

Company No: 07103079

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

CARWOW LTD (the "Company")

4 July 2019 (the "**Circulation Date**")



Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary resolutions (together the "**Resolutions**").

ORDINARY RESOLUTIONS

1. **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 £2.33, 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 to 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.

2. **THAT** the Company enters into an English law governed Growth Capital Loan and Security Agreement, for a term loan facility of up to £15,000,000 to be entered into between (1) the Company and (2) Triplepoint (the "**Loan Agreement**").
3. **THAT** the Company enters into an English law governed debenture to be entered into between (1) the Company and (2) Triplepoint.
4. **THAT** the Company enters into a director's certificate signed by a director of the Company certifying the matters set out therein.
5. **THAT** the Company enters into the other Loan Documents (as such term is defined in the Loan Agreement) to which it is a party and other documents to be entered into in connection with, or ancillary to, the Loan Documents.

(the documents in resolutions 2 to 5 inclusive, together the "**Documents**").

6. **THAT** the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents, and any other documents relating to or connected with the same.
7. **THAT** any director of the Company be and he or she is hereby authorised to execute the Documents on behalf of the Company subject to such amendments and modifications as the director executing the same may in his/her absolute discretion agree and so that the director's signature of the relevant Document shall be conclusive evidence of the agreement to such amendments or modifications and if any Document or related document agreed by a director needs to be executed as a deed, that it be executed as a deed in accordance with section 44 of the Companies Act 2006.

AGREEMENT

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

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

Signed:



Name:

JAMES HIND

(PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

4 July 2019

NOTES

1. If you wish to vote in favour of the Resolutions 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 resolutions" in the email subject box.

If you do not agree with the Resolutions, 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 Resolutions, 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 Resolutions to be passed, they will lapse. If you agree to the Resolutions, 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.