

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF CAZOO GROUP LTD

I. PURPOSE OF THE COMMITTEE

The Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Cazoo Group Ltd (the “*Company*”) shall assist the Board in fulfilling its oversight responsibilities relating to:

- (a) the integrity of the Company’s financial statements, accounting and financial reporting processes and financial statement audits (including the implementation and effectiveness of internal control over financial reporting);
- (b) the implementation and effectiveness of the Company’s systems of disclosure controls and procedures;
- (c) the annual independent audit of the Company’s financial statements, the engagement of the independent auditors and the evaluation of the independent auditors’ qualifications, independence and performance and internal audit function;
- (d) risk assessment and risk management related to financial matters and the Company’s enterprise risk management program; and
- (e) the Company’s compliance with legal and regulatory requirements.

The Committee’s responsibility is one of oversight and it has the responsibilities and powers set forth in this Charter of the Audit Committee (the “*Charter*”). Management is responsible for the preparation and presentation of the Company’s financial statements, for the appropriateness of the accounting principles, for reporting policies that are used by the Company, and for establishing and maintaining internal control over financial reporting. The independent auditor is responsible for auditing the Company’s financial statements and the effectiveness of internal control over financial reporting, and for reviewing the Company’s unaudited interim financial statements. The Committee must give due consideration to all applicable laws, regulations and any other applicable rules, principles of corporate governance and best practices and applicable industry standards.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be made up of at least three (3) members that shall meet the independence requirements of the New York Stock Exchange and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), subject, in each case, to an election by the Company to rely upon the transition periods applicable to newly public companies. All members of the Committee must be financially literate, which requires having a working familiarity with basic finance and accounting practices (or acquiring such familiarity within a reasonable period of time after his or her appointment). At least one member must have “accounting or related financial management expertise” in accordance with the rules of the New York Stock Exchange. It is expected that at least one member of the Committee will be an “audit committee financial expert” as defined by the applicable rules of the Securities and

Exchange Commission (the “**SEC**”) and may be the same person as that with “accounting or related financial management expertise.”

The members of the Committee shall be appointed by the Board and each member shall serve until such member’s successor is duly elected by the Board or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board. Appointments to the Committee are for a period of up to three years, provided the director still meets the criteria for membership of the Committee, which shall be reviewed at least annually.

If the Board does not designate a chair, the members of the Committee, by a majority vote, may designate a chair. Any vacancy on the Committee shall be filled by majority vote of the Board.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee to the extent permitted by law.

III. MEETINGS, QUORUM AND MINUTES

The Committee shall meet at least three times each fiscal year at appropriate times in the financial reporting and audit cycle. The chair of the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. Meetings shall be called by the chair of the Committee or, if there is no chair, by a majority of the members of the Committee.

Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s Amended and Restated Articles of Association (the “**Articles**”) and applicable law. Committee actions may be taken by unanimous written consent. A majority of the members of the Committee shall constitute a quorum. All determinations shall be made by a majority of the members present at a meeting duly called and held. The Committee shall report its activities to the Board on a regular basis and shall make such recommendations to the Board as it deems appropriate. Minutes for all meetings shall be prepared, circulated in draft form, and approved. The Committee shall meet with management, and shall meet periodically in separate executive sessions with (i) the chief financial officer; (ii) the chief internal auditor and/or the firm engaged to oversee the Company’s internal audit function; and (iii) the independent auditors.

Only members of the Committee have the right to attend Committee meetings, but the Committee may invite others to attend all or part of any meeting if it thinks it is appropriate or necessary. The finance director, head of internal audit and external audit lead partner must be invited to attend meetings of the Committee on a regular basis.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

Selection, Evaluation and Oversight of the Auditors

- (a) The Committee shall appoint, evaluate, retain, compensate and, when necessary, terminate, the independent auditors (subject, if applicable, to member ratification) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services for the Company or its consolidated subsidiaries (which authority includes resolution of any

disagreements between Company management and the independent auditor). The independent auditor shall report directly to the Committee. The Committee shall, at least annually, present its conclusions with respect to evaluate the independent auditor's performance to the Board and, if appropriate, recommend its discharge. The Committee shall discuss with the independent auditor any threats to independence and how those threats are mitigated. The Committee shall also monitor the independent auditor's compliance with ethical standards.

