

# **Cazoo Group Ltd**

## **Code of Business Conduct and Ethics**

Adopted August 26, 2021

### **1. Introduction**

One of Cazoo Group Ltd's most valuable assets is our reputation for integrity, professionalism and fairness. This Code of Business Conduct and Ethics ("Code") has been adopted by the Board of Directors (the "Board") of Cazoo Group Ltd (together with its subsidiaries, the "Company") and summarizes the standards that must guide our actions. While covering a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made, but rather set forth key guiding principles that represent Company policies and establish conditions for employment at the Company.

This Code focuses on the expectations, values, ethical conduct and commitment that the Company expects from each of its employees. Our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities including, but not limited to, relationships with employees, customers, suppliers, competitors, the government and the public, including our members. All of our employees, officers and directors must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behaviour. Even well-intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved.

### **2. Compliance with Laws, Rules and Regulations**

We are committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates. Additionally, you must observe these standards when dealing with government officials, representatives, or agencies that regulate the markets in which we do business. No employee, officer or director of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason.

If you believe that any practice raises questions as to compliance with this Code or applicable law, rule or regulation or if you otherwise have questions regarding any law, rule or regulation, please contact the General Counsel.

### **3. Protection and Proper Use of Company Assets**

Protecting Company assets against loss, theft or other misuse is the responsibility of every employee, officer and director. Loss, theft and misuse of Company assets directly impacts our profitability and is prohibited. Any suspected loss, misuse or theft should be reported to a manager or the General Counsel.

The sole purpose of the Company's equipment, inventory and supplies is the conduct of our business. They may only be used for Company business consistent with Company guidelines.

#### **4. Protection of Confidential Proprietary Information**

Confidential proprietary information generated and gathered in our business is a valuable Company asset. Protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company or required by law.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company, its customers or its suppliers if disclosed. Intellectual property rights, such as trade secrets, patents, trademarks, service marks, know-how, rights in design, and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, websites and domain names, salary and benefits data, employee medical information, customer, employee and suppliers lists and any unpublished financial or pricing information must also be protected.

Unauthorized use or distribution of proprietary information violates Company policy and could be illegal. Such use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions. We respect the property rights of other companies and their proprietary information and require our employees, officers and directors to observe such rights.

Your obligation to protect the Company's proprietary and confidential information continues even after you leave the Company, and you must return all proprietary information in your possession upon leaving the Company.

#### **5. Trading on Inside Information**

Using non-public, Company information to trade in securities, or providing a family member, friend or any other person with a "tip", is illegal. All such non-public information should be considered inside information and should never be used for personal gain. Non-public information should be viewed broadly and may be information that is not financially-related information. These rules also apply to the use of material, non-public information about other companies (including, for example, the Company's customers, competitors, potential business partners and potential acquisition targets). In addition to directors, officers or employees of the Company, these rules apply to such person's spouse, children, parents and siblings, as well as any other family members living in such person's home. The consequences of insider trading violations can be severe, and you are required to comply with the Company's policy against insider trading. You should contact the General Counsel with any questions about your ability to buy or sell Company securities or other securities where you might have received non-public information through your work at the Company.

#### **6. Conflicts of Interest**

All employees, officers and directors should endeavour to avoid situations that present a potential or actual conflict between their interest and the interest of the Company.

A “conflict of interest” occurs when a person’s private interest interferes in any way, or even appears to interfere, with the interest of the Company, including its subsidiaries and affiliates. A conflict of interest can arise when an employee, officer or director takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director (or his or her family members) receives improper personal benefits as a result of the employee’s, officer’s or director’s position in the Company.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations which may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer or supplier while employed by the Company.
- Accepting gifts of more than modest value or receiving personal discounts or other benefits as a result of your position in the Company from a competitor, customer or supplier.
- Competing with the Company for the purchase or sale of property, services or other interests.
- Having an interest in a transaction involving the Company, a customer or supplier (other than as an employee, officer or director of the Company and not including routine investments in publicly traded companies).
- Receiving a loan or guarantee of an obligation as a result of your position with the Company.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend.
- Having a personal interest in an opportunity for which you used the Company’s property or information (see Sections 3 and 4 for further discussion of the issues involved in this type of conflict).

Situations involving a conflict of interest may not always be obvious or easy to resolve. You should report actions that you believe may involve a conflict of interest to the General Counsel.

In order to avoid conflicts of interests or the appearance of conflicts of interest, each of the Company officers must disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the General Counsel or his or her designee. Conflicts of interest involving the General Counsel shall be disclosed to the Chief Financial Officer.

## **7. Fair Dealing**

Each employee, officer and director of the Company should endeavour to deal fairly with customers, suppliers, competitors, the public and one another at all times and in

accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. No bribes, kickbacks or other similar payments in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favourable action. The Company and the employee, officer or director involved may be subject to disciplinary action as well as potential civil or criminal liability for violation of this policy.

Occasional business gifts to and entertainment of non-government employees in connection with business discussions or the development of business relationships permitted in certain circumstances. As a general principle, these gifts or entertainment should be given infrequently and their value should be modest. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.

Practices that are acceptable in commercial business environments may be against the law or the policies governing federal, state or local government employees. Therefore, no gifts or business entertainment of any kind may be given to any government employee without the prior approval of the General Counsel. Except in certain limited circumstances, the UK Bribery Act 2010 (the “Bribery Act”) prohibits giving anything of value directly or indirectly to any “foreign official” for the purpose of obtaining or retaining business. Similar laws, including the Anti-Corruption Act, apply in other jurisdictions. When in doubt as to whether a contemplated payment or gift may violate the Bribery Act or such other laws, please contact the General Counsel before taking any action.

