus
Executive Officer	Target Actual
Jeffrey Liaw	\$1,100,000 \$1,093,400
Leah C. Stearns	\$ 466,800 \$ 464,000

#### **Equity Compensation**

We provide equity awards to our NEOs to align their interests with those of our stockholders and to incentivize and reward the creation of long-term stockholder value.

Mr. Liaw did not receive any equity incentive awards in fiscal 2025, and Mr. Liaw will not be eligible to receive any equity incentive awards until April 1, 2026, which is the fourth anniversary of his appointment as co-chief executive officer.

Ms. Stearns did not receive any equity incentive awards in fiscal 2025.

# Benefits and Perquisites

We provide the following benefits to our NEOs, generally on the same basis provided to our other employees: health, dental, and vision insurance, medical and dependent care flexible spending account, short- and long-term disability insurance, accidental death and dismemberment insurance, and a 401(k) plan. We match employee contributions to the 401(k) plan at a rate of 20% of each dollar contributed, up to 15% of annual pay, with a maximum contribution of \$4,600 for fiscal 2025.

#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

During fiscal 2025, we provided Mr. Adair with company-owned automobiles that may be used for personal purposes. During fiscal 2025, we also provided monthly automobile expense allowances to Mr. Liaw and Ms. Stearns.

The Compensation Committee determined that Messrs. Adair and Liaw will be required to use corporate aircraft for all travel for corporate security reasons, including personal use. We determined the value of personal use of corporate-owned or leased aircraft based on the aggregate incremental cost to us for such use. Variable operating costs include fuel, certain maintenance costs, navigation fees, on-board catering, landing fees, crew travel expenses, and other miscellaneous variable costs. The total annual variable costs are divided by the annual number of hours the Company aircraft flew to derive an average variable cost per hour. This average variable cost per hour is then multiplied by the hours flown for personal use. Incremental costs do not include fixed costs that do not change based on usage, such as pilots' salaries, the purchase costs of company-owned aircraft, insurance, scheduled maintenance, and non-trip related hangar expenses.

## Post-Employment Obligations

Each of our executives is an "at will" employee. We are a party to written employment agreements with Mr. Liaw and Ms. Stearns, each of which provides, under certain circumstances, for certain payments upon involuntary termination of employment or resignation for "good reason" (as defined in the agreement). Our Compensation Committee believes the terms of the agreements are fair and reasonable and are in our best interests and in the best interests of our stockholders, because they reduce the potential distraction caused by the possibility of an involuntary termination or a change in control and thereby allow our NEOs to maintain continued focus and dedication to their responsibilities. For a description of the material terms of the agreements, please see "Employment Contracts and Severance Arrangements with Named Executive Officers" in the section entitled "Potential Post-Employment Payments Upon Termination or Change in Control" included in this proxy statement.

#### **Compensation Policies**

#### **Equity Grant Practices**

Our Compensation Committee and Board have adopted a policy with respect to the grant of stock options and other equity incentive awards that generally prohibits the grant of stock options or other equity awards to executive officers during closed quarterly trading windows (as determined in accordance with our insider trading policy). In addition, the equity grant policy requires that all equity awards made to executive officers be approved at meetings of our Compensation Committee rather than by written consent of the Committee.

# No Hedging or Pledging

Our insider trading policy precludes our officers, directors, employees, consultants, agents and contractors from engaging in short sales that involve our securities. The policy also precludes these individuals from engaging in transactions in publicly-traded options, such as puts and calls, and other derivative securities with respect to our securities (other than compensatory awards that we issue to such individuals). This prohibition extends to any hedging or similar transaction designed to decrease the risks associated with holding our securities. In addition, the policy generally prohibits covered individuals from pledging our securities as collateral for any loan (or as part of any other pledging transaction) or holding our common stock in margin accounts. In September 2025, our Board granted a waiver of the anti-pledging prohibition to Mr. Johnson, our Chairman of the Board, that allows him to pledge an amount not to exceed 20% of the shares that he beneficially owns as collateral for personal loans. Our Board considered the magnitude of Mr. Johnson's share holdings of our common stock (both in terms of the absolute number of shares pledged and on a percentage basis relative to the number of shares outstanding); whether the number of shares pledged represents a material portion of Mr. Johnson's holdings; and the extent to which the pledged securities, if any, would be subject to any forced sale requirements (including the timing associated with any such forced sale requirement). After taking those factors into account, our Board determined that Mr. Johnson's unique facts and circumstances supported the reasonableness of the waiver it granted to him with respect to pledging our securities as collateral for personal loans.

#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

# Executive Officer Equity Ownership Policy

We have adopted an Executive Officer Equity Ownership Policy, which is designed to encourage our executive officers to build and maintain a meaningful equity ownership position in our stock, in order to better align the interests of our executive officers with the interests of our stockholders. The Executive Officer Equity Ownership Policy prohibits each of our executive officers from selling any shares of our stock that the executive officer directly or beneficially own unless, both before and after the proposed sale, the executive officer holds equity interests — including vested equity awards — with a fair market value as of the proposed transaction date greater than or equal to three times the cash portion of the executive officer's then-current annual salary. We are in full compliance with our Executive Officer Equity Ownership Policy.

#### Executive Officer Claw-Back Policy

In September 2023, our Board adopted an executive officer compensation recovery, or "claw-back" policy to comply with the requirements of the Dodd-Frank Act, as implemented by Nasdaq rules and the Securities and Exchange Commission's rules and regulations. The policy allows us to recover certain cash or equity-based incentive compensation payments or awards made or granted to an executive officer in the event we are required to prepare an accounting restatement due to our material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (an "Accounting Restatement"). The policy covers cash or equitybased compensation that is granted, earned, or vested based wholly or in part upon the attainment of a company financial reporting measure (including stock price or total stockholder return). Recovery under the policy applies to incentive compensation subject to the policy that is received (i) on or after October 2, 2023, (ii) by a person after such individual became an executive officer and the person served as an executive officer at any time during the performance period to which the incentive compensation applies and (iii) during the three completed fiscal years immediately preceding the earliest to occur of (A) the date our Board, a committee of our Board or one or more of our officers authorized to take such action if action by our Board is not required, concludes, or reasonably should have concluded, that we are required to prepare an Accounting Restatement and (B) the date a court, regulator, or other legally authorized body directs us to prepare an Accounting Restatement. In addition, no recovery can be made unless the executive officer received incentive compensation that exceeds the amount of incentive compensation that otherwise would have been received had such incentive compensation been determined based on the restated amounts. The full text of our "claw-back" policy is included as Exhibit 97.1 to our annual report on Form 10-K for the fiscal year ended July 31, 2024.

#### **Other Considerations**

# Section 409A of the Internal Revenue Code

Section 409A imposes additional significant taxes in the event an executive officer, director, or other service provider for the Company receives "deferred compensation" that does not satisfy the requirements of section 409A. Although we do not maintain a traditional deferred compensation plan, section 409A may apply to certain severance arrangements and equity awards. Consequently, to assist the affected employee in avoiding additional tax and penalties under section 409A, we developed the severance arrangements described above in "Post-Employment Obligations" to either avoid the application of section 409A or, to the extent doing so is not possible, comply with the applicable section 409A requirements.

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#### **EXECUTIVE OFFICERS AND EXECUTIVE COMPENSATION**

## **Compensation Committee Report**

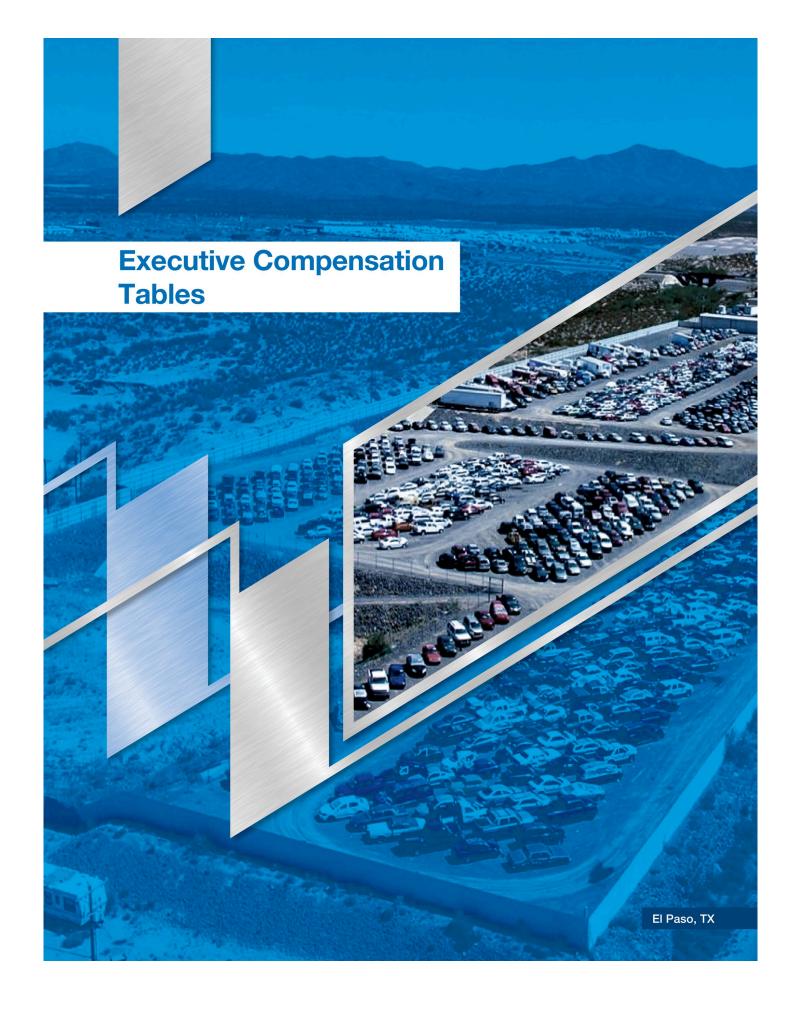
The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this proxy statement immediately above. Based on this review and discussion, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into our annual report on Form 10-K for the fiscal year ended July 31, 2025.

## **COMPENSATION COMMITTEE**

Daniel J. Englander, Chairman Matt Blunt Steven D. Cohan Cherylyn Harley LeBon Thomas N. Tryforos

The preceding Compensation Committee report shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C (17 CFR 240.14a-1 through 240.14b-2 or 240.14c-1 through 240.14c-101), other than as provided in Item 407(d) of Regulation S-K, or to the liabilities of section 18 of the Exchange Act (15 U.S.C. 78r), except to the extent we specifically request that the information be treated as soliciting material or specifically incorporate it by reference into a document filed under the Securities Act or the Exchange Act. Such information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference.

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# **EXECUTIVE COMPENSATION TABLES**

## **Equity Award Timing Procedures**

In accordance with Item 402(x) of Regulation S-K, we are providing information regarding our procedures related to the grant of certain equity awards close in time to the release of material non-public information. Although we do not have a formal policy or obligation that requires us to award equity or equity-based compensation on specific dates, our Compensation Committee and Board have adopted a policy with respect to the grant of stock options and other equity incentive awards that generally prohibits the grant of stock options or other equity awards to executive officers during closed quarterly trading windows (as determined in accordance with our insider trading policy). Our insider trading policy also prohibits directors, officers and employees from trading in our common stock while in possession of or on the basis of material non-public information about us. Neither our Board nor our Compensation Committee takes material non-public information into account when determining the timing of equity awards, nor do we time the disclosure of material non-public information for the purpose of impacting the value of executive compensation. We generally issue equity awards to our executive officers on a limited and infrequent basis, and not in accordance with any fixed schedule.

