

THE COMPANIES ACT 2006

Company Limited by Shares

RESOLUTIONS
of
CARSPRING LIMITED (the "Company")

Passed 2016

WEDNESDAY



A10 *A52VFRSQ* 16/03/2016 #192
COMPANIES HOUSE

The following written resolutions of the Company were duly passed on 2016
in accordance with section 281(1)(a) of the Companies Act 2006 (the "Act") of which resolution 1 was passed
as an ordinary resolution and resolutions 2 and 3 were passed as special resolutions

ORDINARY RESOLUTION

- 1 THAT the directors be generally and unconditionally authorised pursuant to section 551 of the Act, for the period commencing on and with effect from the date of passing of this written resolution and expiring on the first anniversary of such date, to allot one (1) ordinary share of £1 00 each in the capital of the Company at a subscription price of £1 00 per share, having the rights and restrictions set out in the Company's articles of association

SPECIAL RESOLUTIONS

- 2 THAT the directors be generally empowered to allot equity securities (within the meaning of section 550 of the Act) pursuant to the authority conferred by resolution 1 as if the provisions of articles 35 1 to 35 5 (inclusive) of the articles of association of the Company did not apply to such allotment, provided that this power shall cease to have effect when the authority conferred by resolution 1 is revoked or expires
- 3 THAT the articles of association in the form attached to this written resolution be and are approved and adopted as the articles of association of the Company in substitution for the existing articles of association of the Company

Director

MAXIMILIAN VOLLENBREICH

WRITTEN RESOLUTION
of
CARSPRING LIMITED
(Company No 09471632, the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006 (the "Act")

Circulation date 2016

Pursuant to section 291 of the Act, the directors of the Company propose that each of the resolutions 1, 2 and 3 below be passed as an ordinary resolution of the Company, and each of the resolutions 4 and 5 below be passed as a special resolution of the Company

Ordinary Resolutions

- 1 THAT the subscription agreement relating to shares in the Company to be entered into between the Company and Manheim Europe Limited ("Manheim") in the form attached to this written resolution be and is approved and that the Company be and is authorised to enter into such document and perform its obligations thereunder
- 2 THAT the commercial service agreement to be entered into between the Company and Manheim Auctions Limited, a subsidiary of Manheim, in the form attached to this written resolution be and is approved and that the Company be and is authorised to enter into such document and perform its obligations thereunder
- 3 THAT the directors be generally and unconditionally authorised pursuant to section 551 of the Act, for the period commencing on and with effect from the date of passing of this written resolution and expiring on the first anniversary of such date, to allot one (1) ordinary share of £1 00 each in the capital of the Company at a subscription price of £1 00 per share, having the rights and restrictions set out in the Company's articles of association

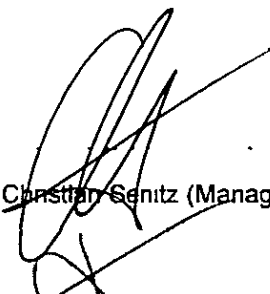
Special Resolutions

- 4 THAT the directors be generally empowered to allot equity securities (within the meaning of section 550 of the Act) pursuant to the authority conferred by resolution 3 as if the provisions of articles 35.1 to 35.5 (inclusive) of the articles of association of the Company did not apply to such allotment, provided that this power shall cease to have effect when the authority conferred by resolution 3 is revoked or expires
- 5 THAT the articles of association in the form attached to this written resolution be and are approved and adopted as the articles of association of the Company in substitution for the existing articles of association of the Company

We, the undersigned, each being a member of the Company who on the circulation date would have been entitled to vote on the resolutions, agree to the above resolutions

For and on behalf of Digital Services XLIII 1 S C Sp represented by its General Partner Digital Services XLIII (GP) S à r l in turn being represented by

Signature of manager


Christian Senitz (Manager A)

Date of Signature

19.2/6

Signature of manager


Julien De Mayer (Manager B)

Date of Signature

FEB 19 2016

For and on behalf of DMG Media Investments Limited

Signature of director

Name of director

Date of Signature

Signature of witness

Name of witness

Address and occupation of
witness

Notes

- (1) You can choose to agree to all of the resolutions or none of them, but you cannot agree to only some of the resolutions. If you agree to all of the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to Carspring Limited, c/o Rocket Internet UK, 4th Floor, Oxford House, 76 Oxford Street, London, W1D 1BS
- (2) A member's agreement to a written resolution, once signified, may not be revoked
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- (4) Unless by the end of the period of 28 days beginning with the circulation date sufficient agreement has been received by the Company for the resolution to pass, it will lapse
- (5) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- (6) 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.

For and on behalf of Digital Services XLIII 1 S C Sp represented by its General Partner Digital Services XLIII (GP) S à r l in turn being represented by

Signature of manager

Christian Senitz (Manager A)

Date of Signature

FEB 19 2016

Signature of manager

Julien De Mayer (Manager B)

Date of Signature

For and on behalf of DMG Media Investments Limited

Signature of director

Name of director

Date of Signature

Signature of witness

Name of witness

Address and occupation of
witness

Notes

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