

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF CAZOO GROUP LTD

I. PURPOSE OF THE COMMITTEE

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Cazoo Group Ltd (the “*Company*”) shall assist the Board in its oversight of Board composition, procedures and committees, corporate governance matters, policies and practices, and related matters.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be made up of at least three (3) members of the Board. Committee members are appointed by the Board. The Board decides the Committee’s exact number of members and can remove or replace a Committee member at any time with or without cause. The Board will also make all determinations regarding satisfaction of membership requirements. The Committee may, but need not, be comprised of non-executive directors. If the Board does not designate a chair, the members of the Committee, by a majority vote, may designate a chair, however, the chair of the Board should not chair the Committee when it is dealing with the appointment of his/her successor. 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.

The chair should ensure that Committee membership is periodically refreshed and that individual directors are not over-burdened when deciding the chairs and membership of committees.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet at least two times each fiscal year. 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 chair of 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.

No one other than the Committee chair and members is entitled to be present at a Committee meeting, but the Committee may invite such members of management to its meetings as it deems appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

Board Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to the Board candidates and nominees:

- (a) Develop and apply a formal, rigorous and transparent procedure for board appointments, based on merit and objective criteria and promoting diversity;
- (b) Assess the needs of the Board and seek individuals qualified to become directors taking into account the skills and expertise needed on the Board, review and evaluate the background and qualifications of individuals for board membership (taking care that appointees have enough time available to devote to the position) in accordance with the procedures set forth in this charter of the Nominating and Corporate Governance Committee (the “*Charter*”), the Company’s Corporate Governance Guidelines, the Articles, and applicable law and recommend qualified candidates to the Board for Board membership;
- (c) To require proposed appointees to the Board to disclose:

All significant commitments, with an indication of the time involved;

the nature and extent of any actual or potential conflicts of their interests with the interests of the Company, and any other information that the Board may reasonably request to determine the qualification and independence of a nominee and make recommendations to the board as appropriate;

- (d) Review and, if so determined, recommend an incumbent director’s renomination to the Board;
- (e) Annually review director independence;
- (f) Review and discuss as appropriate with management any Company disclosures relating to director independence, governance and director nomination matters; and
- (g) Have the sole authority to retain and terminate any search firm to be used to identify director candidates.

Board Composition

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

- (a) Develop criteria and qualifications for Board nominees to be used in reviewing and selecting director candidates, including policies with respect to Board and committee member independence, terms, tenure, and compliance with any applicable regulatory requirements. The Committee will also take into account gender, ethnicity, race, nationality, age, skills, and experience in the context of the needs of the Board;
- (b) Review annually with the Board the composition and organization of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board and contains at least the minimum number of independent directors required by the NYSE listing rules; and

- (c) Review periodically the size of the Board and to recommend to the Board any appropriate changes;

Board Committees

The Committee shall, taking into account the criteria for committee membership as outlined in each committee's charter and the experiences and expertise of individual directors, make recommendations on an annual basis to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend to the Board individual directors to fill any vacancy that might occur on a committee, including the Committee. Where independence or other regulatory requirements must be met for membership on a particular Board committee, the Committee shall satisfy itself that its recommendations would comply with such requirements

Corporate Governance

The Committee shall have the following duties and responsibilities with respect to corporate governance:

- (a) Review periodically and assess the adequacy of the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics and any similar codes and policies and recommend any proposed changes to the Board for discussion and approval; and
- (b) Review governance trends and consider any other corporate governance issues that arise from time to time and make recommendations to the Board on such matters.

Succession Planning

To ensure plans are in place for orderly succession of senior management positions, the Committee shall oversee the development of a robust pipeline for succession, taking into account the challenges and opportunities facing the Company and the skills and expertise needed. In addition, the Committee shall make recommendations to the Board regarding the succession planning process if its assessment so warrants.

Evaluation of the Board and Committees

The Committee shall be responsible for overseeing the evaluation of the Board as a whole and the other standing committees of the Board and shall evaluate and report to the Board on the performance and effectiveness of the Board and the other standing committees annually.

Director Compensation

The Committee shall annually review the appropriate level and form of compensation for Board and Committee service by non-employee directors and recommend any changes to the Board.

Directors' conflicts of interest

The Committee shall require directors to disclose the nature and extent of any actual or potential conflicts of their interests with the interests of the Company, to monitor and assess such disclosures regularly, and make recommendations to the Board as appropriate.

Directors' external commitments

The Committee shall require directors to disclose all existing and proposed significant commitments, with an indication of the time involved, to monitor and assess such disclosures regularly, and make recommendations to the board as appropriate in relation to the approval of such commitments and the disclosure of the reasons for approval of any approved commitment.

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.

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.

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.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, search firms for director candidates, independent legal counsel or other professional advisers or consultants to provide advice to the Committee it believes 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 Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to search firms for director candidates, independent legal counsel or any other adviser or consultant retained by the Committee and for ordinary and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Any director search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

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While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to hire directors or senior executives of the Company or to manage the performance of those directors or senior executives on a day-to-day basis. These are the

responsibilities of the Company's executive management and/or the Board itself and the Board retains responsibility for final decisions in all these areas. Nor is the duty of the Committee to conduct investigations or to assure compliance with applicable laws and regulations.