During fiscal 2025, there were no equity awards to any named executive officers within four business days preceding the filing of a periodic report on a Form 10-K, Form 10-Q, or Form 8-K disclosing material nonpublic information regarding the Company.

#### **Pay Ratio**

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the median annual total compensation of our employees and the annual total compensation of Jeffrey Liaw, chief executive officer. We believe our compensation practices and level of compensation are appropriate and competitive with opportunities in our industry, in each of the geographic markets in which we operate, and at all levels of the organization.

For fiscal year 2025, our last completed fiscal year:

- the median of the annual total compensation of all employees of our company (other than our chief executive officer), was \$44,620;
   and
- the annual total compensation of Jeffrey Liaw, our chief executive officer, as reported in our 2025 Summary Compensation Table, was \$2,072,692.

Based on this information, for fiscal year 2025, the ratio of the annual total compensation of Mr. Liaw, our chief executive officer, to the median annual total compensation of employees was 46 to 1. These pay ratios are reasonable estimates calculated in a manner consistent with Item 402(u) of Regulation S-K.

To identify the median of the annual total compensation of all our employees, as well as to determine the annual total compensation of the "median employee," the methodology and the material assumptions, adjustments, and estimates that we used were as follows:

- We selected June 30, 2025 as the date upon which we would identify the median employee.
- As of June 30, 2025, our employee population consisted of approximately 11,600 individuals, including employees in Bahrain, Brazil, Canada, Finland, Germany, India, Oman, the Republic of Ireland, Spain, the United Arab Emirates, the United Kingdom, and the United States. All of these employees were included in the determination of the median employee.
- To identify the "median employee" from our employee population, we used actual pay earnings from July 1, 2024 through June 30, 2025 (the "compensation measure").
- · The compensation measure included base salary (including any paid overtime) and bonus payments.
- We annualized the base salary of all permanent employees who did not work for us or our subsidiaries for the entire twelve-month period ending June 30, 2025.

#### **EXECUTIVE COMPENSATION TABLES**

- Amounts paid in foreign currency were converted into United States dollars using average exchange rates in effect during the twelvemonth period ending June 30, 2025.
- With respect to the annual total compensation of the "median employee," we identified and calculated the elements of such employee's compensation for fiscal year 2025 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, resulting in annual total compensation of \$44,620.
- With respect to the annual total compensation for our chief executive officer, we used the amount reported in the "Total" column of our 2025 Summary Compensation Table.

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#### **EXECUTIVE COMPENSATION TABLES**

# **Fiscal Year 2025 Summary Compensation Table**

The following table sets forth information regarding all of the compensation awarded to, earned by, or paid to (i) A. Jayson Adair, executive chairman, (ii) Jeffrey Liaw, our chief executive officer, and (iii) Leah C. Stearns, our senior vice president and chief financial officer. We refer to these officers as the "named executive officers", or "NEOs".

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**Estimated Future Payouts** 

Name and Principal Position	Fiscal Year	Salary (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	Option Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
A. Jayson Adair	2025	1	_	_	_	432,171(3)	432,172
Executive Chairman	2024	1	_	_	_	845,411	845,412
	2023	1		_	_	384,575	384,576
Jeffrey Liaw	2025	900,000	_	_	1,093,400	79,292(4)	2,072,692
Chief Executive Officer	2024	900,000	_	_	1,093,400	98,940	2,092,340
	2023	900,000	_	_	1,100,000	9,000	2,009,000
Leah C. Stearns	2025	580,591		_	464,000	11,714 <sup>(5)</sup>	1,056,305
Senior Vice President and Chief Financial Officer	2024	563,327	_	3,275,415	450,481	12,664	4,301,887
Chier Financial Onicel	2023	349,039	3,942,000	5,110,638	300,000	5,250	9,706,972

- (1) The figures shown in the "Salary" column of this table reflect the amount actually received by the NEO as base salary during a specified year, not the NEO's annual rate of pay for the applicable year. The rates of pay are most likely higher than amounts shown if an NEO began employment with us during a particular year or if an NEO received a salary increase during the year.
- (2) Amounts shown do not reflect compensation actually received by the named executive officers. Instead, amounts shown represent the grant date fair values of awards computed in accordance with ASC Topic 718. The values shown in this column do not represent the amounts that may eventually be realized by the NEOs. The amounts reported do not include any reduction in the value of the awards for the possibility of forfeiture. Assumptions used in the calculation of these amounts are included in Note 12, "Stockholders' Equity" to our consolidated financial statements included in our annual report on Form 10-K for the fiscal year ended July 31, 2025.
- (3) Consists of \$58,692 related to personal use of company-owned automobiles, \$349,638 related to Mr. Adair's personal use of the company's aircraft during fiscal 2025, and \$23,481 in medical, dental, and vision benefits during fiscal year 2025. We determine the value of personal use of corporate-owned or leased aircraft based on the aggregate incremental cost to us for such use. We calculate the incremental cost to the company for personal use of company aircraft based on the average variable operating costs to the company. Variable operating costs include fuel, certain maintenance costs, navigation fees, on-board catering, landing fees, crew travel expenses, and other miscellaneous variable costs. The total annual variable costs are divided by the annual number of hours the company aircraft flew to derive an average variable cost per hour. This average variable cost per hour is then multiplied by the hours flown for personal use. Incremental costs do not include fixed costs that do not change based on usage, such as pilots' salaries, the purchase cost of company-owned aircraft, insurance, scheduled maintenance, and non-trip related hangar expenses.
- (4) Consists of \$9,000 related to an automobile allowance during fiscal year 2025, \$64,823 related to Mr. Liaw's personal use of the company's aircraft during fiscal 2025, and \$5,469 in employer-paid contributions to Copart's 401(k) retirement savings plan on behalf of Mr. Liaw.
- (5) Consists of \$9,000 related to an automobile allowance during fiscal year 2025, and \$2,714 in employer-paid contributions to Copart's 401(k) retirement savings plan on behalf of Ms. Stearns.

#### **Grants of Plan-Based Awards in Fiscal Year 2025**

The following table presents information concerning grants of plan-based awards to each of the named executive officers during the fiscal year ended July 31, 2025. We did not grant any stock awards or option awards during the fiscal year ended July 31, 2025.

		Under Non-Equity Incentive Plan Awards		
	Grant Date	Threshold	Target	Maximum
A. Jayson Adair	_	_	_	_
Jeffrey Liaw	_	1,023,000	1,100,000	1,177,000
Leah C. Stearns	_	434,124	466,800	499,476

#### **EXECUTIVE COMPENSATION TABLES**

#### **Outstanding Equity Awards at 2025 Fiscal Year End**

The following table presents certain information concerning stock option awards held by the NEOs as of July 31, 2025. This table includes unexercised and unvested stock option awards. Each stock option grant is shown separately for each NEO.

		Option Awards							
Named Executive Officer	Option Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price (\$)	Option Expiration Date			
A. Jayson Adair	6/12/2020	4,000,000(1)	_	_	21.26	6/12/2030			
Jeffrey Liaw	10/10/2016	21,332(2)	_	_	6.78	10/10/2026			
	10/4/2017	355,557(2)	_	_	8.70	10/4/2027			
	3/7/2019	600,000(2)	_	_	14.57	3/7/2029			
	3/9/2021	554,664	_	85,336(3)	26.58	3/9/2031			
	4/1/2022	1,300,000	_	700,000(4)	31.42	4/1/2032			
Leah C. Stearns	12/5/2022	31,000	29,000 <sup>(5)</sup>	_	32.85	12/5/2032			
	12/5/2022	155,000	_	145,000(6)	32.85	12/5/2032			
	11/24/2023	25,000	50,000(7)	_	50.81	11/24/2033			
	11/24/2023	25,000	_	50,000(8)	50.81	11/24/2033			

- Mr. Adair's option award is fully vested with respect to time-based vesting. Mr. Adair's option award also contains a separate performance-based condition, such that no options will be exercisable unless and until the closing price of our common stock on Nasdaq is greater than or equal to \$26.58 per share (which is an amount equivalent to 125% of the exercise price of the options) both (i) at the time of exercise, and (ii) at the close of trading on each of the 20 consecutive trading days prior to the date of exercise. This option award is fully vested.

- options) both (i) at the time of exercise, and (ii) at the close of trading on each of the 20 consecutive trading days prior to the date of exercise.

  Mr. Llaw's option award is fully vested.

  Mr. Llaw's option award vests 20% on the one-year anniversary of the grant date, and the balance vests monthly at a rate of 1/48 per month over the 48 months succeeding such one-year anniversary, subject to Mr. Llaw's continued service to us on each such vesting date. Mr. Llaw's option award also contains a separate performance-based condition, such that none of these options will be exercisable unless the closing price of our common stock on Nasdaq is greater than or equal to \$33.22 per share (which is an amount equivalent to 125% of the exercise price of the options) both (i) at the time of exercise, and (ii) at the close of trading on each of the 20 consecutive trading days prior to the date of exercise.

  Mr. Llaw's option award vests 20% on the one-year anniversary of the grant date, and the balance vests monthly at a rate of 1/48 per month over the 48 months succeeding such one-year anniversary, subject to Mr. Llaw's continued service to us on each such vesting date. Mr. Llaw's option award also contains a separate performance-based condition, such that none of these options will be exercisable unless the closing price of our common stock on Nasdaq is greater than or equal to \$39.28 per share (which is an amount equivalent to 125% of the exercise price of the options) both (i) at the time of exercise, and (ii) at the close of trading on each of the 20 consecutive trading days prior to the date of exercise.

  Ms. Stearns' option award vests 20% on the one-year anniversary of the grant date, and the balance vests monthly at a rate of 1/48 per month over the 48 months succeeding such one-year anniversary, subject to Ms. Stearns' continued service to us on each such vesting date. Ms. Stearns' option award vests 20% on the one-year anniversary of the grant date, and the balance vests monthly at a rate of 1/48 per month ove

#### **EXECUTIVE COMPENSATION TABLES**

The following table presents certain information concerning restricted stock unit awards held by the NEOs at July 31, 2025. This table includes vested and unvested restricted stock unit awards.

		Stock Awards	
		Number of Shares or Units of Stock that Have Not	Market Value of Shares or Units of Stock That Have Not
Named Executive Officer	Grant Date	Vested	Vested (\$) <sup>(1)</sup>
A. Jayson Adair	_	_	_
Jeffrey Liaw	04/01/2022	70,000(2)	3,173,100
Leah C. Stearns	12/05/2022	60,000(3)	2,719,800

thereafter (on the same day of the last month in the quarter as the vesting commencement date) at a rate of 1/16 per quarter over the 16 quarters succeeding such one-year anniversary, subject to Ms. Stearns' continued service to us on each such vesting date.

#### Stock Vested in Fiscal Year 2025

The following table provides certain information concerning vesting of restricted stock units by each of the NEOs during the fiscal year ended July 31, 2025, including the value realized, before payment of any applicable withholding tax and broker's commissions.

	Stock Awards		
Named Executive Officer		Value Realized on Vesting (\$)	
A. Jayson Adair	_	_	
Jeffrey Liaw	40,000 2,204	,985	
Leah C. Stearns	24,000 1,295	,820	

#### Pension Benefits and Non-Qualified Deferred Compensation

We did not maintain any defined benefit pension plans or defined contribution plans, other than our tax-qualified 401(k) plan, during our fiscal year ended July 31, 2025. No named executive officers participated in a non-qualified deferred compensation plan during the fiscal year ended July 31, 2025.

