

WRITTEN RESOLUTIONS

of

CARWOW LTD

(the "Company")

14 December 2021 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 3 (inclusive) below be passed as ordinary and special resolutions (as indicated) (the "Resolutions").

ORDINARY RESOLUTION

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 £71,549, 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.

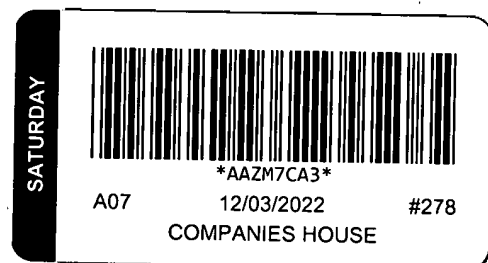
SPECIAL RESOLUTION

2. That the articles of association contained in the document attached to these written resolutions (the "New Articles") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

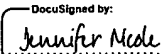
AGREEMENT

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

UKMATTERS:51769426.2



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:  DocuSigned by:
A19585EF3314448

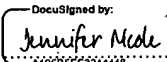
Name: Jennifer Nicolle (PRINT NAME)

For and on behalf of: Accel London IV, L.P. acting by Accel London Management Limited (COMPLETE IF MEMBER IS A COMPANY)

Date: 15 December 2021



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:  (PRINT NAME)
Name: Jennifer Nicole
For and on behalf of: Accel London Investors 2014, L.P. acting by
Accel London Management Limited (COMPLETE IF MEMBER IS A
COMPANY)
Date: 15 December 2021

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:

John Bishop

Name:

John Bishop, Manager

(PRINT NAME)

For and on behalf of:

Balderton Capital V, L.P.
acting by its general partner
Balderton Capital V, L.P.,
acting by its general partner
Balderton Capital General Partner V, LLC

(COMPLETE IF MEMBER IS A
COMPANY)

Date:

15 December 2021

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

DocuSigned by:

James Hind

7858526128E84FE...

Signed:

Name:

James Hind

(PRINT NAME)

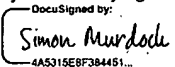
For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

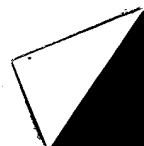
Date:

15 December 2021

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: 
4AS3158F384451.....
Name: Simon Murdoch (PRINT NAME)
For and on behalf of: Self (COMPLETE IF MEMBER IS A COMPANY)

Date: 15 December 2021



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

DocuSigned by:

David Santoro

21B8F2FCC358483...

Signed:

Name:

David Santoro

(PRINT NAME)

For and on behalf of:

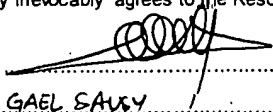
(COMPLETE IF MEMBER IS A COMPANY)

Date:

15 December 2021

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:

GAEL SAVY

(PRINT NAME)

For and on behalf of:

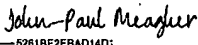
SHOWROOM SARL

(COMPLETE IF MEMBER IS A COMPANY)

Date:

15 December 2021

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

DocuSigned by:

62818E2EBAD14D1...
Signed: _____
Name: John-Paul Meagher (PRINT NAME)
Director of GP for Samos Investments (Jersey) L.P.
For and on behalf of: _____ (COMPLETE IF MEMBER IS A COMPANY)

Date: 15 December 2021

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

DocuSigned by:

Alex Margolis

7530831974954DE...

Signed:

Name:

Alex Margolis

(PRINT NAME)

For and on behalf of:

self

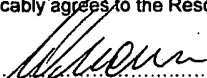
(COMPLETE IF MEMBER IS A
COMPANY)

Date:

15 December 2021

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:

Bernd Widmann
(PRINT NAME)

For and on behalf of:

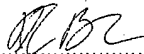
B. Widmann Beteiligungen GmbH & Co. KG
(COMPLETE IF MEMBER IS A COMPANY)

Date:

29.12.2021

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:

...Dirk Buschmann..... (PRINT NAME)

For and on behalf of:

...KI capital GmbH..... (COMPLETE IF MEMBER IS A COMPANY)

Date:

.....15.12.2021.....

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:

W. J. T.

Name:

WILLIAM ARMITAGE (PRINT NAME)

For and on behalf of:

THE LATE (COMPLETE IF MEMBER IS A
MARK ARMITAGE COMPANY)

Date:

14/12/21

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 ann-marie.davies@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.