

SCHEDULE

PRINT OF WRITTEN RESOLUTIONS FOR FILING AT COMPANIES HOUSE

(Registered Number: 11624245)

THE COMPANIES ACT 2006

SPECIAL RESOLUTIONS

of

CAZOO LTD (the Company)

WEDNESDAY



Passed on 5 December 2023

The following resolutions were duly passed as written resolutions of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

THAT:

1. the articles of the Company be amended by inserting the following new Articles after Article 14.6:

14.6A Notwithstanding anything contained in these Articles or otherwise, (a)(x) any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and (y) any other restrictions on transfer of shares contained in these Articles or otherwise shall not apply to any transfer of shares, and (b) the Directors of the Company shall not refuse to register any transfer of shares in the Company and may not suspend any registration thereof, in each case, where such transfer is:

- (i) to a Secured Party or to a company or other entity to whom such shares are transferred at the direction of a Secured Party and/or administrative receiver, receiver or manager pursuant to power granted to it;*
- (ii) delivered to the Company for registration by a Secured Party in order to perfect, enforce or protect its security over the shares; or*
- (iii) duly executed by a Secured Party pursuant to the power of sale or otherwise under any security documents which creates any security interest over such shares.*

A certificate by any official of a Secured Party that the shares are or were subject to any security and the transfer was executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.

Notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company (or proposed transferor of those shares) and no Secured Party shall be required to offer the shares which are or are to be the subject of any transfer described in these

Articles to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

*For the purposes of this Article, "**Secured Party**" means any bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been or is purported to be granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing.*

14.6B Notwithstanding anything contained in these Articles or otherwise, any present or future lien on shares in favour of the Company shall not apply in respect of any shares (whether fully or partly paid) which are to be or have been transferred (by way of security or otherwise) to, or otherwise secured in favour of, a Secured Party (as defined in Article 14.6A above) or which are or are to be transferred in accordance with the provisions of Article 14.6A above.

2. these resolutions have effect notwithstanding any provisions of the Company's articles of association.

Signed

Paul Woolf

Director