# Potential Post-Employment Payments upon Termination or Change in Control

# Employment Contracts and Severance Arrangements with Named Executive Officers

We are a party to written employment agreements with Jeffrey Liaw, our chief executive officer, and Leah C. Stearns, our senior vice president and chief financial officer. These employment agreements set forth the base salary, bonus opportunity, benefits, and the responsibilities of the position, as applicable, in effect at the time of execution of the agreement. In addition, the executive employment agreements require (or required) us to provide compensation to the executive in the event of termination of employment under certain circumstances.

Based on the \$45.33 closing price of a share of our common stock on Nasdaq on July 31, 2025.
Represents an award of restricted stock units. Mr. Liaw's restricted stock units award vested 20% on the first anniversary of the grant date, and the balance vests monthly at a rate of 1/48 per month over the 48 months succeeding such one-year anniversary, subject to Mr. Liaw's continued service to us on each such vesting date. Mr. Liaw's award of restricted stock units are also subject to a separate lock-up provision, such that none of the net shares of common stock received as a result of the vesting of the restricted stock units award may be sold, transferred, or assigned by Mr. Liaw until April 1, 2032, which is a period of 10 years from the original date of grant.

Represents an award of restricted stock units. Ms. Stearns' restricted stock units award vests 20% on the first anniversary of the grant date, and the balance vests each three-month quarter

#### **EXECUTIVE COMPENSATION TABLES**

Mr. Liaw's employment agreement provides that in the event his employment is involuntarily terminated other than for disability or "cause" or he resigns from his employment for "good reason" (as defined in the employment agreement), and conditioned on his executing a severance agreement and release of claims, he will be entitled to a lump sum payment equal to fifty percent (50%) of his then-current annual base salary, less applicable tax withholding. His employment agreement also provides that in the event his employment is terminated for any reason other than as previously described, including by reason of death or disability or "cause," then he shall be entitled to receive severance benefits as provided under our then-existing severance and benefit plans and policies at the time of termination.

Ms. Stearns' employment agreement provides that in the event her employment is involuntarily terminated other than for disability or "cause" or she resigned from her employment for "good reason" (as defined in the employment agreement), and conditioned on her executing a severance agreement and release of claims, she would be entitled to a lump sum payment equal to fifty percent (50%) of her then-current annual base salary, less applicable tax withholding. Her employment agreement also provided that in the event her employment was terminated for any reason other than as previously described, including by reason of death or disability or "cause," then she would be entitled to receive severance benefits as provided under our then-existing severance and benefit plans and policies at the time of termination.

In the executive employment agreements, "cause" means any of the following: (i) willful or grossly negligent failure to substantially perform his duties; (ii) commission of gross misconduct which is injurious to us; (iii) breach of a material provision of the employment agreement or agreements incorporated therein; (iv) material violation of a federal or state law or regulation applicable to our business; (v) misappropriation or embezzlement of our funds or an act of fraud or dishonesty upon us made by the executive; (vi) conviction of, or plea of *nolo contendere* to, a felony; or (vii) continued failure to comply with directives of senior management.

In the executive employment agreements, "good reason" means the executive's resignation, if one or more of the following events shall have occurred without his consent (and following any applicable cure period): without the executive's prior written consent, (i) the assignment to the executive of any duties or the reduction of the executive's duties, either of which results in a material diminution in the executive's position or responsibilities in effect immediately prior to such assignment, or the removal of the executive from such position and responsibilities; (ii) a material reduction by us in his base salary as in effect immediately prior to such reduction; or (iii) any material breach by us of any material provision of the employment agreement.

# Change in Control Provisions

Our Amended and Restated 2007 Equity Incentive Plan does not provide for the acceleration of outstanding options or other equity incentive awards in the event of a change in control (as defined in the plans), except in the limited circumstance where the successor corporation does not assume our outstanding options. When a successor

corporation does not assume our options in the event of an acquisition or merger, the optionee will have the right to exercise the option or stock purchase right as to all the shares underlying the applicable options, including shares not otherwise vested or exercisable. The right to exercise the option or stock purchase right applies to all of our employees, including our named executive officers.

# Potential Payments upon Termination or Change in Control

Mr. Liaw and Ms. Stearns are our only named executive officers who had an employment agreement as of July 31, 2025.

On the assumption that an involuntary termination of employment (including resignation for "good reason") of Mr. Liaw took place on July 31, 2025, whether before or after a change in control, Mr. Liaw would have been entitled to receive a lump-sum severance payment totaling \$450,000, the equivalent of fifty percent (50%) of his then-current base salary, less applicable tax withholding.

#### **EXECUTIVE COMPENSATION TABLES**

On the assumption that an involuntary termination of employment (including resignation for "good reason") of Ms. Stearns took place on July 31, 2025, whether before or after a change in control, Ms. Stearns would have been entitled to receive a lump-sum severance payment totaling \$291,750, the equivalent of fifty percent (50%) of her then-current base salary, less applicable tax withholding.

# **Equity Compensation Plan Information**

The following table provides information as of July 31, 2025 with respect to shares of our common stock that may be issued upon the exercise of options and similar rights under our 2014 Employee Stock Purchase Plan and our 2007 Equity Incentive Plan, as amended and restated.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights <sup>(1)</sup>	Weighted- Average Exercise Price of Outstanding Options, Warrants and Rights <sup>(1)</sup>	Number of Securities Remaining Available for Future Issuances Under Equity Compensation Plans (Excluding Securities Reflected in the First Column)
Equity compensation plans approved by security holders	20,577,321(2)	\$22.61(3)	20,125,703(4)
Equity compensation plans not approved by security holders	_	_	_
Total	20,577,321	\$20.65	20,125,703

We are unable to ascertain with specificity the number of securities to be issued upon exercise of outstanding rights under the 2014 Employee Stock Purchase Plan or the weighted average exercise price of outstanding rights under that plan. Accordingly, no such securities are included in the table. The 2014 Employee Stock Purchase Plan provides that shares of our common stock may be purchased at a per share price equal to 85% of the fair market value of the common stock on the beginning of the offering period or a purchase date applicable to such offering

restricted stock awards, and (iii) vesting of restricted stock units.

Reflects weighted average exercise price of outstanding stock options under the 2007 Equity Incentive Plan, as amended and restated.

Consists entirely of securities available for future issuance under the 2007 Equity Incentive Plan, as amended and restated.

period, whichever is lower.

Reflects the number of shares of common stock to be issued under the 2007 Equity Incentive Plan, as amended and restated, upon (i) exercise of outstanding stock options, (ii) vesting of

#### **EXECUTIVE COMPENSATION TABLES**

# **Pay Versus Performance**

In this section, as required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, we are providing the following information about "compensation actually paid" and the financial performance of the Company. The following table shows, for the past three fiscal years, the total compensation as reported in the Summary Compensation Table for our co-chief executive officers and the average for our other NEOs, the compensation actually paid to our CEOs and, on an average basis, our other NEOs, our Total Shareholder Return ("TSR"), our Peer Group TSR, our Net Income, and our company-selected measure for fiscal year 2025, Operating Income. To determine compensation actually paid, we are required to make various adjustments to amounts that have been reported in the Summary Compensation Table, as the SEC's rule for calculating compensation actually paid emphasize the changes in fair value of equity awards under applicable financial accounting standards (as further detailed in footnotes below).

	Summary	Summary	Comp	Comp	Average Summary	Average Comp		nitial Fixed \$100 Investment Based On:		Standalone
Year	Compensation Table Total for Co-PEO Adair	Compensation Table Total for Co-PEO Liaw	Actually Paid to Co-PEO Adair	Actually Paid to Co-PEO Liaw	Compensation Table Total for Non-PEO NEOs	Actually Paid to Non-PEO NEOs	Copart TSR \$	NASDAQ Industrial Index \$	Net Income \$M	Copart Operating Income \$M
2025	N/A	\$ 2,072,692	N/A	\$ (1,937,010)	\$ 744,238	\$ 859,099	194.45	135.38	\$1,552,449	\$1,696,714
2024	\$845,412	\$ 2,092,340	\$ 8,724,928	\$13,292,945	\$4,301,887	\$ 7,195,760	224.47	112.73	\$1,363,020	\$1,572,023
2023	\$384,576	\$ 2,009,000	\$18,077,203	\$26,392,599	\$3,526,831	\$ 2,073,099	189.58	106.91	\$1,237,741	\$1,486,569
2022	\$265,134	\$30,997,606	\$ (9,502,692)	\$28,889,641	\$ 359,978	\$ (2,285,817)	137.37	102.33	\$1,090,130	\$1,374,997
2021	\$490,647	N/A	\$39,256,073	N/A	\$7,759,696	\$18,469,181	157.64	125.18	\$ 936,495	\$1,136,426

- Mr. Adair, in his capacity as co-chief executive officer, served as the company's co-principal executive officer for the years 2022, 2023, and 2024 and transitioned to serving as the company's (1)
- Mr. Liaw, in his capacity as co-chief executive officer, served as the company's co-principal executive officer for the years 2023 and 2024, and in his capacity as chief executive officer, is the (2)
- company's principal executive officer for the year 2025.
  Reflects the value of the equity calculated in accordance with the SEC methodology for determining compensation actually paid for each year shown. We estimate the fair values for stock (3) options using the Black-Scholes-Merton option pricing model, for strictly time-based options, and the Hull-White binomial lattice and a Monte Carlo simulation for performance-based stock options. The assumptions used for purposes of calculating fair values of options as of the vest date or fiscal year-end date are the same as the assumptions used for purposes of calculating the grant date fair value of options, except that we determine expected lives of options based on the "simplified method" using an average of the remaining vest and remaining term, as of the vest date or fiscal year-end date, and the risk-free rate is based on the Treasury Constant Maturity rate closest to the remaining expected life, as of the vest date or fiscal year-end date.
- The remaining non-PEO named executive officers are (i) for fiscal 2021, Jeffrey Liaw and John North (ii) for fiscal 2022, John North, (iii) for fiscal 2023, Leah C. Stearns, Gavin Renfrew, and John North, (iv), for fiscal 2024, Leah C. Stearns, and (v) for fiscal 2025, A. Jayson Adair and Leah C. Stearns. Compensation for our non-PEO named executive officers reflects the amounts in the summary compensation table for the respective years.

  Adjustments to total compensation for Mr. Adair for fiscal 2024 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts reported under the "Stock Awards" and
- Adjustments to total compensation for Mr. Adair for fiscal 2024 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$0 increase based on the fair value of equity awards granted in fiscal 2024 that remained outstanding and unvested as of July 31, 2024, determined based on the change in fair value of such awards from July 31, 2023, to July 31, 2024; and (d) \$3,537,613 increase for awards granted in prior fiscal years that vested in fiscal 2024, determined based on the change in fair value of such awards from July 31, 2023, to the vest date.

