

COMPANY NO. 11624245

PRIVATE COMPANY LIMITED BY SHARES

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

CAZOO LTD (the *Company*)

(Circulation Date: 22 May 2020)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the below resolution is passed as a special resolution (the ***Resolution***) and shall for all purposes be valid and effective as if it had been passed as a resolution at a general meeting of the Company duly convened and held.

Special Resolution

1. **THAT** the articles of association appended at Annex A to this Resolution shall be adopted as the new articles of association of the Company with immediate effect, in substitution for and to the exclusion of the existing articles of association of the Company.

Agreement

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

The undersigned, each being entitled to vote on the above Resolution on 22 May 2020, hereby irrevocably agrees to the Resolution.



Signed:

V. Dagnaud

Name:

Valérie Dagnaud / Santiago Puig V. (PRINT NAME)

For and on behalf of:

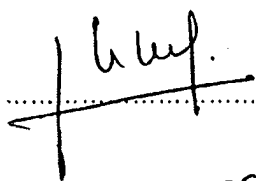
ECAP TWO LIMITED

(COMPLETE IF MEMBER IS A
COMPANY)

10 June 2020

Date:

Signed:



Name:

XAVIER LE CLEF (PRINT NAME)

For and on behalf of: COMPAGNIE NATIONALE À PORTEFEUILLE (COMPLETE IF MEMBER IS A COMPANY)

10 June 2020


Date:

Signed: Alex Gersh

Name: Alex Gersh (PRINT NAME)

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

Date: 10 June 2020

Signed: 

Name: anthony gutman (PRINT NAME)

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

Date: 10 June 2020


Signed: Manuel Lopo De Carvalho

Name: Manuel Lopo de Carvalho (PRINT NAME)

For and on behalf of: DMGV Limited (COMPLETE IF MEMBER IS A COMPANY)
10 June 2020

Date: _____

Signed:

 
.....

Name:

...CONTROL SERVICES CORP..... (PRINT NAME)

For and on behalf of:

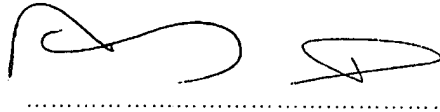
...REVOLUTIONARY (AD) VENTURES NO. 38 LTD..... (COMPLETE IF MEMBER IS A
COMPANY)

10 June 2020

Date:

.....

Signed:



.....

Name:

Alastair Worthy Chris Fry (PRINT NAME)
.....

For and on behalf of:

Delin Ventures Limited (COMPLETE IF MEMBER IS A
..... COMPANY)

Date:

10 June 2020
.....

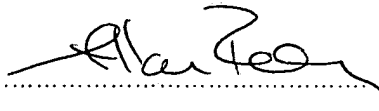
Signed: D. Harris

Name: Dawn Harris (PRINT NAME)

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

Date: 26th May 2020

Signed:



Name:

Allan Pelvang

(PRINT NAME)

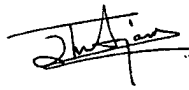
For and on behalf of:

Eight Roads Ventures Europe III LP

(COMPLETE IF MEMBER IS A
COMPANY)

10 June 2020

Date:



Signed:

Name: Ibrahim Ajami (PRINT NAME)

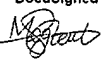
MIC CAPITAL PARTNERS (VENTURES) EUROPE (CAYMAN) LP,
acting by its general partner MIC CAPITAL PARTNERS (VENTURES) EUROPE GP, LP
acting itself by its general partner MIC CAPITAL PARTNERS (VENTURES) EUROPE GP, LLC

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

Date: 10 June 2020

Signed:

DocuSigned by:



8770EBC65985443

Name: Megan Stewart (PRINT NAME)

For and on behalf of: Latitude GP Limited as General Partner to Latitude, L.P. (COMPLETE IF MEMBER IS A COMPANY)

Date: 29 May 2020

Signed:


.....



Name:

..... Frederic DESTIN (PRINT NAME)

Tatyana Boger

For and on behalf of:

Stride Capital Fund I SCSp
Acting by its Manager, Stride
Management GP S.a.r.l

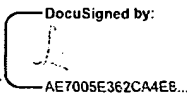
..... (COMPLETE IF MEMBER IS A
COMPANY)

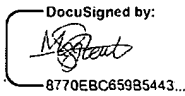
10 June 2020

Date:

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Signed:

DocuSigned by:

AE7005E362CA4E8...

DocuSigned by:

8770EBC659B5443...

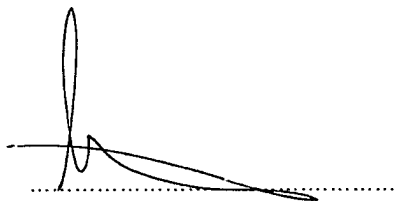
Authorised Signatories of Adelphi Limited - Corporate Director

Name: (PRINT NAME)

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

Date: 10 June 2020

Signed:



Name:

NEV GERTMAN (PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A
COMPANY)

10 June 2020

Date:

Signed



Name

Chris McCain

(PRINT NAME)

For and on behalf of

General Catalyst Corp, Inc.

(COMPLETE IF MEMBER IS A
COMPANY)

10 June 2020

Date

Signed:



Name:

Chris McLean (PRINT NAME)

For and on behalf of:

GC Entrepreneurs Fund TX, LP (COMPLETE IF MEMBER IS A COMPANY)

Date:

10 June 2020

Signed:



Name:

...MARIEKE CHRISTMANN.....

For and on behalf of:

...OCTOPUS ZENITH OPPORTUNITIES III (B) LP acting by its general partner
OCTOPUS ZENITH OPPORTUNITIES III GP LIMITED.....

Date:

.....10 June 2020
.....

Signed:



Name:

MARIEKE CHRISTMANN..... (PRINT NAME)

For and on behalf of: OCTOPUS TITAN VCT PLC..... (COMPLETE IF MEMBER IS A
COMPANY)

10 June 2020

Date:

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Signed: Eef

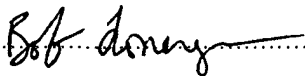
Name: Evelina Eerinkaitė (PRINT NAME)

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

10 June 2020

Date: _____

Signed:



Name:

Bob Lonergan (PRINT NAME)

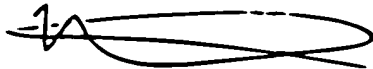
For and on behalf of:

American Bankers Insurance Group (COMPLETE IF MEMBER IS A COMPANY)

10 June 2020

Date:

Signed:


.....

Name:

Benjamin Peretz, Director..... (PRINT NAME)

For and on behalf of:

Acorn Heavy Industries LLC..... (COMPLETE IF MEMBER IS A
COMPANY)

Date:

10 June 2020
.....

Signed:

RMJ
Robert Mylod (Jun 9, 2020 16:22 EDT)

Name:

Robert J. Mylod, Jr. (PRINT NAME)

For and on behalf of:

Annox Capital, LLC (COMPLETE IF MEMBER IS A
COMPANY)

10 June 2020

Date:

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - a. returning the signed copy by post or by courier to Henry Chau, Freshfields Bruckhaus Deringer, 65 Fleet Street, London EC4Y 1HS; or
 - b. by attaching a scanned copy of the signed document to an email and sending it to henry.chau@freshfields.com.
2. If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
4. Unless by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us by no later than 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.