- (b) The Committee shall receive, at least annually, the written disclosures and the letter from the independent auditor required by the applicable requirements of the Public Company Accounting Oversight Board (the "**PCAOB**") regarding the independent auditor's communications with the Committee concerning independence, including a description of all relationships between the independent auditor and the Company that may impact the objectivity and independence of the firm, and discuss with the independent auditor the potential effects of any disclosed relationship on independence. The Committee shall discuss the report with the independent auditors.
- (c) The Committee shall confirm that the "lead partner," the "concurring partner" and the other "audit partner" rotation requirements of the SEC, including Regulation S-X have been complied with.
- (d) The Committee shall, at least annually, obtain and review a report by the independent auditor describing the auditor's internal quality control procedures, and any material issues raised by its most recent internal quality control review, peer review, or PCAOB review or inspection, or by any inquiry or investigation by governmental or professional authorities within the preceding five years and any steps taken to deal with any such issues.
- (e) The Committee shall approve procedures for the pre-approval of the engagement of the independent auditors to provide audit and non-audit services, including the terms of the engagement. The Committee shall review and agree the engagement letter issued by the independent auditor at the start of each audit and the scope of the independent audit, arranging additional work as appropriate. The Committee shall, in accordance with such procedures, pre-approve all audit and non-audit services (other than "prohibited non-audit services") provided to the Company by the independent auditors, all as required by applicable law or listing standards. These policies and procedures may delegate authority to one or more members of the Committee to grant pre-approval, provided that the decision is presented to the Committee at its next scheduled meeting.
- (f) The Committee shall seek to ensure co-ordination between the independent auditor and the internal audit function.

Oversight of Annual Audit

- (g) In connection with each annual audit, the Committee shall discuss with the independent auditors their annual audit plan, including the timing and scope of audit activities.
- (h) The Committee shall review with management and the Company's independent auditors as well as consult as necessary or appropriate with the chief internal auditor

and/or the firm engaged to oversee the Company's internal audit function, the following:

- (i) all critical accounting policies and practices to be used;
 - (ii) significant changes in the Company's selection or application of accounting principles;
 - (iii) any critical audit matters arising from the current period audit;
 - (iv) all alternative treatments of financial information within International Financial Reporting Standards ("*IFRS*") that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
 - (v) all other material written communications between the independent auditors and management, such as any management or internal control letter and any schedule of unadjusted differences;
 - (vi) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - (vii) any material financial arrangements of the Company which do not appear on the financial statements of the Company; and
 - (viii) any other matters that are significant to the integrity and oversight of the Company's financial reporting process, including any other issues required to be discussed by applicable law, PCAOB AS 1301 or any other applicable standards of the PCAOB.
- (i) The Committee shall review with management, the Company's independent auditors and, if appropriate, the chief internal auditor and/or the firm engaged to oversee the Company's internal audit function, the following:
- (i) significant issues regarding accounting principles and financial statements presentations (both resolved and unresolved), including any significant changes in the Company's selection or application of accounting principles;
 - (ii) any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on the Company's financial statements;
 - (iii) the effect of any new or proposed regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's risks and liabilities, financial statements and other public disclosure and internal controls; and
 - (iv) the completeness of the disclosures in the financial statements.
- (j) The Committee shall be informed of all disagreements between the Company's independent auditors and management regarding financial reporting, and reporting on internal control over financial reporting and understand the resolution of such. The

Committee shall review on a regular basis with the Company's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management; and resolve any disagreements between the Company's independent auditor or internal audit function and management. In connection therewith, the Committee should review with the independent auditors the following:

- (i) any accounting adjustments that were noted or proposed by the independent auditors that were either accepted by or were rejected by management (as immaterial or otherwise); and
- (ii) any communications between the audit team and the independent auditor respecting auditing or accounting issues presented by the engagement, including where applicable the resulting memoranda documenting the issue.

Oversight of the Financial Reporting Process and Internal Controls

- (a) The Committee shall:
 - (i) Establish and maintain free and open means of communication between and among the Committee, the Company's independent auditors, the Company's internal auditing department and management and/or the firm engaged to oversee the Company's internal audit function, including meeting separately and privately with such parties on a periodic basis;
 - (ii) Review the mandate, budget, planned activities, staffing and organizational structure of the internal audit function (which may be outsourced to a firm other than the auditor) to confirm that it is independent and has sufficient resources to carry out its mandate. The Committee will discuss this mandate with the auditor; review the appointment and replacement of the person(s) in charge of the Company's internal audit and review the significant reports prepared by the internal auditor and the responses provided (including the annual internal audit plan and internal audit charter);
 - (iii) Monitor the effectiveness of the work of the Company's internal audit function. In undertaking a review of the effectiveness of the internal audit function the Committee should confirm that it is satisfied that the quality, experience and expertise of the function are appropriate for the business. The Committee will meet the head of internal audit at least once a year, without management present, to discuss the effectiveness of the internal audit function, its remit, and any issues resulting from audits;
 - (iv) Review any changes in internal controls or with respect to the system of internal control over financial reporting, that could potentially have a material impact on such internal controls or may be required to be disclosed in the Company's periodic filings with the SEC, including any corrective actions or remediation plans with regard to significant deficiencies and material weaknesses and shall discuss the same with management, the internal audit group and/or the firm engaged to oversee the Company's internal audit function and the independent auditor;