  Adjustments to total compensation for Mr. Adair for fiscal 2023 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$0 increase based on the fair value of equity awards granted in fiscal 2023 that remained outstanding and unvested as of July 31, 2023, determined based on the change in fair value of such awards from July 31, 2022, to July 31, 2023; and (d) \$2,078,881 increase for awards granted in prior fiscal years that vested in fiscal 2023, determined based on the change in fair value of such awards from July 31, 2022, to July 31, 2023; and (d) \$2,078,881 increase for awards granted in prior fiscal years that vested in fiscal 2023, determined based on the change in fair value of such awards from July 31, 2022; to July 31, 2023; and (d) \$2,078,881 increase for awards granted in prior fiscal years that vested in fiscal 2023, determined based on the change in fair value of such awards from July 31, 2022; to July 31, 2023; and (d) \$2,078,881 increase for awards granted in prior fiscal years that vested in fiscal 2023, determined based on the change in fair value of such awards from July 31, 2022; to July 31, 2023; and (d) \$2,078,881 increase for awards granted in prior fiscal years that vested in fiscal 2023, d
- value of such awards from July 31, 2022, to July 31, 2023; and (d) \$2,078,881 increase for awards granted in prior fiscal years that vested in fiscal 2023, determined based on the change in fair value of such awards from July 31, 2022, to the vest date.

  Adjustments to total compensation for Mr. Adair for fiscal 2022 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$0 increase based on the fair value of equity awards granted in fiscal 2022 that remained outstanding and unvested as of July 31, 2022; (c) \$7,367,408 deduction for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2022, determined based on the change in fair value of such awards from July 31, 2021, to July 31, 2022; and (d) \$2,400,418 deduction for awards granted in prior fiscal years that vested in fiscal 2022, determined based on the change in fair value of such awards from July 31, 2021, to the vest date.

  Adjustments to total compensation for Mr. Adair for fiscal 2021 as reported in the summary compensation table consist of: (a) \$0 increase for amounts reported under the "Stock Awards" and "Option Awards" and the summary compensation for Mr. Adair for fiscal 2021 that remained outstanding and unvested as of July 31, 2021, to the vest date.
- "Option Awards" columns in the summary compensation table; (b) \$0 increase based on the fair value of equity awards granted in fiscal 2021 that remained outstanding and unvested as of July 31, 2021; (c) \$33,201,072 increase for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2021, determined based on the change in fair value of such awards from July 31, 2020, to July 31, 2021; and (d) \$5,564,354 increase for awards granted in prior fiscal years that vested in fiscal 2021, determined based on the change in fair value of such awards from July 31, 2020, to the vest date.
- Adjustments to total compensation for Mr. Liaw for fiscal 2025 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$0 increase based on the fair value of equity awards granted in

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fiscal 2025 that remained outstanding and unvested as of July 31, 2025; (c) \$5,164,810 deduction for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2025 determined based on the change in fair value of such awards from July 31, 2024, to July 31, 2025; (d) \$1,155,108 increase for awards granted in prior fiscal years that vested in fiscal 2025, determined based on the change in fair value of such awards from July 31, 2024, to the vest date.

Adjustments to total compensation for Mr. Liaw for fiscal 2024 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$0 increase based on the fair value of equity awards granted in fiscal 2024 that remained outstanding and unvested as of July 31, 2024; (c) \$8,483,535 increase for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2024, determined based on the change in fair value of such awards from July 31, 2023, to July 31, 2024; (d) \$2,717,069 increase for awards granted in prior fiscal years that vested in fiscal 2024, determined based on the change in fair value of such awards from July 31, 2023, to the vest date.

- (11) Adjustments to total compensation for Mr. Liaw for fiscal 2023 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$0 increase based on the fair value of equity awards granted in fiscal 2023 that remained outstanding and unvested as of July 31, 2023; (c) \$20,842,523 increase for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2023, determined based on the change in fair value of such awards from July 31, 2022, to July 31, 2023; (d) \$3,541,076 increase for awards granted in prior fiscal years that vested in fiscal 2023, determined based on the change in fair value of such awards from July 31, 2022, to the vest date.
  (12) Adjustments to total compensation for Mr. Liaw for fiscal 2022 as reported in the summary compensation table consist of: (a) \$29,362,547 deduction for amounts reported under the "Stock Awards" and "Option Awards from July 31, 2023, determined based on the change in fair value of such awards from July 31, 2022, to the vest date.
- Awards" and "Option Awards" columns in the summary compensation table; (b) \$31,386,290 increase based on the fair value of equity awards granted in fiscal 2022 that remained outstanding and unvested as of July 31, 2022; (c) \$2,388,565 deduction for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2022, determined based on
- and unvested as of July 31, 2022; (c) \$2,388,565 deduction for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2022, determined based on the change in fair value of such awards from July 31, 2021, to July 31, 2022; (d) \$1,743,143 deduction for awards granted in prior fiscal years that vested in fiscal 2022, determined based on the change in fair value of such awards from July 31, 2021, to the vest date.

  Adjustments to the non-PEO named executive officers' average total compensation for fiscal 2025 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$0 deduction based on the fair value of equity awards granted in fiscal 2025 that remained outstanding and unvested as of July 31, 2025; (c) \$1,007,263 deduction for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2025, determined based on the change in fair value of such awards from July 31, 2024, to July 31, 2025; (d) \$1,122,125 increase for awards granted in prior fiscal years that vested in fiscal 2025, determined based on the change in fair value of such awards from July 31, 2024, to the vest date.

  Adjustments to the non-PEO named executive officers' average total compensation for fiscal 2024 as reported in the summary compensation table consists of (a) \$3,275,415 deduction for average to table (b) \$2,240,369 inspects begin the fair value of equity awards from July average to the part of the fair value of equity awards from July average to the part of the late of the fair value of equity awards from July average to the part of the late of the fair value of equity awards from July average to the part of th
- amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$3,319,268 increase based on the fair value of equity awards granted in fiscal 2024 that remained outstanding and unvested as of July 31, 2024; (c) \$2,104,064 increase for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2024, determined based on the change in fair value of such awards from July 31, 2023, to July 31, 2024; (d) \$745,957 increase for awards granted in prior fiscal years that vested in fiscal 2024, determined based on the change in fair value of such awards from July 31, 2023, to the vest date.
- Adjustments to the non-PEO named executive officers' average total compensation for fiscal 2023 as reported in the summary compensation table consist of: (a) \$3,059,232 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$4,468,612 increase based on the fair value of equity awards granted in fiscal 2023 that remain outstanding and unvested as of July 31, 2023; (c) \$2,904,515 deduction for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2023, determined based on the change in fair value of such awards from July 31, 2022, to July 31, 2023; (d) \$41,403 increase for awards granted in prior fiscal years that vested in fiscal 2023, determined based on the change in fair value of such awards from July 31, 2022, to the vest date.
- (16) Adjustments to the non-PEO named executive officers' average total compensation for fiscal 2022 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts
- (16) Adjustments to the non-PEO named executive officers' average total compensation for fiscal 2022 as reported in the summary compensation table consist of: (a) \$0 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$0 deduction based on the fair value of equity awards granted in fiscal 2022 that remained outstanding and unvested as of July 31, 2022; (c) \$1,930,916 deduction for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2022, determined based on the change in fair value of such awards from July 31, 2021, to July 31, 2022; (d) \$714,879 deduction for awards granted in prior fiscal years that vested in fiscal 2022, determined based on the change in fair value of such awards from July 31, 2021, to the vest date.
  (17) Adjustments to the non-PEO named executive officers' average total compensation for fiscal 2021 as reported in the summary compensation table consist of: (a) \$6,744,231 deduction for amounts reported under the "Stock Awards" and "Option Awards" columns in the summary compensation table; (b) \$13,246,759 increase based on the fair value of equity awards granted in fiscal 2021 that remained outstanding and unvested as of July 31, 2021; (c) \$3,236,781 increase for equity awards granted in prior fiscal years that remained outstanding and unvested as of July 31, 2021, determined based on the change in fair value of such awards from July 31, 2020, to July 31, 2021; (d) \$970,176 increase for awards granted in prior fiscal years that vested in fiscal 2021, determined based on the change in fair value of such awards from July 31, 2021, to the vest date.
  (18) Peer group "TSR" represents the cumulative TSR for the Company and the Peer Group TSR represents the cumulative TSR of the Nasdaq Industrial index (which is the peer group we used for the stock performance graph required by item 201(c) of Regulation S-K included in our annual report on Form 10-k for the f
- beginning July 31, 2021, and ending as of the last day of fiscal 2022, fiscal 2023, fiscal 2024, or fiscal 2025, as applicable, as calculated in the manner prescribed by item 201(e) of Regulation

# Compensation Actually Paid compared to TSR, net income, and adjusted operating income.

Compensation actually paid to our co-chief executive officer A. Jayson Adair (i) decreased in fiscal 2022 by \$48,758,765, or 124% from \$39,256,073 in fiscal 2021 to \$(9,502,692) in fiscal 2022, (ii) increased in fiscal 2023 by \$27,579,895, or 290%, from \$(9,502,692) in fiscal 2022 to \$18,077,203 in fiscal 2023, and (iii) decreased in fiscal 2024 by \$(9,352,275), or 52%, from \$18,077,203 in fiscal 2023 to \$8,724,928 in fiscal 2024. Compensation actually paid to our co-chief executive officer Jeffrey Liaw (i) decreased in fiscal 2023 by \$(2,497,042), or 9%, from \$28,889,641 in fiscal 2022 to \$26,392,599 in fiscal 2023, (ii) decreased in fiscal 2024 by (\$13,099,654) or 50% from \$26,392,599 in fiscal year 2023 to \$13,292,945 in fiscal year 2024, and (iii) decreased in fiscal 2025 by \$(15,294,778), or 115%, from \$13,292,945 in fiscal 2024 to \$(2,001,833) in fiscal 2025. Average compensation actually paid to the

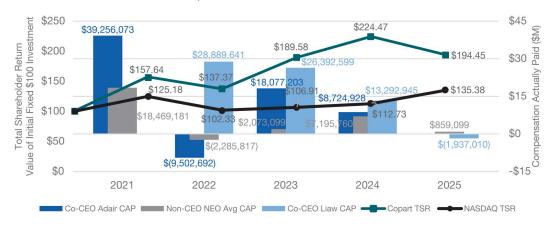
COPART, INC. 61 2025 PROXY STATEMENT

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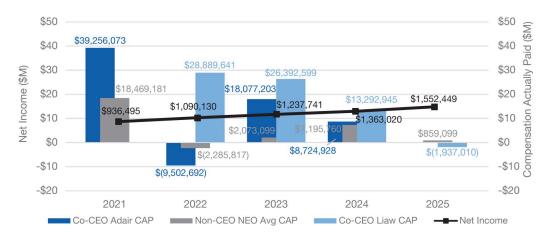
# **EXECUTIVE COMPENSATION TABLES**

