

## WRITTEN RESOLUTIONS

of

**CARWOW LTD**

(the "Company")

24 July 2023 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as an ordinary resolution or a special resolution (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 £42.49, comprised of (i) 3,890,905 growth shares of £0.00001 each in the capital of the Company, (ii) options over 165,000 ordinary shares of £0.00001 each in the capital of the Company and (iii) 192,608 D4 shares of £0.00001 each in the capital of the Company, 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.

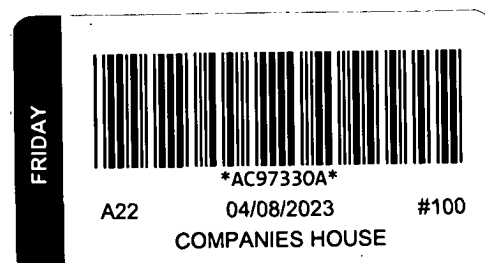
This authority is in addition to all subsisting authorities.

### SPECIAL RESOLUTION

2. That the Company adopts new articles of association in the form annexed to these resolutions in substitution for, and to the exclusion of, the existing articles of association.

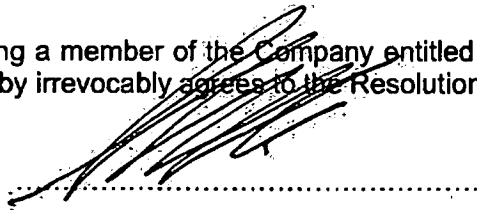
### AGREEMENT

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



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:

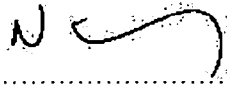
A handwritten signature in black ink, appearing to be 'Dr. Felix Kroschke', written over a horizontal dotted line.

Name: Dr. Felix Kroschke

For and on behalf of: VfBG Verwaltungsgesellschaft für Beteiligungshandel mbH

Date: 24<sup>th</sup> of July 2023

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

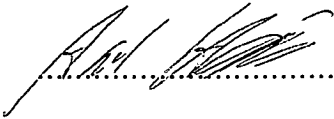
Signed: 

Name: Norman Amey (PRINT NAME)

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

Date: 3 August 2023

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: Axel Harries ..... (PRINT NAME)

For and on behalf of: Leonie PV OVB GmbH ..... (COMPLETE IF MEMBER IS A COMPANY)

Date: 3 August 2023 .....

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:  
*Simon Murdoch*  
4A5315E8F384451...

Signed: Simon Murdoch

Name: (PRINT NAME)

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

Date: 3 August 2023

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:

*Simon Murdoch*

4A5315E8F384451

  
Name: ..... (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: 3 August 2023

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:

John Paul Meagher

A05239B8834B94A...

Name:

John-Paul Meagher

(PRINT NAME)

For and on behalf of:

Samos Investments Jersey General Partner Limited as GP to Samos Investments (Jersey) L.P.

(COMPLETE IF MEMBER IS A COMPANY)

Date:

27 July 2023

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: Lorna Morton

Name: Lorna Morton, Director

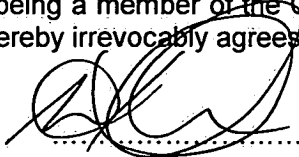
For and on behalf of: Accel London Management Limited,  
as Manager of Accel London IV L.P and  
Accel London Investors 2014 L.P.

Date: 3 August 2023



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:

...Hrvoje Krkalo..... (PRINT NAME)

For and on behalf of:

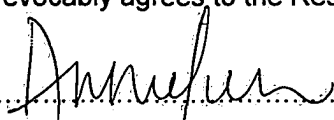
...GLY New Mobility 1. LP..... (COMPLETE IF MEMBER IS A  
COMPANY)

Date:

..... 1 August 2023.....

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:

...PUN CHING YIN ANNIE..... (PRINT NAME)

For and on behalf of:

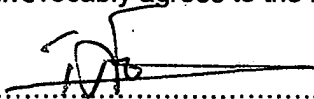
...WHIST SUBHOLDINGS LTD.... (COMPLETE IF MEMBER IS A  
COMPANY)

Date:

...26 JULY 2023.....

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:

..... Timothy James Ford (PRINT NAME)


For and on behalf of:

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

Date:

..... 30/07/23 .....

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:  .....  
6ED885B7CAA6473...

Name: Stephen Morana ..... (PRINT NAME)

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

24/7/2023  
Date: .....

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:

ATHENA HUBBLE..... (PRINT NAME)

For and on behalf of:

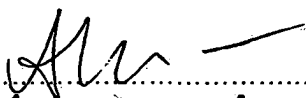
..... (COMPLETE IF MEMBER IS A  
COMPANY)

Date:

26/7/2023.....

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:

Anna Bularina (PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A  
COMPANY)

Date:

02.08.2023

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: Duncan Green

Name: DUNCAN GREEN (PRINT NAME)

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

Date: JULY 24<sup>th</sup>, 2023

## 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](mailto: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.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. 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.
5. 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.