- (v) Review and discuss with management and the independent auditor, as applicable, the annual audited and quarterly unaudited financial statements, including the Company's specific disclosures under "Operating and Financial Review and Prospects" included in the Company's annual report on Form 20-F and review of any reports or disclosure submitted by management to the Committee in connection with such filings or certifications.
- (vi) Review, no less frequently than quarterly, with the Company's independent auditors, management and director or other supervisor of the Company's internal auditing department and/or the firm engaged to oversee the Company's internal audit function the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company;
- (vii) Prior to disclosure to the public, review, and, where appropriate, recommend for approval by the Board, the following:
 - (A) audited annual financial statements, in conjunction with the report of the auditor;
 - (B) interim financial statements;
 - (C) annual and interim management discussion and analysis of financial condition and results of operation;
 - (D) reconciliations of the annual or interim financial statements, to the extent required under applicable rules and regulations; and
 - (E) all other audited or unaudited financial information contained in public disclosure documents, including, without limitation, any prospectus, or other offering or public disclosure documents and financial statements required by regulatory authorities;
- (viii) To review and discuss with management prior to public dissemination of earnings press releases and other press releases containing financial information (to ensure consistency of the disclosure to the financial statements), including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-IFRS financial information and any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and the type of presentation to be made.
- (ix) Review the Company's independent auditor's attestation, including whether to engage the auditors or such attestations, and report, on the assessment made by management, in each case, as and when required by applicable law;
- (x) Review any allegation of fraud (regardless of materiality) involving management or other employees having a significant role in internal control over financial reporting process and system of internal controls; and

Other

- (a) *Risk Management.* Review and discuss, with management and the independent auditors as appropriate, the Company's major financial risks and enterprise exposures, risk assessment and risk management policies, risks related to cybersecurity and the

steps management has taken to monitor and control such exposures. Receive and review regular assurance reports from management, internal audit, external audit and others on matters related to risk and control, in particular as to the effectiveness and testing of risk management and internal control systems (including financial controls).

- (b) *Hiring Practices.* The Committee shall establish clear hiring policies by the Company for employees or former employees of the Company's independent auditors.
- (c) *Related Party Transactions.* The Committee shall establish and implement policies and procedures for the Committee's review and approval or disapproval of proposed transactions or courses of dealings with respect to which executive officers or directors or members of their immediate families have an interest (including all transactions with related persons required to be disclosed).
- (d) *Compliance.* The Committee shall review the Company's program to monitor compliance with the Company's Code of Business Conduct and Ethics and Code of Ethics for Principal and Senior Financial Officers, regularly receive reports from management detailing the activities of the ethics and compliance program and reporting on significant allegations of misconduct, violations of law, and any significant investigations that may involve the Company and meet periodically with the general counsel to discuss compliance with such codes.
- (e) *Whistleblower Procedures Compliance.* The Committee shall review, approve and establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters of the Company's policies, including the Company's Code of Business Conduct and Ethics and for the confidential, anonymous submission, to the extent that the Sarbanes-Oxley Act of 2002 or any other applicable law requires the availability of anonymous reporting, by employees of concerns regarding any such concerns or other legal, ethical, reputational or regulatory concerns.
- (f) *Fraud and Bribery.* The Committee shall review the Company's policies and procedures for preventing and detecting fraud, its systems and controls for preventing bribery, its code of corporate conduct/business ethics and its policies for ensuring that the Company complies with relevant regulatory and legal requirements, receive reports and consider appropriate action.
- (g) *Other Matters.* The Committee shall also perform such other duties and responsibilities as are consistent with this Charter, the Company's organizational documents or as the Committee or the Board otherwise deems necessary and appropriate.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance.

VI. OUTSIDE ADVISORS

The Committee shall have the authority to retain or terminate, at its sole discretion, any independent counsel, experts or advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate to carry out its duties. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The chair of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company or the Company's independent auditor to attend a meeting of the Committee or otherwise respond to Committee requests.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any independent public accounting firm, including the independent auditor, engaged for the purposes of preparing, rendering or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any independent counsel, experts or advisors employed by the Committee and for ordinary and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.