remaining non-PEO named executive officers (i) decreased in fiscal 2022 by \$20,754,998, or 112%, from \$18,469,181 in fiscal 2021 to \$(2,285,818) in fiscal 2022, (ii) increased in fiscal 2023 by \$4,358,916, or 191%, from \$(2,285,817) in fiscal 2022 to \$2,073,099 in fiscal 2023, (iii) increased in fiscal 2024 by \$5,122,661, or 247%, from \$2,073,099 in fiscal 2023 to \$7,195,760 in fiscal 2024, and (iii) decreased in fiscal 2025 by \$(6,336,661), or 88%, from \$7,195,760 in fiscal 2024 to \$859,099 in fiscal 2025. Our cumulative TSR (i) decreased in fiscal 2022 by \$20.27, or 13%, from \$157.64 as of the end of fiscal 2021 to \$137.37 as of the end of fiscal 2022, (ii) increased in fiscal 2023 by \$52.21, or 38%, from \$137.37 as of the end of fiscal 2022 to \$189.58 as of the end of fiscal 2023, (iii) increased in fiscal 2024 by \$34.89, or 18%, from \$189.58 as of the end of fiscal 2023 to \$224.47 as of the end of fiscal 2024, and (iii) decreased in fiscal 2025 by \$(30.02), or 13%, from \$224.47 as of the end of fiscal 2024 to \$194.45 as of the end of fiscal 2025. Our net income (i) increased in fiscal 2022 by \$153,635, or 16%, from \$936,495 in fiscal 2021 to \$1,090,130 in fiscal 2022, (ii) increased in fiscal 2023 by \$147,611, or 14%, from \$1,090,130 in fiscal 2022 to \$1,237,741 in fiscal 2023, (iii) increased in fiscal 2024 by \$125,279, or 10%, from \$1,237,741 in fiscal 2023 to \$1,363,020 in fiscal 2024, and (iv) increased in fiscal 2025 by \$189,429, or 14%, from \$1,363,020 in fiscal 2024 to \$1,552,449 in fiscal 2025. Our operating income (i) increased in fiscal 2022 by \$238,571, or 21%, from \$1,136,426 in fiscal 2021 to \$1,374,997 in fiscal 2022, (ii) increased in fiscal 2023 by \$111,572, or 8%, from \$1,374,997 in fiscal 2022 to \$1,486,569 in fiscal 2023, (iii) increased in fiscal 2024 by \$85,454, or 6%, from \$1,486,569 in fiscal 2023 to \$1,572,023 in fiscal 2024, and (iv) increased in fiscal 2025 by \$124,691, or 8%, from \$1,572,023 in fiscal 2024 to \$1,696,714 in fiscal 2025.

# Copart Inc. and NASDAQ Industrial Index



# CAP vs. Net Income



COPART, INC. 62 2025 PROXY STATEMENT

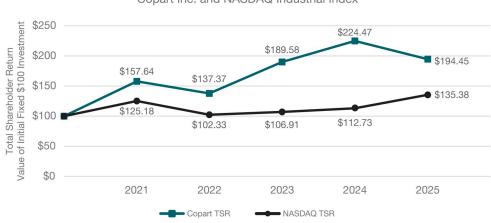
#### **EXECUTIVE COMPENSATION TABLES**



CAP vs. Standalone Adjusted Copart Operating Income (OI)

# Copart TSR compared to NASDAQ Industrial Index

Our cumulative TSR of \$194.45 for the four-year period ending July 31, 2025 was higher than our peer group TSR of \$135.38 for the same period. As noted above, our cumulative TSR (i) decreased in fiscal 2022 by \$20.27, or 13% from \$157.64 as of the end of fiscal 2021 to \$137.37 as of the end of fiscal 2022, (ii) increased in fiscal 2023 by \$52.21, or 38%, from \$137.37 as of the end of fiscal 2023 to \$189.58 as of the end of fiscal 2023, (iii) increased in fiscal 2024 by \$34.89, or 18%, from \$189.58 as of the end of fiscal 2023 to \$224.47 as of the end of fiscal 2024, and (iv) decreased in fiscal 2025 by \$(30.02), or 13%, from \$224.47 as of the end of fiscal 2024 to \$194.45 as of the end of fiscal 2025. Our peer group's cumulative TSR (i) decreased in fiscal 2022 by \$22.85, or 18%, from \$125.18 as of the end of fiscal 2021 to \$102.33 as of the end of fiscal 2022, (ii) increased in fiscal 2023 by \$4.58, or 4.5%, from \$102.33 as of the end of fiscal 2023 to \$106.91 as of the end of fiscal 2023, (iii) increased in fiscal 2024 by \$5.82, or 5%, from \$106.91 as of the end of fiscal 2024 to \$135.38 as of the end of fiscal 2024, and (iv) increased in fiscal 2025 by \$22.65, or 20%, from \$112.73 as of the end of fiscal 2024 to \$135.38 as of the end of fiscal 2025.



Copart Inc. and NASDAQ Industrial Index

COPART, INC. 63 2025 PROXY STATEMENT

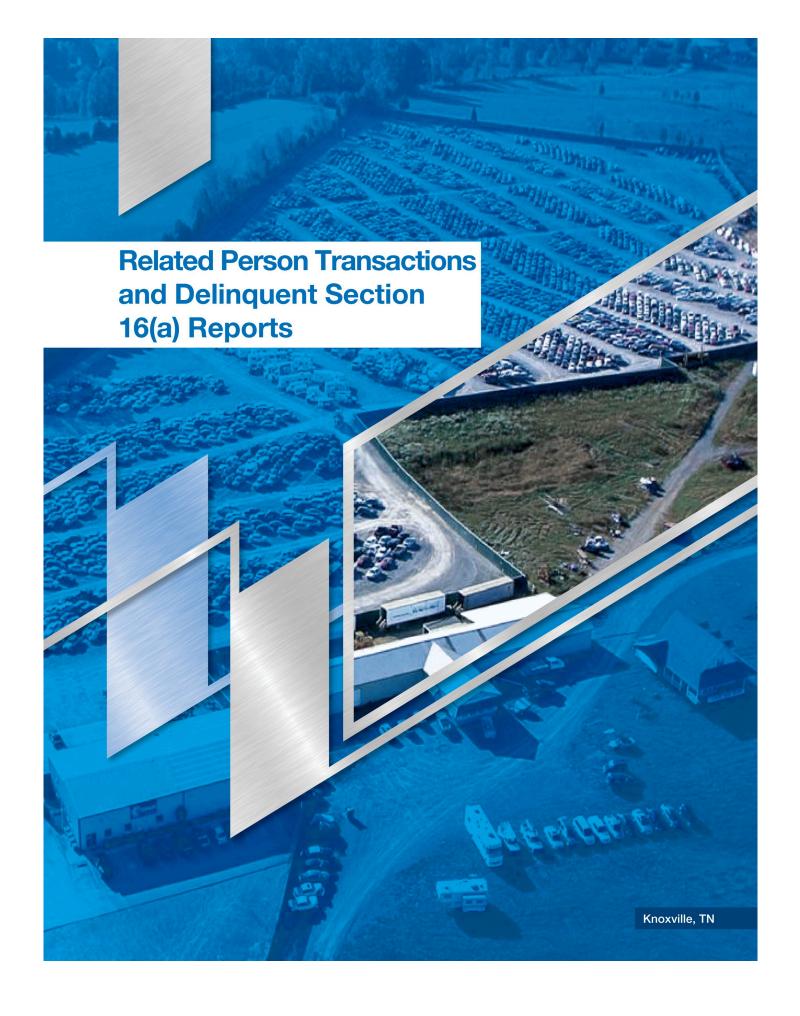
# **EXECUTIVE COMPENSATION TABLES**

# 2025 financial performance measures.

The financial performance measures listed below represent an unranked list of the "most important" financial performance measures linking compensation actually paid to the named executive officers for fiscal 2025 and Company performance. We do not consider any one of the following financial performance measures to be the most important measure for the Company or its executive compensation program.

- Net Income
- Operating Income
- Stock Price

COPART, INC. 64 2025 PROXY STATEMENT



# RELATED PERSON TRANSACTIONS AND DELINQUENT SECTION 16(A) REPORTS

# **Audit Committee Approval Policy**

Our Audit Committee is responsible for the review, approval, or ratification of "related person transactions" between us and in which any person had or will have a direct or indirect material interest. Under SEC rules, a related person is any person who is or was since the beginning of the last fiscal year a director, officer, nominee for director, or 5% stockholder of Copart (and any of his or her immediate family members).

Our Audit Committee has adopted a written policy with respect to related person transactions. Under the policy, any request for us to enter into a transaction with an executive officer, director, principal stockholder, or any of their immediate family members or affiliates, in which the amount involved exceeds \$120,000 must first be presented to our Audit Committee for review, consideration, and approval. In approving or rejecting any such proposal, our Audit Committee is to consider the relevant facts and circumstances available and deemed relevant to the Audit Committee, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related party's interest in the transaction.

#### **Related Person Transactions**

From the beginning of fiscal 2025 and to October 24 of fiscal 2026, we engaged in the related person transactions described in this section, all of which were reviewed and approved in advance by our Audit Committee. We believe that the terms of these transactions were no less favorable to us than could have been obtained from unaffiliated third parties.

# Related Party Employment

We employ Brett Adair, the brother of A. Jayson Adair, our executive chairman, in a non-executive officer position. In fiscal 2025, we paid Mr. Brett Adair a total of \$410,905, consisting of \$250,405 in base salary, and \$160,000 as a cash bonus. Mr. Brett Adair's cash bonus was earned in fiscal 2025 and paid in fiscal 2026. In addition, Mr. Brett Adair is given a monthly automobile expense allowance of \$500, and from time to time, A. Jayson Adair invites Mr. Brett Adair to accompany him on the Company's aircraft for personal use in accordance with our Corporate Aircraft Personal Use Policy.

We employ Diane Yassa, daughter of James E. Meeks, a member of our Board, in a non-executive officer position. In fiscal 2025, we paid Ms. Yassa a total of \$326,993, consisting of \$241,993 in base salary, and \$85,000 as a cash bonus. Ms. Yassa's cash bonus was earned in fiscal 2025 and paid in fiscal 2026.

# **Delinquent Section 16(a) Reports**

Section 16(a) of the Exchange Act requires Copart's directors, executive officers, and 10% stockholders to file forms with the SEC to report their ownership of Copart shares and any changes in ownership. Anyone required to file forms with the SEC must also send copies of the forms to Copart. We have reviewed all forms provided to us. Based on that review and on written information given to us by our executive officers and directors we determined that during fiscal year 2025 we had no delinquent Section 16(a) reports, except for one Form 4 filing reporting certain gift transfers by A. Jayson Adair, which was due on January 8, 2025 and filed on October 16, 2025.



# SECURITY OWNERSHIP

The following table sets forth certain information known to us regarding the ownership of our common stock as of October 10, 2025 by (i) all persons known by us to be beneficial owners of 5% or more of our common stock; (ii) each of our current directors and nominees for director; (iii) each of our named executive officers (as defined in the section of this Proxy Statement entitled "Executive Compensation -Summary Compensation Table"); and (iv) all of our executive officers and directors as a group. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options, or other rights held by such person that are currently exercisable or will become exercisable within 60 days of October 10, 2025, are considered outstanding, although these shares are not considered outstanding for purposes of computing the percentage ownership of any other person. Unless otherwise indicated, each of the stockholders has sole voting and investment power with respect to the shares beneficially owned, subject to community property laws where applicable.

