

THE COMPANIES ACT 2006 ("THE ACT")
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF
MOTORPOINT GROUP PLC
("the Company" or "Motorpoint")

Passed: 24 August 2020

At the Annual General Meeting of Motorpoint duly convened and held on 24 August 2020 by electronic means and behind closed doors in accordance with the Corporate Insolvency and Governance Act 2020, the following Resolutions were duly passed as special resolutions:

Resolution 13: Disapplication of Pre-Emption Rights

That, subject to the passing of Resolution 12, the Directors are given power pursuant to section 570 and section 573 of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that Resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- 13.1. to the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares but subject to the Directors having the right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws of any territory or the requirements of any relevant regulatory body or stock exchange; and
- 13.2. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 13.1 above) up to an aggregate nominal amount of £45,095,

such power to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 24 November 2021) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Resolution 14: Disapplication of Pre-Emption Rights – Acquisitions

That, subject to the passing of Resolution 12, the Directors are given power pursuant to section 570 and section 573 of the Companies Act 2006 (the "**Act**"), in addition to any power given under Resolution 13, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by paragraph 12.2 of Resolution 12 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- 14.1. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £45,095; and
- 14.2. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 24 November 2021) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be

sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Resolution 15: Authority for Market Purchase of Shares

That, pursuant to section 701 of the Companies Act 2006 (the "**Act**"), the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) of Ordinary Shares of £0.01 each in the capital of the Company, provided that:

- 15.1. the maximum number of such shares that may be purchased is 9,018,989 (representing approximately 10% of the Company's issued Ordinary Share capital); and
- 15.2. the minimum price which may be paid for each such Ordinary Share is its nominal value and the maximum price is the higher of 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately before the purchase is made and the price which is the higher of the last independent trade and the amount stipulated by article 5 of the EU Market Abuse Regulation (596/2014) (as supplemented by Commission Delegated Regulation (EU) 2016/1052) in each case exclusive of expenses,

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or at the close of business on 24 November 2021 (whichever is the earlier), save that the Company may enter into a contract to purchase Ordinary Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Ordinary Shares pursuant to any such contract as if this authority had not expired.

Resolution 16: General Meeting Notice Period

16. That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice.