

WRITTEN RESOLUTION

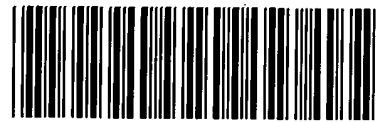
of

CARWOW LTD

(the "Company")

Company No: 07103079

THURSDAY



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A15

16/06/2022

#63

COMPANIES HOUSE

26 May 2022 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution (the "**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 £45.00, 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.

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: Thomas Fuchs (*05.01.1976) (PRINT NAME)

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

Date: ...May 27th, 2022.....

Company No: 07103079

WRITTEN RESOLUTION

of

CARWOW LTD

(the "Company")

26 May 2022 (the "Circulation Date")

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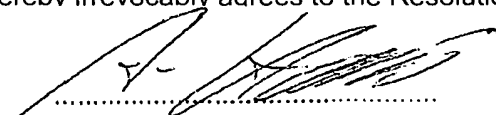
AGREEMENT

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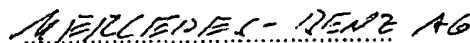
The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed:

Name:


.....
ALEX HARRIES (PRINT NAME)

For and on behalf of:


..... (COMPLETE IF MEMBER IS A COMPANY)

Date:

27/05/2022
.....

WRITTEN RESOLUTION

of

CARWOW LTD

(the "Company")

26 May 2022 (the "Circulation Date")

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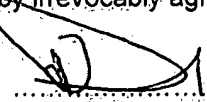
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AGREEMENT

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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:


.....
JAMES PERCHARD, DIRECTOR (PRINT NAME)

Name:

For and on behalf of:

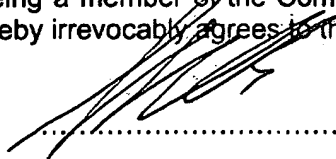
SAMOS INVESTMENTS JERSEY GENERAL
PARTNER LIMITED, ACTING IN (COMPLETE IF MEMBER IS A
ITS CAPACITY AS GENERAL PARTNER COMPANY)
OF SAMOS INVESTMENTS (JERSEY) L.P.

Date:

.....
27/5/22

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: Felix Kroschke (PRINT NAME)

For and on behalf of: VfBG Verwaltungsgesellschaft für Beteiligungshandel mbH

Date: 30.5.2022

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:

Athena Hubble (PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

1/6/2022

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:

For and on behalf of:

Date:

Paul

Moore

Digitally signed

by Paul Moore. (PRINT NAME)

Date:

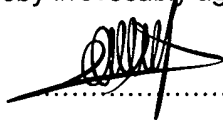
2022.05.27

09:09:18 +04'00'

(COMPLETE IF MEMBER IS A
COMPANY)

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:

Gael Sausy (PRINT NAME)


For and on behalf of:

Showroom S.a r.l. (COMPLETE IF MEMBER IS A
COMPANY)

Date:

26/05/2022

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: Norman Amey, Manager

For and on behalf of: Balderton Capital V, L.P.

By: Balderton Capital Partners V, L.P.


Its general partner

By: Balderton Capital General Partner V, LLC,

Its general partner

Date:

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:WILLIAM ARMITAGE..... (PRINT NAME)

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

Date:5th June 2022.....

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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: ...ADRIAN LLOYD..... (PRINT NAME)

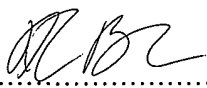
For and on behalf of: (COMPLETE IF MEMBER IS A COMPANY)

Date:27 MAY 2022.....

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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:

..... Dirk BUSCHMANN (PRINT NAME)

For and on behalf of:

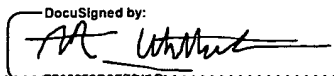
..... KI capital GmbH (COMPLETE IF MEMBER IS A
COMPANY)

Date:

..... 2022-05-29

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:

7763258D2FP04AD.....

Name:

Andrew Whittaker, Director

For and on behalf of:

Accel London Management Limited,
Manager of Accel London IV L.P
and Accel London Investors 2014 L.P

Date:

May 26, 2022 | 8:50 PM BST
.....

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:

PHILIP LLOYD (PRINT NAME)

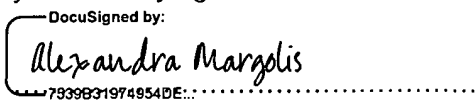
For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

06 / 06 / 22

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: 7339831974954DE.....

Name: Alexandra Margolis (PRINT NAME)

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

Date: 27/5/2022

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

2188F2FCC358483...

Name:

David Santoro

(PRINT NAME)

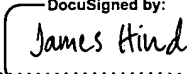
For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

27/5/2022

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: .....
785B93b128E84fE...


Name: James Hind..... (PRINT NAME)

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

Date: 27/5/2022.....

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:

4A5315E8F384451...

Name:

Simon Murdoch (PRINT NAME)

For and on behalf of:

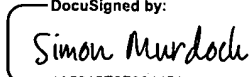
Episode (GP) Ltd acting as
manager of Episode 1 (COMPLETE IF MEMBER IS A
Investments LP COMPANY)

Date:

26/5/2022

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:

4A5315E8F384491

Name:

Simon Murdoch (PRINT NAME)

For and on behalf of: (COMPLETE IF MEMBER IS A
EPISODE 1 CARWOW SERIES D4 SPV LLP acting by its members Episode (GP) LLP & Episode (FP) LLP
COMPANY)

Date:

26/5/2022

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:
Simon Murdoch
4A5315E8F384451...

Name:

Simon Murdoch (PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

26/5/2022

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 ann-marie.davies@carwow.co.uk. Please enter "Written resolutions" 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.