Name and Address of Beneficial Owner <sup>(1)</sup>	Number of Shares Beneficially Owned	Percent of Total Shares Outstanding <sup>(2)</sup>
5% or more beneficial owners, executive officers and directors:		
The Vanguard Group <sup>(3)</sup>	99,099,835	10.24%
BlackRock, Inc. <sup>(4)</sup>	58,210,940	6.01%
Willis J. Johnson <sup>(5)</sup>	55,695,395	5.75%
A. Jayson Adair <sup>(6)</sup>	30,561,732	3.14%
Matt Blunt <sup>(7)</sup>	105,861	*
Steven D. Cohan <sup>(8)</sup>	305,957	*
Daniel J. Englander <sup>(9)</sup>	1,260,813	*
Stephen Fisher <sup>(10)</sup>	45,861	*
Cherylyn Harley LeBon <sup>(11)</sup>	145,861	*
Jeffrey Liaw <sup>(12)</sup>	3,298,828	*
James E. Meeks <sup>(13)</sup>	455,861	*
Diane M. Morefield <sup>(14)</sup>	255,861	*
Thomas N. Tryforos <sup>(15)</sup>	1,327,496	*
Carl D. Sparks <sup>(16)</sup>	145,861	*
Leah C. Stearns <sup>(17)</sup>	348,000	*
All directors and executive officers as a group (13 persons)(18)	93,963,387	9.60%

Represents less than 1% of our outstanding common stock

<sup>(1)</sup> Unless otherwise set forth in these footnotes, the mailing address for each of the persons listed in this table is: c/o Copart, Inc., Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas

Based on 967,834,374 shares outstanding as of October 10, 2025.

Based solely on the most recently available Schedule 13G/A filed by The Vanguard Group with the SEC on February 13, 2024. The Vanguard Group reported sole voting power over 0 shares, shared voting power over 1,155,766 shares, sole dispositive power over 95,364,370 shares, and shared dispositive power over 3,735,465 shares. The address of The Vanguard Group is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355

Based solely on the most recently available Schedule 13G/A filed by BlackRock, Inc. with the SEC on April 17, 2025. BlackRock, Inc. reported sole voting power over 52,061,657 shares, shared voting power over 0 shares, sole dispositive power over 58,210,940 shares, and shared dispositive power over 0 shares. The address of BlackRock, Inc. is 50 Hudson Yards, New York, New York 10001

Includes 50,682,321 shares held by the Willis J. Johnson and Reba J. Johnson Revocable Trust DTD 1/16/1997, for which Mr. Johnson and his wife are trustees, 3,547,664 shares held directly by Willis J. Johnson, and 1,259,549 shares held by Willis and Reba's Foundation, for which Mr. Johnson serves as president. Also includes options to acquire 205,861 shares of common stock held by Mr. Johnson that are exercisable within sixty days after October 10, 2025.

Includes 14,182,620 shares held by the A. Jayson Adair and Tammi L. Adair Revocable Trust, for which Mr. Adair and his wife are trustees, 614,800 shares held by irrevocable trusts for the benefit of members of Mr. Adair's immediate family, for which Mr. Adair serves as trustee, 1,839,312 shares held by JTGJ Investments, LP, a Texas limited partnership, 8,000,000 shares held by JTGJ Investments II, LP, a Texas limited partnership, 5,000 shares held by JTGP Properties, LP, a Texas limited partnership, and 1,920,000 shares held by The Adair Foundation, for which Mr. Adair serves as president. Mr. Adair disclaims beneficial ownership of the shares held by JTGJ Investments, LP, JTGJ Investments II, LP, JTGP Properties, LP, and The Adair Foundation, except to the extent of his pecuniary interest. Also includes options to acquire 4,000,000 shares of common stock held by Mr. Adair that are exercisable within sixty days after October 10, 2025.

Represents options to acquire 105,861 shares of common stock held by Mr. Gobern Power of common stock held by Mr. Cohen Power of common

Includes 96 shares held by the Cohan Revocable Trust U/A DTD 1/17/1996, for which Mr. Cohan serves as Trustee, and options to acquire 305,861 shares of common stock held by Mr. Cohan that are exercisable within sixty days after October 10, 2025

#### **SECURITY OWNERSHIP**

- (9)

- Includes 355,352 shares held by Ursula Capital Partners, for which Mr. Englander is the sole general partner, and 19,600 shares held by trusts for the benefit of members of Mr. Englander's immediate family. Mr. Englander disclaims beneficial ownership of the shares held by Ursula Capital Partners except to the extent of his pecuniary interest therein. Also includes options to acquire 45,861 shares of common stock held by Mr. Englander that are exercisable within sixty days after October 10, 2025.

  Represents options to acquire 45,861 shares of common stock held by Mr. Elabon that are exercisable within sixty days after October 10, 2025.

  Includes 237,274 shares held directly by Mr. Liaw and 10,000 restricted stock units that will vest within 60 days after October 10, 2025. Also includes options to acquire 465,861 shares of common stock held by Mr. Weeks that are exercisable within sixty days after October 10, 2025.

  Represents options to acquire 465,861 shares of common stock held by Mr. Meeks that are exercisable within sixty days after October 10, 2025.

  Represents options to acquire 465,861 shares of common stock held by Mr. Meeks that are exercisable within sixty days after October 10, 2025.

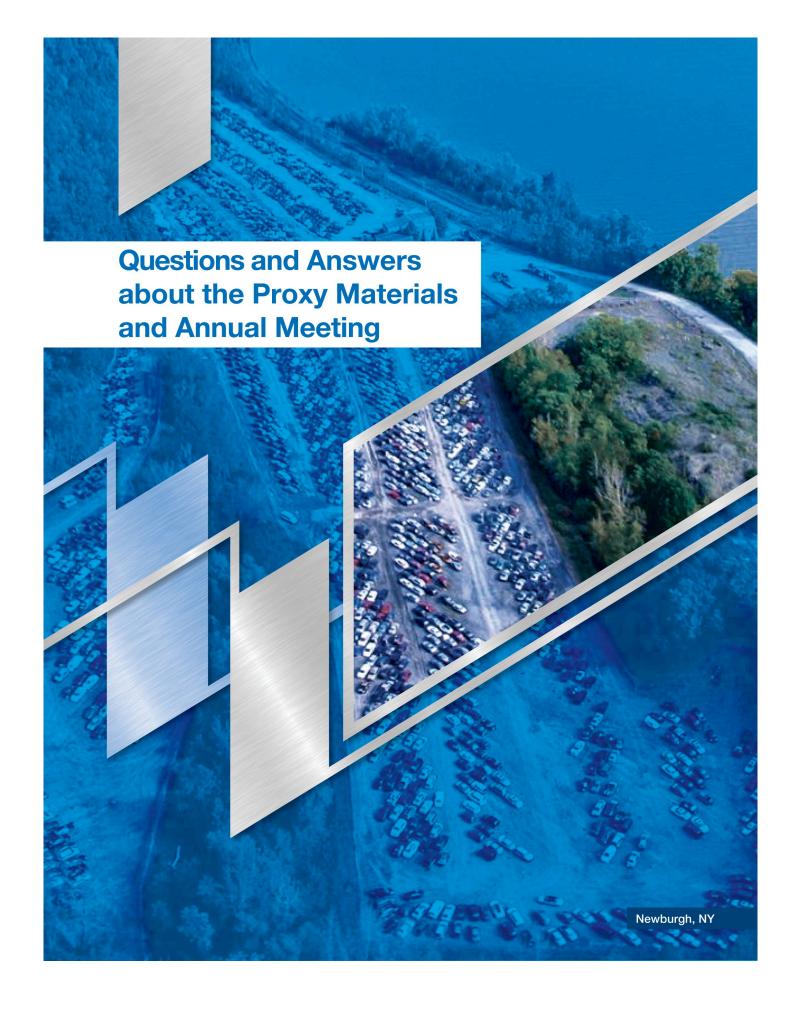
  Represents options to acquire 255,861 shares of common stock held by Ms. Morefield that are exercisable within sixty days after October 10, 2025.

  Includes 441,635 shares held by Elias Charles & Co. LLC, of which Mr. Tryforos is a member. Mr. Tryforos disclaims beneficial ownership of the shares held by Elias Charles & Co. LC except to the extent of his pecuniary interest. Mr. Tryforos disclaims beneficial ownership of the shares of common stock held by Mr. Sparks that are exercisable within sixty days after October 10, 2025.

  Represents options to acquire 145,861 shares of common stock held by Mr. Sparks that are exercisable within sixty days after October 10, 2025.

  Represents options to acquire 145,861 shares of common stock held by Mr. Sparks that are exercisable within sixty days after October 10, 2025. Also inclu

COPART, INC. 69 2025 PROXY STATEMENT



# QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

These proxy materials are furnished in connection with the solicitation by the Board of Copart, Inc. of proxies to be voted at our 2025 annual meeting of stockholders, which will take place on Friday, December 5, 2025 at 8:00 a.m., Central Standard Time, at our corporate headquarters located at Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254, and any postponements, adjournments or continuations thereof.

The information provided in the "question and answer" format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on or accessible through our website is not intended to be incorporated by reference into this proxy statement, and references to our website in this proxy statement are intended to be inactive textual references only.

#### Q: WHAT IS A PROXY?

A: A proxy is your legal designation of another person to vote the stock you own. The person you designate is your "proxy," and you give the proxy authority to vote your shares by submitting the proxy card or voting by telephone or over the Internet. We have designated our chief executive officer, Jeffrey Liaw, and our senior vice president, chief legal officer, and secretary, Paul K. Kirkpatrick, to serve as proxies for the annual meeting.

# Q: WHERE CAN I ACCESS THE PROXY MATERIALS?

A: Pursuant to the rules of the SEC, we have provided access to our proxy materials over the Internet. Accordingly, a Notice of Internet Availability of Proxy Materials (the "Internet Notice") has been sent to our stockholders of record and beneficial owners as of the record date, October 10, 2025. Instructions on how to access the proxy materials over the Internet or to request a printed copy by mail may be found in the Internet Notice.

By accessing the proxy materials on the Internet or choosing to receive your future proxy materials by email, you will save us the cost of printing and mailing documents to you and will reduce the impact of the annual meeting on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials. If you choose to receive future proxy materials by mail, you will receive a paper copy of those materials, including a form of proxy. Your election to receive proxy materials by mail or email will remain in effect until you notify us that you are terminating your request.

# Q: WHY AM I RECEIVING THESE MATERIALS?

A: We are providing these proxy materials in connection with the solicitation by the Board of proxies to be voted at the annual meeting. The annual meeting will take place on Friday, December 5, 2025 at 8:00 a.m., Central Standard Time, at our corporate headquarters located at Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254. Directions to the annual meeting are included on page 81 of this proxy statement. As a stockholder, you are invited to attend the annual meeting and are requested to vote on the items of business described in this proxy statement.

This proxy statement and the accompanying proxy card, notice of annual meeting of stockholders, Internet Notice, and annual report on Form 10-K for the fiscal year ended July 31, 2025 are being distributed and made available on or about October 24, 2025 to all stockholders of record entitled to vote at the annual meeting.

# Q: WHAT INFORMATION IS CONTAINED IN THIS PROXY STATEMENT?

A: The information in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, the compensation of our directors and most highly paid executive officers, our corporate governance

#### QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

policies, information on our Board, and certain other required information. We use several abbreviations in this proxy statement. The term "proxy materials" means this proxy statement, notice of annual meeting of stockholders, Internet Notice, proxy card and our annual report on Form 10-K for the fiscal year ended July 31, 2025. References to "fiscal year" refer to our fiscal year beginning on August 1 of the prior year and ending on July 31 of the year stated.

# Q: WHAT ITEMS OF BUSINESS WILL BE VOTED ON AT THE ANNUAL MEETING?

- A: The items of business scheduled to be voted on at the annual meeting are as follows:
  - To elect the twelve nominees for director named in this proxy statement to hold office until our 2026 annual meeting of stockholders or until their respective successors have been duly elected and qualified;
  - To approve, on an advisory (non-binding) basis, the compensation of our named executive officers for the fiscal year ended July 31, 2025; and
  - To ratify the appointment by the Audit Committee of our Board of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2026.

