

CORPORATE GOVERNANCE GUIDELINES OF THE BOARD OF DIRECTORS OF CARLOTZ, INC.

Adopted as of January 21, 2021.

The Board of Directors (the “**Board**”) of CarLotz, Inc. (the “**Company**”) has adopted these Corporate Governance Guidelines (the “**Guidelines**”) to set forth its views on significant issues of corporate governance relating to the Board.

I. Board’s Responsibilities

A. Responsibility of the Board

The business of the Company is conducted by management under the direction of the chief executive officer (the “**CEO**”). The Board’s responsibility is to oversee, on behalf of stockholders, the conduct of the Company’s business to protect the Company’s best interests and to foster the creation of long-term value for the Company’s stockholders.

The Board fulfills these functions by, among other things:

- (a) Review and monitoring implementation of the Company’s long-term strategy and annual operating plans;
- (b) Approval of director candidates recommended by the Nominating and Corporate Governance Committee for election by stockholders at the annual meeting;
- (c) Reviewing assessments of, and advising management with respect to, significant risks and issues facing the Company;
- (d) Approval of material corporate actions and major transactions;
- (e) Ensuring the establishment of, and monitoring compliance with, processes designed to ensure the integrity of the Company’s actions, including its financial statements and financial reporting, its relationships with customers, suppliers and other constituencies, and its compliance with law and its policies;
- (f) Reviewing the performance and effectiveness of the Company’s management team; and
- (g) Oversight of the Company’s financial reporting processes, internal controls and risk management processes.

In carrying out their responsibilities, Board members shall exercise their business judgment and act in ways that they reasonably believe will serve the best interests of the Company.

II. Board Leadership

A. *Selection of the Chair of the Board*

The Board has no fixed rule as to whether the offices of the chair and CEO should be vested in the same person or two different people. The Board shall be free to choose its chair in any way that it deems best for the Company at any given point in time.

B. *Lead Independent Director*

If the roles of the chair and CEO are vested in same individual, the Board may, but is not obligated to, appoint a lead independent director. A lead independent director, if any, has the following duties and responsibilities:

- (a) With the chair, review Board meeting agendas and Board meeting schedules to ensure there is sufficient time for discussion of all agenda items;
- (b) With the chair, provide input regarding presentation materials and other written information provided to directors for Board meetings;
- (c) Preside at all meetings at which the chair is not present, including executive sessions of the non-employee directors;
- (d) Be available for consultation and direct communications with the Company's stockholders; and
- (e) Perform such other duties as the Board may determine from time to time.

III. Board Composition

A. *Size of the Board*

The number of directors which shall constitute the whole Board shall be fixed from time to time by Board resolution.

B. *Board Membership Criteria*

The Nominating and Corporate Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members. Director candidates are typically selected based upon their character, track record of accomplishment in leadership roles and diversity, as well as their professional and corporate expertise, skills and experience. Criteria that are typically considered by the Board in the selection of directors include:

- (a) the independence, judgment, strength of character, reputation in the business community, ethics and integrity of the individual;
- (b) the business or other relevant experience, skills, and knowledge that the individual may have that will enable him/her to provide effective oversight of the Company's business;
- (c) the fit of the individual's skill set, strength of character and judgment;

- (d) the individual's ability to devote sufficient time to carry out his or her responsibilities as a director in light of his/her occupation and the number of boards of directors of other public companies on which he or she serves; and
- (e) the candidate's diversity with respect to gender, ethnicity, race, nationality and age.

C. Selection of New Directors

The Board shall be responsible for nominating members for election to the Board. A majority of directors then in office have the power to fill vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership.

The Nominating and Corporate Governance Committee will consider candidates recommended by stockholders. In considering candidates submitted by stockholders, the Nominating and Corporate Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Nominating and Corporate Governance Committee may establish procedures, from time to time, regarding stockholder submission of candidates.

Potential candidates meeting the membership criteria are identified either by professional recruiting agencies, reputation or existing Board members. Candidates are interviewed by the chair, CEO, and other members of the Board, as appropriate, to ensure that candidates not only possess the requisite skills and characteristics but also the personality, leadership traits, work ethic and independence to effectively contribute as a member of the Board. After this process, the Board nominates the successful candidate for election to the Board at the annual meeting of stockholders. From time to time, the Board will fill vacancies in its membership or will deem it desirable to expand the Board, using the same process described above for identifying and recruiting new members to the Board, which arise between annual meetings of stockholders.

D. Other Public Company Directorships

An individual member of the Board should not sit on more than four public company boards (including service on the Company's Board). If a member of the Company's Board serves as an executive officer of a publicly traded company, that member should not serve on the boards of more than two public companies (including their own company). In selecting nominees for membership, the Board takes into account the other demands on the time of a candidate, and with respect to current members of the Board, their attendance at, preparedness for and participation in Board and Committee meetings. Directors should advise the chair of the Nominating and Corporate Governance Committee and each of the committees in which they serve in advance of accepting an invitation to serve on another public company board.

