

Motorpoint Group Plc

Chartwell Drive, West Meadows, Derby DE21 6BZ

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motorpointplc.com

FORM OF PROXY Motorpoint Group Plc

2020 ANNUAL GENERAL MEETING

Company number: 10119755

ANNUAL GENERAL MEETING of Motorpoint Group Plc to be held on Monday 24 August 2020 at 10:00am at at Motorpoint Limited, Salisbury House, Stephenson Way, Wyvern Business Park, Derby, DE21 6LY.

 I/We (block capitals) of being (a) holder(s) of

shares in the Company, hereby appoint the Chairman of the Meeting or (Note 4)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday 24 August 2020 at 10:00am and at any adjournment thereof.

I/We direct my/our proxy to vote as indicated by an X in the appropriate column. If no indication is given, and on any other resolutions proposed at the meeting, my/our proxy will vote or abstain from voting as he/she thinks fit.

RESOLUTIONS

	For	Against	Vote withheld
1. Ordinary resolution to adopt the Company's audited financial statements for the financial year ended 31 March 2020, together with the Directors' Report and the Auditors' Report on those accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary resolution to approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ordinary resolution to approve the Directors' Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary resolution to re-elect Mark Carpenter as an executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ordinary resolution to re-elect James Gilmour as an executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ordinary resolution to re-elect Mark Morris as a non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ordinary resolution to re-elect Mary McNamara as a non-executive director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ordinary resolution to re-elect Adele Cooper as a non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Ordinary resolution to re-elect Keith Mansfield as a non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Ordinary resolution to re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Ordinary resolution to authorise the Board to determine the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Ordinary Resolution to authorise the directors to allot securities up to an aggregate nominal value of £601,266.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Special resolution to give the directors power to allot securities for cash without making an offer to shareholders, subject to prescribed limits.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Special resolution to give the directors power to allot securities for cash without making an offer to shareholders, in order to finance acquisitions, up to an aggregate nominal value of £45,095.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Special resolution to give the Company limited authority to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Special resolution to authorise general meetings (other than annual general meetings) to be held on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature
(Note 6)

Date

Notes

1. In accordance with the Corporate Insolvency and Governance Act 2020 (the "2020 Act"), this year's AGM is being held behind closed doors and by electronic means. You are strongly encouraged to vote electronically at www.signalshares.com and appoint the Chairman as your proxy. Any proxies appointed electronically must be received by the Registrar by 10:00am on Thursday 20 August.
2. If you wish to use this hard-copy proxy form please send the completed form to investor.relations@motorpoint.co.uk by 9:30am on Thursday 20 August. Please note, given the current situation sending a paper proxy is no guarantee of having your vote counted.
3. Pursuant to the 2020 Act, a member of the Company does not have a right to attend the AGM in person or participate in the meeting other than by voting. You are welcome to listen in on the Meeting and in order to obtain sign-in details, please make your request to the Company Secretary by emailing investor.relations@motorpoint.co.uk by 10am on Friday 21 August 2020.
4. As the meeting is being held behind closed doors, we recommend you appoint the Chairman of the Meeting as your proxy as anyone else can be refused access to the AGM. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box marked "***" next to the name of the proxy you are appointing the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
5. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote for or against a resolution.
6. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation this form must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney. In the case of joint holders the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
7. If you are a CREST member, you may appoint a proxy by utilising the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available via www.euroclear.com). If you are a CREST personal member or other CREST sponsored member, or you have appointed a voting service provider(s), you should refer to your CREST sponsor or voting service provider(s), who will be able to take the appropriate action on your behalf. An instruction to appoint a proxy must, in order to be valid, be transmitted so as to be received by our CREST Issuer Agent (ID is RA10) no later than 10:00am on Thursday 20 August 2020.
8. To be effective at the Meeting this form of proxy duly executed (together with any power of attorney or other written authority under which it is executed or a notarially certified copy of such power or authority) must be delivered to The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10:00am on Thursday 20 August 2020.
9. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for receipt of proxies will take precedence.
10. Any alterations made to this form of proxy must be initialled.
11. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.