We will also transact such other business that may properly come before the annual meeting.

# Q: HOW DOES OUR BOARD RECOMMEND THAT I VOTE?

- A: Our Board recommends that you vote your shares:
  - "FOR" each of the twelve nominees for director named in this proxy statement.
  - "FOR" the approval, on an advisory (non-binding) basis, of the compensation of our named executive officers for the fiscal year ended July 31, 2025.
  - "FOR" the ratification of the appointment by the Audit Committee of our Board of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2026.

# Q: WHO IS ENTITLED TO VOTE AT THE ANNUAL MEETING?

A: Each share of our common stock issued and outstanding as of the close of business on October 10, 2025, the record date for our annual meeting, is entitled to vote on all items being considered at the annual meeting. You may vote all shares owned by you as of the record date, including (i) shares held directly in your name as the stockholder of record and (ii) shares held for you as the beneficial owner in street name through a broker, bank, or other nominee. On the record date, we had 967,834,374 shares of common stock issued and outstanding.

# Q: HOW MANY VOTES AM I ENTITLED TO PER SHARE?

A: For all matters described in this proxy statement for which your vote is being solicited, each holder of shares of common stock is entitled to one vote for each share of common stock held by such holder as of the record date.

# Q: AM I ENTITLED TO CUMULATE MY VOTES AT THE ANNUAL MEETING?

A: No. You may not cumulate your votes for the election of directors.

COPART, INC. 72 2025 PROXY STATEMENT

#### QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

# Q: WHAT IS THE DIFFERENCE BETWEEN HOLDING SHARES AS A STOCKHOLDER OF RECORD AND AS A BENEFICIAL OWNER?

# A: Stockholders of Record

If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered, with respect to those shares, the *stockholder of record*, and these proxy materials were sent directly to you by Copart. As the *stockholder of record*, you have the right to grant your voting proxy directly to our designated proxies or to vote in person at the annual meeting. We have enclosed or sent a proxy card for you to use with the printed proxy materials delivered to you. You may also vote on the Internet or by telephone, as described below under the heading "How can I vote my shares without attending the Annual Meeting?" and on your proxy card.

#### **Beneficial Owners**

Many of our stockholders hold their shares through a broker, trustee or other nominee, rather than directly in their own name. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the *beneficial owner* of shares held in "street name." The proxy materials were forwarded to you by your broker, trustee or nominee who is considered, with respect to those shares, the stockholder of record.

As a *beneficial owner*, you have the right to direct your broker, trustee, or other nominee on how to vote your shares. For directions on how to vote shares beneficially held in street name, please refer to the voting instruction card provided by your broker, trustee, or nominee. You are also invited to attend the annual meeting. However, because a *beneficial owner* is not the stockholder of record, you may not vote these shares in person at the annual meeting unless you obtain a legal proxy from the broker, trustee, or nominee that holds your shares, giving you the right to vote the shares at the annual meeting.

#### Q: HOW CAN I CONTACT COPART'S TRANSFER AGENT?

A: You may contact our transfer agent, Computershare Trust Company, N.A., by telephone at (877) 282-1168, or by writing Computershare Trust Company, N.A., P.O. Box 505000, Louisville, Kentucky 40233-5000. You may also access instructions with respect to certain stockholder matters (e.g., lost share certificates, change of address) via the Internet at www.computershare.com/investor.

# Q: HOW CAN I ATTEND THE ANNUAL MEETING?

A: You are invited to attend the annual meeting if you were a stockholder of record as of the record date, October 10, 2025, you hold a valid proxy for the annual meeting, or you are a beneficial owner as of the record date, October 10, 2025. If you are a stockholder of record, meaning you hold shares directly in your name with Computershare Trust Company, N.A., please bring government-issued photo identification for entrance to the annual meeting. If you are not a stockholder of record but hold shares as a beneficial owner in street name, you should provide proof of beneficial ownership as of the record date, such as your most recent account statement reflecting stock ownership on the record date, October 10, 2025, together with government-issued photo identification.

If you do not comply with the procedures outlined above, you may not be admitted to the annual meeting.

Please let us know if you plan to attend the meeting by marking the appropriate box on the proxy card, or, if you vote by telephone or by Internet, by indicating your plans when prompted.

# Q: WILL THE ANNUAL MEETING BE WEBCAST?

A: We do not expect to webcast the annual meeting.

#### QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

# Q: HOW CAN I VOTE MY SHARES IN PERSON AT THE ANNUAL MEETING?

# A: Stockholders of Record

Shares held in your name as the stockholder of record may be voted by you in person at the annual meeting.

#### Beneficial Owners

Shares held beneficially in street name may be voted by you in person at the annual meeting only if you obtain a legal proxy from the broker, trustee, or other nominee that holds your shares giving you the right to vote the shares.

Even if you plan to attend the annual meeting, we recommend that you also submit your proxy or voting instructions as described below so that your vote will be counted if you later decide not to attend the annual meeting.

#### Q: HOW CAN I VOTE MY SHARES WITHOUT ATTENDING THE ANNUAL MEETING?

# A: By Internet

You can vote via the Internet by following the instructions provided on your Internet Notice or proxy card.

Telephone and Internet voting facilities for stockholders of record will be available twenty-four hours a day until 1:00 a.m., Central Standard Time, on Friday, December 5, 2025. If you vote by telephone or the Internet, you do not need to return your proxy or voting instruction card.

If you are a beneficial owner of shares, your broker, trustee, or nominee may make telephone or Internet voting available to you. The availability of telephone and Internet voting for beneficial owners will depend on the voting processes of your broker, trustee, or nominee. Therefore, we recommend that you follow the voting instructions in the materials you receive.

#### By telephone

You can vote by calling the toll-free telephone number on your proxy card. Please have your proxy card handy when you call. Easy-to-follow voice prompts will allow you to vote your shares and confirm that your instructions have been properly recorded.

#### By mail

Please complete, sign, and date the proxy or voting instruction card and return it in the prepaid envelope at any time prior to the annual meeting. If you are a stockholder of record and you return your signed proxy card but do not indicate your voting preferences, the persons named on the proxy card will vote the shares represented by your proxy card as recommended by our Board.

# Q: CAN I CHANGE MY VOTE OR REVOKE MY PROXY?

A: Yes, you have the right to revoke your proxy at any time prior to the time your shares are voted. If you are the stockholder of record, you may revoke your vote by (i) granting a new proxy bearing a later date (which automatically revokes the earlier proxy) using any of the methods described above under the subheading "How can I vote my shares without attending the annual meeting?" (and until the applicable deadline for each method), (ii) providing a written notice of revocation to our corporate secretary at Copart, Inc., Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254, Attn: Paul K. Kirkpatrick, prior to your shares being voted, or (iii) attending the annual meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request.

For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, trustee, or nominee following the instructions they provided or, if you have obtained a legal proxy from your broker, trustee, or nominee giving you the right to vote your shares, by attending the annual meeting and voting in person.

#### QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

# Q: IS THERE A LIST OF STOCKHOLDERS ENTITLED TO VOTE AT THE ANNUAL MEETING?

A: The names of stockholders of record entitled to vote at the annual meeting will be available at the annual meeting and for ten days prior to the meeting for any purpose germane to the meeting, between the hours of 9:00 a.m. and 4:30 p.m., Central Standard Time, at our corporate headquarters located at Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254, by contacting our corporate secretary.

#### Q: IS MY VOTE CONFIDENTIAL?

A: Proxy instructions, ballots, and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Copart or to third parties, except as necessary to meet applicable legal requirements, to allow for the tabulation of votes and certification of the vote, or to facilitate a successful proxy solicitation.

# Q: HOW MANY SHARES MUST BE PRESENT OR REPRESENTED TO CONDUCT BUSINESS AT THE ANNUAL MEETING?

A: A quorum is the minimum number of shares required to be present at the annual meeting to properly hold an annual meeting of stockholders and conduct business under our bylaws and Delaware law. The holders of a majority of the voting power of all of the shares of the stock entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum at the annual meeting. If there is no quorum, the Chairman of the Board of the annual meeting may adjourn the meeting to another place, if any, date, or time. Abstentions and "broker non-votes" are counted as present and entitled to vote for purposes of determining a quorum.

# Q: WHAT IS A BROKER NON-VOTE?

A: If you are a beneficial owner whose shares are held of record by a broker, trustee, or nominee, you must instruct the broker, trustee, or nominee how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal for which the broker does not have discretionary authority to vote. This is called a "broker non-vote." In these cases, the broker can register your shares as being present at the annual meeting for purposes of determining the presence of a quorum, but will not be able to vote on those matters for which specific authorization is required. If you are a beneficial owner whose shares are held of record by a broker, trustee, or nominee, your broker, trustee, or nominee has discretionary voting authority to vote your shares on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm (Proposal 3), even if the broker has not received voting instructions from you. However, your broker does not have discretionary authority to vote on the election of directors (Proposal 1) or the advisory (non-binding) vote on the approval of executive compensation (Proposal 2) without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters. Accordingly, if you are a beneficial owner, it is particularly important that you provide your instructions for voting your shares on the election of directors (Proposal 1) and the advisory (non-binding) vote on the approval of executive compensation (Proposal 2) to your broker, trustee, or other nominee.

# Q: WHAT IS THE VOTING REQUIREMENT TO APPROVE EACH OF THE PROPOSALS?

Proposal	Vote Required	Discretionary Voting Allowed?
Election of directors	Majority of the votes cast	No
Advisory vote to approve executive compensation	Majority of the votes cast	No
Ratification of appointment of Ernst & Young LLP	Majority of the votes cast	Yes

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#### QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

# **Election of Directors**

Directors are elected by majority vote, which requires the affirmative vote of a majority of the total votes cast at the annual meeting. For a description of our majority voting standard, please refer to the sections captioned "Corporate Governance and Board of Directors". You may vote "FOR", "AGAINST", or "ABSTAIN" for each nominee. Abstentions and broker non-votes are not counted as votes "FOR" or "AGAINST" and will not affect the outcome of the election of directors.

# Advisory (Non-Binding) Vote on Approval of Executive Compensation

Under our bylaws, the votes cast "FOR" must exceed the votes cast "AGAINST" to approve, on an advisory (non-binding) basis, the compensation of our named executive officers for the fiscal year ended July 31, 2025. You may vote "FOR", "AGAINST", or "ABSTAIN" on this proposal. Abstentions and broker non-votes are not counted as votes "FOR" or "AGAINST" and will not affect the outcome of this proposal.

# Ratification of Appointment of Ernst & Young LLP

Under our bylaws, the votes cast "FOR" must exceed the votes cast "AGAINST" to approve the ratification of the appointment by the Audit Committee of our Board of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2026. You may vote "FOR", "AGAINST", or "ABSTAIN" for this proposal. Abstentions are not counted as votes "FOR" or "AGAINST" this proposal and will not affect the outcome of this proposal.

# Q: WHAT HAPPENS IF ADDITIONAL MATTERS ARE PRESENTED AT THE ANNUAL MEETING?

A: Other than the items of business described in this proxy statement, we are not aware of any other business to be acted upon at the annual meeting. If you grant a proxy, the persons named as proxy holders, Jeffrey Liaw, and Paul K. Kirkpatrick, or either one of them, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any reason any of the nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by our Board.