E. Independence

The Board will have a majority of directors who satisfy the criteria for “independent directors,” pursuant to the Nasdaq listing rules. The Nominating and Corporate Governance Committee shall annually review each director’s independence and any material relationships such director has with the Company. Following such review, only those directors who the Board affirmatively determines have no material relationship to the Company, and otherwise satisfy the independence requirements of the Nasdaq listing rules, will be considered “independent directors.”

The Nominating and Corporate Governance Committee reviews Board and committee composition at least annually to ensure that compliance with the Nasdaq listing rules and any other regulatory requirements are met. In so doing, the Nominating and Corporate Governance Committee conducts a review of the independence of all members of the Board for the purposes of determining which Board members are deemed independent and which are not. Board members must notify the chair of the Nominating and Corporate Governance Committee, as soon as practicable, in the event that their circumstances change in a manner that may impact the committee’s view of their independence.

F. Directors Who Change Their Present Job Responsibility

Any director whose primary employment changes from the position that he or she held when becoming a member of the Board will promptly notify the chair of the Nominating and Corporate Governance Committee and each of the committees on which they serve of this change. Usually I see something where they need to resign and Nom Gov decides if they want to accept it or not.

Directors who are also employees of the Company are expected to resign from the Board at the same time they leave employment with the Company.

G. Director Terms

The Board does not believe in the establishment of arbitrary term limits. While term limits may help ensure that fresh ideas and viewpoints are available to the Board, they may force the Company to lose the contribution of directors who, over time, have developed increased insight into the Company’s businesses and operations. The Board seeks to maintain a balance of directors who have longer terms of service and directors who have joined more recently.

Per Board policy, unless the Board otherwise determines, non-employee directors shall serve only until the annual meeting of stockholders immediately following their 75th birthday.

IV. Board Meetings

A. Board Meeting Scheduling

Board meetings are scheduled well in advance. Special meetings of the Board may be called by the chair, and also may be called by the majority of the Board or the secretary at the direction of the chair or a majority of the Board. At least one regularly scheduled meeting of the Board shall be held quarterly. Board members may participate in regular or special meetings in person, by conference call or other electronic means. The Board may also act by unanimous written consent.

B. Selection of Agenda Items for Board Meetings

The chair and CEO, together with the lead independent director, if any, establishes the agenda for each Board meeting and distributes it to directors in advance of the meeting. Any director may request that a subject be included on the agenda and may raise a subject that is not on the agenda at any Board meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

C. *Board Materials Distributed in Advance*

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

D. *Separate Sessions of Non-Management Directors*

The non-management directors meet regularly without management present in conjunction with the Board meetings, but at least twice a year. The executive sessions are chaired by the chair or lead independent director, if any, as appropriate. If the chair is not independent and there is no lead independent director or the lead independent director is not in attendance, the independent directors shall appoint an independent director to serve as meeting chair of the executive session. After the executive session, the meeting chair or lead independent director, as applicable, updates the CEO on the key items discussed.

V. *Board Access*

A. *Management Attendance at Board Meetings*

Members of senior management who are not directors may be invited to participate in Board meetings or other Board functions when appropriate.

B. *Board Access to Management*

At the request of the chair or CEO, members of senior management or other employees may be invited to attend meetings of the Board to present information concerning the Company's business within their areas of responsibility.

Directors shall have access to any relevant Company records and management or employees of the company, except as provided in the charter of any committee of the Board. Any records requested by one director will be shared with all directors. Meetings or contacts shall be arranged through the Company's CEO, the general counsel or their designees. The chair and CEO shall use their judgment to ensure that such contact is not disruptive to the business operations of the Company. As a courtesy, directors will exercise their judgment to ensure that this access does not impede or interfere with the conduct of the Company's business.

C. *Board Access to Independent Advisors*

The independent directors and committees of the Board are free to retain their own independent advisors at the expense of the Company whenever they feel it would be desirable to do so. All

committees of the Board shall have the sole authority to retain independent advisors to their respective committees in accordance with their respective charters.

D. Attendance of Management Personnel at Board Meetings

The Board encourages the CEO to bring members of management from time to time into Board meetings to:

- (a) provide management insight into items being discussed by the Board which involve members of management;
- (b) make presentations to the Board on matters which involve the members of management; and
- (c) bring members of management with significant potential into contact with the Board.

Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the CEO desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

VI. Board Compensation and Self-Evaluation

A. Board Compensation

A director who is employed by the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. The Nominating and Corporate Governance Committee will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the full Board for consideration.

B. Self-Evaluation by the Board

The Nominating and Corporate Governance Committee will coordinate an annual self-assessment of the Board's performance, as well as the performance of each committee of the Board, the results of which, and any related recommendations for improvement, will be discussed with the full Board and each committee. The scope and content of the self-evaluation to ensure it is contemporary, appropriate for the needs of the Company, and that actionable feedback is solicited on the operation and effectiveness of the Board and its committee.

VII. Other Board Topics

A. Board Orientation and Continuing Education

All new directors must participate in the Orientation Program of the Company (the “**Orientation Program**”), which shall be conducted within two months of the annual meeting at which new directors are elected or upon being elected to the Board if not at the annual meeting. All other directors shall be invited to attend the Orientation Program.

