

**ANNUAL GENERAL MEETING of Motorpoint Group Plc**  
to be held on Tuesday 23 July 2019 at 11:00am 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 2)

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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 Tuesday 23 July 2019  
at 11:00am 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**

1. Ordinary resolution to adopt the Company's audited financial statements for the financial year ended 31 March 2019, together with the Directors' Report and the Auditors' Report on those accounts.
2. Ordinary resolution to approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy).
3. Ordinary resolution to declare a final dividend of 5 pence per ordinary share in respect of the financial year ended 31 March 2019.
4. Ordinary resolution to re-elect Mark Carpenter as an executive director of the Company.
5. Ordinary resolution to re-elect James Gilmour as an executive director of the Company.
6. Ordinary resolution to re-elect David Shelton as a non-executive director of the Company.
7. Ordinary resolution to re-elect Mark Morris as a non-executive director of the Company.
8. Ordinary resolution to re-elect Mary McNamara as a non-executive director of the Company.
9. Ordinary resolution to re-elect Gordon Hurst as a non-executive director of the Company.

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**RESOLUTIONS**

10. Ordinary resolution to re-elect Steve Weller as a non-executive director of the Company.
11. Ordinary resolution to re-appoint PricewaterhouseCoopers LLP as auditors of the Company.
12. Ordinary resolution to authorise the Board to determine the auditors' remuneration.
13. Ordinary Resolution to authorise the directors to allot securities up to an aggregate nominal value of £634,133.
14. Special resolution to give the directors power to allot securities for cash without making an offer to shareholders, subject to prescribed limits.
15. 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 £47,560.
16. Special resolution to give the Company limited authority to purchase its own shares.
17. Special resolution to authorise general meetings (other than annual general meetings) to be held on not less than 14 clear days' notice.

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature   
(Note 4)

Date

Please mark this box if you are appointing more than one proxy  (Note 5)

## Notes

1. A member of the Company entitled to attend and vote at the AGM is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him/her. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
  2. If you wish to appoint a proxy other than the Chairman of the Meeting, cross out the words "the Chairman of the Meeting" and write the full name and address of the person or persons you wish to appoint as your proxy in the space provided. The change should be initialled. 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).
  3. 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.
  4. 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.
  5. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrar, Link Asset Services, on 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales). Please indicate 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. Please also indicate by ticking the separate box provided above if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
  6. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically. Electronic appointment allows you to lodge your proxy appointment by electronic means via a website provided by the Registrar, at [www.signalshares.com](http://www.signalshares.com). Any proxies appointed electronically must be received by the Registrar by 11:00am on Friday 19 July 2019.
  7. If you are a CREST member, you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). If you are a CREST Personal Members 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 11:00am on Friday 19 July 2019.
  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 11:00am on Friday 19 July 2019.
  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.
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