## **8. Jurisdictional Business Laws**

Employees, officers and directors are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where the Company otherwise does business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. If an employee, officer or director has a question as to whether an activity is restricted or prohibited, contact the General Counsel before taking any action, including giving any verbal assurances that might be regulated by international laws.

## **9. Accuracy of the Company’s Records**

All official records showing the conduct of the Company’s business must be accurate and complete in all material respects. All those involved in the preparation of such materials should consider the accuracy of the records to be of critical importance, and should understand that the Company does not maintain, nor does it countenance, any off-the-books funds for any purposes. It is the policy of the Company to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, regulations and rules. All books and records of the Company shall be kept in such a way as to fully and fairly reflect all Company transactions in accordance with generally accepted accounting principles.

The Company has a responsibility to provide full and accurate information in our public disclosures, in all material respects, about the Company's financial condition and results of operations. Our reports and documents filed with or submitted to the Securities and Exchange Commission and our other public communications shall include full, fair, accurate, timely and understandable disclosure, and the Company has established a Disclosure Committee to assist in monitoring such disclosures.

#### **10. Equal Opportunity, Non-Discrimination and Fair Employment**

The Company's policies for recruitment, advancement and retention of employees are compliant with equality legislation in the jurisdictions in which the Company operates and forbid discrimination on the basis of any criteria or characteristic prohibited by law, including but not limited to race, gender, age, colour, creed, religion, national origin, disability status, veteran status, sexual orientation, or marital status. These policies apply to all terms and conditions of employment, including but not limited to, hiring, promotions, transfers, training, job assignments, hours of work, rates of pay, working conditions and terminations.

Our policies are designed to ensure that employees are treated, and treat each other, fairly and with respect and dignity. In keeping with this objective, conduct involving discrimination or harassment of others will not be tolerated. All employees are required to comply with any applicable Company policy on equal opportunity, non-discrimination and fair employment.

#### **11. Environment, Health and Safety**

The Company is committed to conducting its business in compliance with all applicable environmental and workplace health and safety laws and regulations. The Company strives to provide a safe and healthy work environment for our employees and to avoid adverse impact and injury to the environment and communities in which we conduct our business. Achieving this goal is the responsibility of all employees, officers and directors.

#### **12. Compliance with This Code and Reporting of Any Illegal or Unethical Behaviour**

All employees, officers and directors are expected to comply with all of the provisions of this Code. The Code will be strictly enforced throughout the Company and violations will be dealt with immediately, including subjecting persons to corrective and/or disciplinary action up to and including termination or removal. Violations of the Code that involve illegal behaviour will be reported to the appropriate authorities.

Situations which may involve a violation of ethics, laws or this Code may not always be clear and may require difficult judgment. Employees should report any concerns or questions about violations of laws, rules, regulations or this Code to their managers or the General Counsel or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board. Concerns may also be reported on a confidential named basis or anonymously (to the extent that the availability of anonymous reporting is not prohibited due to applicable law) to our confidential web

portal available at <https://report.whistleb.com/cazoo> and otherwise in compliance with the Company's Whistleblower Protection Policy.

Any concerns about violations of laws, rules, regulations or this Code by the CEO or any senior executive officer or director should be reported promptly to the General Counsel. Any such concerns involving the General Counsel should be reported to the chair of the Audit Committee of the Board. Reporting of such violations may also be done anonymously through the Company's confidential web portal (to the extent that the availability of anonymous reporting is not prohibited due to applicable law). An anonymous report should provide enough information about the incident or situation to allow the Company to investigate properly. If concerns or complaints require confidentiality, including keeping an identity anonymous, we will endeavour to protect this confidentiality, subject to applicable law, regulation or legal proceedings.

The Company encourages all employees, officers and directors to report any suspected violations promptly and intends to thoroughly investigate any good faith reports of violations. The Company will not tolerate any kind of retaliation for reports or complaints regarding misconduct that were made in good faith. Open communication of issues and concerns by all employees without fear of retribution or retaliation is vital to the successful implementation of this Code. You are required to cooperate in internal investigations of misconduct and unethical behaviour. You can file reports verbally, via e-mail or in writing to:

- Your manager;
- Human resources; and
- The General Counsel;

The Company recognizes the need for this Code to be applied equally to everyone it covers. The General Counsel has primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Nominating and Governance Committee of the Board, or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board. Questions concerning this Code should be directed to the Compliance Department.

In addition, you may report any concerns regarding questionable accounting, internal accounting controls and auditing matters, any fraud or misrepresentation, unethical business practices, conduct that you believe to be in violation of any rules or regulations with which the Company must comply, any discrimination or harassment, or any violation of this Code on a confidential named basis, or anonymously (to the extent the availability of anonymous reporting is not prohibited due to applicable law), to our confidential web portal available at <https://report.whistleb.com/cazoo> .

### **13. Waivers and Amendments**

Any waivers of the provisions in this Code for executive officers or directors may be granted as the Board sees fit, including through any designee. Any waivers of this Code for other employees may only be granted by the General Counsel. The Board or a committee designated by the Board will review and approve amendments to this Code from time to time and disclosed as required by any applicable law, rule or regulation.