In conjunction with the CEO and other management of the Company, the Nominating and Corporate Governance Committee shall develop, implement, and regularly review and update the Company’s orientation program, for new Board members. The Orientation Program shall include presentations by senior management to familiarize new directors with the Company’s strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its Code of Ethics for Principal Executive and Senior Financial Officers, its principal officers, and its internal and independent auditors. In addition, the Orientation Program shall include visits to Company headquarters and/or hubs.

In addition to the Orientation Program, the Company shall, from time to time, offer both director education presentations and shall also provide, at Company expense, the opportunity for directors to attend director orientation programs sponsored by leading universities and corporate governance organizations and other programs relating or of interest to directors.

Code of Conduct and Other Company Policies

The Company has adopted a Code of Conduct and other internal policies and guidelines designed to support these Guidelines and to comply with applicable law. The directors are expected to comply fully with the Code of Conduct and any other applicable policies and guidelines. The Board will adopt and review, as appropriate, policies and procedures designed to ensure that the Company, its directors, officers and employees comply, in all material respects, with all applicable regulatory requirements and conduct the Company’s business ethically and with honesty and integrity.

B. Board Communication Policy

The Board believes that management generally should speak for the Company and the chair should speak for the Board. In order to ensure compliance with applicable securities laws and to avoid the potential detriment to the interests of the Company, its stockholders and other constituencies that could result from inconsistent communications, the members of the Board will not respond to media inquiries or make statements to the media regarding the Company and its business without consultation with, and approval by, the chair or the Board.

If there is a situation in which a director of the Company is to speak privately with one or more of the Company’s securityholders, the director shall pre-clear the discussion topics with the general counsel or have the general counsel participate in the meeting.

Notwithstanding the foregoing, in accordance with its charter, the Audit Committee has the authority to communicate with any persons the Audit Committee believes to be necessary or appropriate to carry out its duties.

Any interested parties desiring to communicate with the Board, the chair or the lead independent director, if any, a committee of the Board or any of the independent directors individually or as a

group regarding the Company may directly contact such directors by delivering such correspondence to the Company's corporate secretary at CarLotz, Inc. 611 Bainbridge Street, Suite 110, Richmond, VA 23224.

D. Confidentiality

The Board believes maintaining confidentiality of information and deliberations is an imperative. Information learned during the course of service on the Board is to be held confidentially and used solely in furtherance of the Company's business, except as expressly authorized by the Board, permitted by any Company policy, or, after written notice to the general counsel and cooperating with the Company's efforts to limit the applicability of any legal requirements, as legally required to disclose such information. Notwithstanding the foregoing, nothing in these Guidelines is intended to or will be used in any way to limit a director's right to communicate with a government agency, as provided for, protected under or warranted by applicable law.

VIII. Committee Matters

A. Number and Names of Board Committees

The Board shall have three standing committees: the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee. All members of the committees are independent directors under criteria established by the SEC and Nasdaq. The purpose and responsibilities for each of these committees shall be outlined in respective committee charters. The committees' charters are posted on the Company's website. The Nominating and Corporate Governance Committee regularly reviews the Board's committee structure and charters in conjunction with the committee chairs. Committee charters shall be updated as necessary or appropriate to ensure compliance with the Nasdaq listing rules, any other applicable laws, regulations, governance trends and best practices, as appropriate.

The Nominating and Corporate Governance Committee makes recommendations to the Board relative to committee members and chairs consistent with the membership criteria outlined in the applicable committee charter. Committee appointments are subject to approval of the majority of the full Board. The Board may replace any committee chairs or members or add additional members to a Board committee at any time.

The Board may, from time to time, form a new committee or disband a committee (except the Audit, Nominating and Governance, and Compensation Committees) depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

B. Frequency of Meetings

The chair of each committee, in consultation with members of the committee, shall determine the frequency of meetings, subject to minimums set forth in a committee charter.

C. Selection of Agenda Items for Committee Meetings

The chair of each committee, in consultation with members of the committee, shall prepare the agenda for each meeting. Each committee member shall be free to suggest inclusion of items on

the agenda, as well as free to raise at any committee meeting subjects that are not specifically on the agenda for that meeting.

D. Assignment and Rotation of Committee Members

The Nominating and Corporate Governance Committee shall be responsible, after consultation with the chair and the lead independent director, if any, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the chairpersons and members to the committees on an annual basis.

The Nominating and Corporate Governance Committee shall annually review the Committee assignments and shall consider the rotation of the chairpersons and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

IX. Executive Development

A. Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the CEO. In identifying such potential candidates, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

B. Evaluation of Chief Executive Officer

The formal evaluation of the CEO shall be made in the context of the annual compensation review by the Compensation Committee, with input from the other non-management directors, and should be communicated to the CEO by the chair or lead independent director, if any, and the chair of the Compensation Committee. The evaluation shall be based on such criteria as the Compensation Committee, with input from the other non-management directors, shall determine, including performance of the business and accomplishment of long-term strategic objectives.

C. Succession Planning

The Board, with input from the Compensation Committee, shall periodically review succession plans for the CEO and other senior management positions.