

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Written Resolution

of

CARWOW LTD (the "Company")

24 May 2021 (the "Circulation Date")

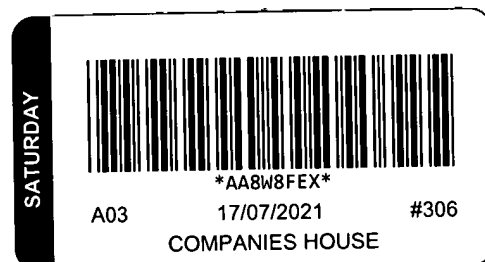
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company have proposed that the resolution below be passed as an ordinary resolution.

ORDINARY RESOLUTION

THAT the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £4.6729, provided that:

- (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
- (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all subsisting authorities.



AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

Signed: *Jennifer L Nicolle*

Name: Jennifer Nicolle, Director

For and on behalf of:
Accel London Manager Limited as Manager of
Accel London IV L.P. and Accel London Investors 2014 L.P.

Date: *25.5.21*

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

BALDERTON CAPITAL V, L.P.

as nominee for
Balderton Capital V, L.P.
and related individuals

By: Balderton Capital Partners V, L.P.,
Its general partner

By: Balderton Capital General Partner V, LLC,
Its general partner

By: John Bishop
Authorized Signatory

Name: John Bishop (PRINT NAME)

Date: 25/05/2021

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

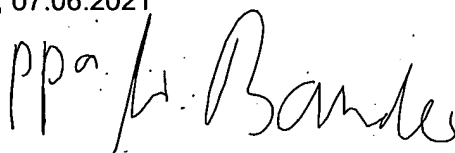


Signed:

Name: Fabian Römer

For and on behalf of Mercedes-Benz Vermögens- und Beteiligungsgesellschaft mbH

Date: Stuttgart, 07.06.2021



Signed:

Name: Dr. Wolfgang Bauder

For and on behalf of Mercedes-Benz Vermögens- und Beteiligungsgesellschaft mbH

Date: Stuttgart, 07.06.2021

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

DocuSigned by:
Simon Murdoch
Signed: AA5315E8F384451

Name: Simon Murdoch (PRINT NAME)

For and on behalf of:
Authorised signatory for EPISODE 1
INVESTMENTS LP acting by its General Partner,
Episode (GP) Limited

Date: 24/5/2021

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

Signed: 

Name: John-Paul Meagher

For and on behalf of: Samos Investments (Jersey) L.P. acting by its general partner
Samos Investments General Partner

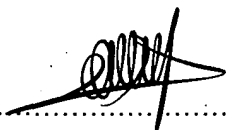
Date: 3 June 2021

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

Signed:



Name: Gaël Sausy, B Manager(PRINT NAME)

For and on behalf of: *Showroom S.à r.l.*.....

Date:

11. 6. 21

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

Signed: DocuSigned by:
David Santoro
.....21B8F2ECC358483.....

Name: David Santoro(PRINT NAME)

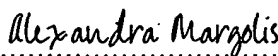
For and on behalf of:(COMPLETE IF MEMBER
IS A COMPANY)

Date: 3/6/2021

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

Signed: DocuSigned by:

7539B31974954DE...

Name: Alexandra Margolis (PRINT NAME)

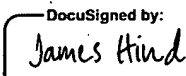
For and on behalf of: (COMPLETE IF MEMBER IS A COMPANY)

Date: 11/6/2021

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

Signed: 
.....7B5B93B128E84FE.....

Name: James Hind(PRINT NAME)

For and on behalf of:(COMPLETE IF MEMBER
IS A COMPANY)

Date: 3/6/2021

[Signature page to the shareholder resolutions]

Notes:

1. If you wish to vote in favour of the resolution, please sign and date this document and return it to the Company using one of the following methods:
 - (a) **by hand:** delivering the signed copy to the Company's registered office;
 - (b) **by post:** returning the signed copy by post to the Company's registered office;
 - (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to Emily Inglis: emily.inglis@carwow.co.uk. Please enter "Written resolution" in the email subject box.

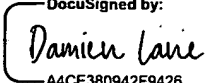
If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the resolution to be passed, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us on or before this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a member of the Company entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

Signed:  A4CE3B0942F9426

Name: Damien Lane (PRINT NAME)

For and on behalf of: (COMPLETE IF MEMBER IS A COMPANY)

Date: 11/6/2021