# Q: WHO WILL COUNT THE VOTES?

A: A representative of our transfer agent, Computershare Trust Company, N.A., will tabulate the votes and act as inspector of election.

# Q: WHAT IS THE INTEREST OF THE COMPANY'S EXECUTIVE OFFICERS AND DIRECTORS IN THE PROPOSALS BEING VOTED UPON?

A: None of our executive officers, directors, director nominees nor their associates has any substantial interest in any matter to be acted upon, other than our directors with respect to the election to office of the directors so nominated.

# Q: WHO WILL BEAR THE COST OF SOLICITING VOTES FOR THE ANNUAL MEETING?

A: We will bear the entire cost of soliciting proxies. Copies of solicitation materials will be furnished to brokerage houses, fiduciaries, and custodians holding shares in their names that are beneficially owned by others so that they may forward the solicitation material to such beneficial owners, and we expect to reimburse the corresponding forwarding expenses.

# Q: WHERE CAN I FIND THE VOTING RESULTS OF THE ANNUAL MEETING?

A: We will announce preliminary voting results at the annual meeting. We will also disclose voting results on a Current Report on Form 8-K to be filed with the SEC within four business days after the annual meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K, we will file a Current Report on Form 8-K to publish preliminary results and, within four business days after final results are known, file an additional Current Report on Form 8-K to publish the final results.

#### QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

# Q: WHAT IS "HOUSEHOLDING" AND HOW DOES IT AFFECT ME?

A: We have adopted a procedure called "householding," which has been approved by the SEC. Under this procedure, we deliver only one copy of the annual report on Form 10-K for the fiscal year ended July 31, 2025, Internet Notice and proxy statement to multiple stockholders who share the same address and have the same last name, unless we have received contrary instructions from an affected stockholder. This procedure reduces our printing costs, mailing costs, and fees. Stockholders who participate in householding will continue to be able to receive separate proxy cards.

We will deliver, promptly upon written or oral request, a separate copy of the annual report on Form 10-K for the fiscal year ended July 31, 2025, Internet Notice and proxy statement to any stockholder at a shared address to which a single copy of any of those documents was delivered. To receive a separate copy of the annual report on Form 10-K for the fiscal year ended July 31, 2025, Internet Notice and/or proxy statement, you may write to or call our Investor Relations Department at Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254, telephone (972) 391-5000. Any such request should be made promptly in order to ensure timely delivery. Any stockholders of record who (i) share the same address and currently receive multiple copies of our 2025 Form 10-K, Internet Notice and proxy statement, and (ii) wish to receive only one copy of these materials per household in the future, may contact our Investor Relations Department at the address or telephone number listed above to participate in the householding program.

A number of brokerage firms have instituted householding. If you hold your shares beneficially in street name, please contact your bank, broker, or other holder of record to request information about householding.

# Q: WHAT IS THE DEADLINE TO PROPOSE ACTIONS FOR CONSIDERATION AT NEXT YEAR'S ANNUAL MEETING OF STOCKHOLDERS OR TO NOMINATE INDIVIDUALS TO SERVE AS DIRECTORS?

A: Requirements for Stockholder Proposals to be Considered for Inclusion in Our Proxy Materials

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at the next annual meeting of stockholders by submitting their proposals in writing to our corporate secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for our 2026 annual meeting of stockholders, our corporate secretary must receive the written proposal at our principal executive offices not later than June 26, 2026 pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); provided, however, that in the event that we hold our 2026 annual meeting of stockholders more than thirty days from the one year anniversary date of the 2025 annual meeting, we will disclose the new deadline by which stockholder proposals must be received under Part II, Item 5 of our earliest possible Quarterly Report on Form 10-Q or, if impracticable, by any means reasonably calculated to inform stockholders. All stockholder proposals must otherwise comply with the requirements of Rule 14a-8 of the Exchange Act, regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Copart, Inc. Copart Tower Attn: Corporate Secretary 14185 Dallas Parkway, Suite 300 Dallas, Texas 75254

The submission of a stockholder proposal does not guarantee that it will be included in Copart's proxy statement or proxy.

# Requirements for Stockholder Proposals to be Brought Before the 2025 Annual Meeting

Our bylaws establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders, but do not intend for the proposal to be included in our proxy statement. Our bylaws provide that the only business that may be conducted at an annual meeting is business that is (i) specified in our proxy materials with respect to such meeting, (ii) otherwise properly brought before the

#### QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

meeting by or at the direction of our Board, or (iii) properly brought before the meeting by a stockholder of record entitled to vote at the annual meeting who has delivered timely written notice to our corporate secretary, which notice must contain the information specified in our bylaws. To be timely for our 2025 annual meeting of stockholders, our corporate secretary must receive the written notice at our principal executive offices:

- not earlier than August 10, 2026, and
- not later than the close of business on September 9, 2026.

In the event that we hold our 2026 annual meeting of stockholders more than thirty days before or after December 5, 2026, then notice of a stockholder proposal that is not intended to be included in our proxy statement must be received not later than the close of business on the later of the following two dates:

- · the 90th day before such annual meeting; or
- the 10th day following the day on which public announcement of the date of such meeting is first made.

If a stockholder who has notified us of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at such meeting, we are not required to present the proposal for a vote at such meeting.

# Nomination of Director Candidates

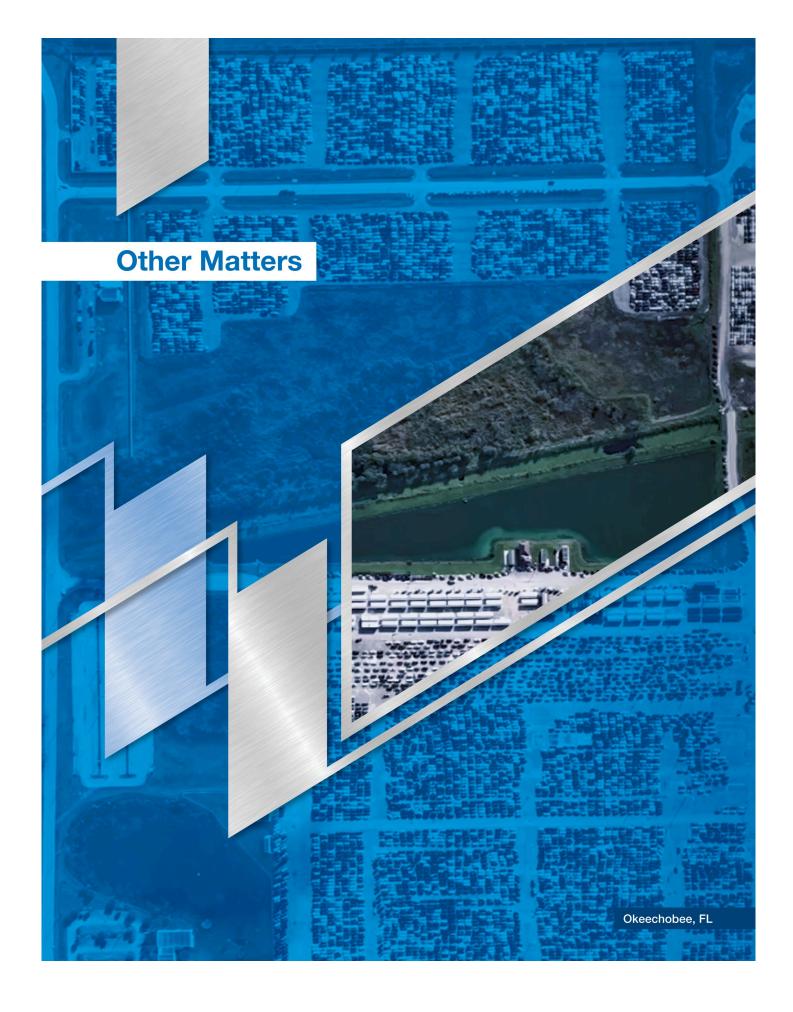
Our bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information required by our bylaws. In addition, the stockholder must give timely notice to our corporate secretary in accordance with our bylaws, which, in general, require that the notice be received by our corporate secretary within the time period described above under "Requirements for Stockholder Proposals to be Brought Before the 2026 Annual Meeting" for stockholder proposals that are not intended to be included in our proxy statement.

In addition to satisfying the requirements of our bylaws, pursuant to Rule 14a-19 promulgated under the Exchange Act, if you intend to solicit proxies in support of director nominees other than our nominees, then we must receive notice providing the information required by Rule 14a-19 postmarked no later than October 6, 2026. However, if the date of next year's annual meeting is more than 30 days before or more than 30 days after December 5, 2026, then we must receive your notice by the close of business on the later of the sixtieth (60th) day prior to such meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made.

In addition, it is the policy of our Nominating, Governance, and Sustainability Committee to consider recommendations for candidates to the Board from stockholders holding not less than 1% of the outstanding shares of our common stock continuously for at least twelve months prior to the date of submission of the recommendation or nomination. Any such recommendations should include the nominee's name and qualifications for membership on our Board, and should be directed to our chief legal officer at our address set forth above for our corporate secretary. For additional information regarding stockholder recommendations for director candidates, please see the sections entitled "Corporate Governance and Board of Directors — Director Nomination Process" and "Corporate Governance and Board of Directors — Considerations in Identifying and Evaluating Director Nominees."

# Availability of Bylaws

A copy of our current bylaws may be obtained free of charge by written request to our Investor Relations Department c/o Copart, Inc., Copart Tower, 14185 Dallas Parkway, Suite 300, Dallas, Texas 75254.



# **OTHER MATTERS**

#### **Other Matters**

We know of no other matters to be submitted at the annual meeting. If any other matters properly come before the meeting, it is the intention of the persons named in the form of proxy to vote the shares they represent as our Board may recommend. Discretionary authority with respect to such other matters is granted by the execution of the proxy.

# **Adjournment of the 2025 Annual Meeting**

In the event that there are not sufficient votes present to vote on any proposal incorporated in this proxy statement at the time of the annual meeting, the annual meeting may be adjourned in order to permit further solicitation of proxies from holders of our common stock in accordance with our bylaws.

# Annual Report on Form 10-K for the Fiscal Year Ended July 31, 2025

A copy of our annual report on Form 10-K for the fiscal year ended July 31, 2025 has been made available concurrently with this proxy statement to all stockholders entitled to notice of, and to vote at, the annual meeting. The annual report on Form 10-K for the fiscal year ended July 31, 2025 is incorporated into this proxy statement by reference and constitutes proxy soliciting material.

For the Board of Directors COPART, INC.

Paul K. Kirkpatrick, Secretary

Dated: October 24, 2025

IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS FOR THE 2025 ANNUAL MEETING:
The Proxy Statement and Annual Report on Form 10-K for the Fiscal Year ended July 31, 2025 are available free of charge at www.edocumentview.com/CPRT

# **OTHER MATTERS**

# Site of the Copart, Inc. 2025 Annual Stockholder Meeting

Directions to: **Copart Tower** 

14185 Dallas Parkway, Suite 300 Dallas, Texas 75254

Dallas Fort Worth International Airport From:

Head towards the north exit

Take the ramp onto International Parkway (partial toll road)

Continue onto TX-121 N Take the exit onto I-635 E

Take exit 22C to merge onto Dallas North Tollway N (partial toll road)
Take the exit toward Spring Valley Rd/Quorum Dr/Verde Valley Lane (toll road)

Merge onto Dallas Parkway Turn left onto Spring Valley Road Turn left onto Dallas Parkway Destination will be on the right

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