

WRITTEN RESOLUTIONS

of

CARWOW LTD

(the "Company")

25 August 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 (the "**Resolutions**").

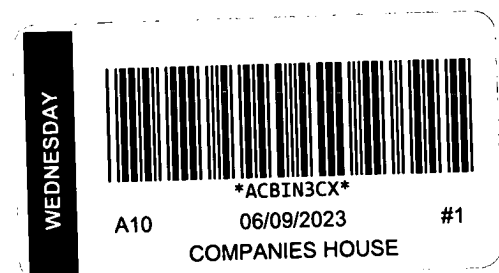
ORDINARY RESOLUTION

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 £23.50, 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.

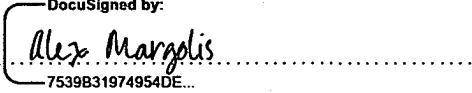
This authority is in addition to all subsisting authorities.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the 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: Alex Margolis (PRINT NAME)
For and on behalf of: (COMPLETE IF MEMBER IS A COMPANY)
Date: 25 / 8 / 23

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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:  21B8F2FCC358483...

Name: David Santoro (PRINT NAME)

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

Date: 25 / 8 / 23

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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:

James Hind

7B5B936128E84FE...

Name:

James Hind

(PRINT NAME)

For and on behalf of:

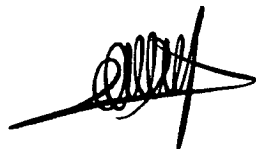
(COMPLETE IF MEMBER IS A COMPANY)

Date:

25 / 8 / 23

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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 Sausy (PRINT NAME)

For and on behalf of: Showroom S.a r.l. (COMPLETE IF MEMBER IS A COMPANY)

Date: 25 / 8 / 23

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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:

Simon Murdoch

(PRINT NAME)

For and on behalf of:

Episode (GP) Ltd acting for
Episode 1 Investments GP


(COMPLETE IF MEMBER IS A
COMPANY)

Date:

25 / 8 / 23

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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:  4A5315E8F384451...
Name: Simon Murdoch (PRINT NAME)
For and on behalf of: EPISODE 1 CARWOW SERIES D4
..SPV..LLP..acting..by..its..members... (COMPLETE IF MEMBER IS A
Episode (GP) LLP & COMPANY)
Episode (FP) LLP
Date: 25 / 8 / 23

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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 Investor 2014 L.P

Date: 25 / 8 / 23

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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

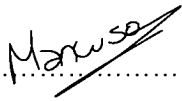
Name: Lorna Morton, Manager

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: 25 / 8 / 23

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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: EMILIANO MANCUSO (PRINT NAME)

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

Date: 27/08/2023

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:

DocuSigned by:

Stephen Morana

6ED885B7CAA6473...

Name:

Stephen Morana

(PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

29/8/2023

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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: ...JEONG AH PARK..... (PRINT NAME)

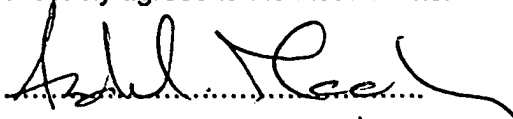
For and on behalf of: (COMPLETE IF MEMBER IS A COMPANY)

Date:25th August 2023.....

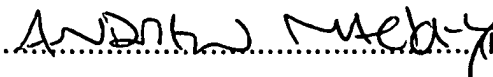
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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:

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Name:

.......... (PRINT NAME)

For and on behalf of:

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

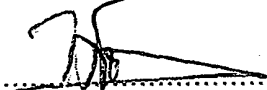
Date:

.....29/08/23.....

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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 FORD..... (PRINT NAME)

For and on behalf of:

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

Date:

.....29/8/23.....

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: J. Clu

Name: Timm Mole (PRINT NAME)

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

Date: 15.8.2023

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AGREEMENT

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

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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: *Danien Lane*

Name: DANIEL LANE (PRINT NAME)

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

Date: 25/8/2023

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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:

- (c) by hand: delivering the signed copy to the
Company's registered office;
- (d) by post: returning the signed copy by post to the
Company's registered office;
- (e) by email: by attaching a copy of the signed
document to an email and sending it to
investorrelations@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.

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:
 - (c) **by hand:** delivering the signed copy to the Company's registered office;
 - (d) **by post:** returning the signed copy by post to the Company's registered office;
 - (e) **by email:** by attaching a copy of the signed document to an email and sending it to investors@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.