INSIDER TRADING POLICY

CarLotz, Inc. (the "***Company***") has responsibilities to several constituencies and has various objectives and the manner in which the Company's Applicable Persons (as defined herein) trade in the Company securities can affect those responsibilities and objectives. Consequently, while all Company personnel are required to comply with applicable law and the Company's Code of Conduct (the "***Code***"), this Insider Trading policy (the "***Policy***") is broader than mere compliance with applicable securities laws and the Code, and may prohibit conduct that is permitted by applicable law. Any violation of this Policy may result in Company-imposed sanctions, up to and including removal or dismissal for cause.

1. Persons Subject to the Policy

Compliance with this Policy is required of all "Applicable Persons" of the Company. The term "***Applicable Persons***" means:

A. all directors and executive officers of the Company;

B. all employees, including temporary workers or consultants; and

C. all employees, including temporary workers or consultants of any Company subsidiaries.

This Policy should not be interpreted to modify any agreements the Company and the Applicable Persons may have entered into regarding the disclosure of confidential information.

This Policy continues to apply to your transactions in Company securities even after your employment or provision of other services to the Company or any of its subsidiaries is terminated. Accordingly, if you are aware of material, non-public information when your employment or service relationship terminates, you may not trade in Company securities until that information becomes public or is no longer material.

2. Prohibition Against Trading and Tipping While Aware of Material, Non-Public Information.

Insider trading occurs when any person purchases or sells a security while in possession of material non-public information relating to the security. It is a violation of this Policy for any Applicable Person to buy or sell securities of the Company if he or she is aware of material, non-public information concerning the Company. It also violates this Policy for any Applicable Person in possession of material, non-public information to recommend that another person buy, sell or otherwise "tip" (See Section C for additional information regarding "tipping") the Company's securities.

A. Material Information

Information is material if it could reasonably affect a reasonable person's investment decision whether to buy, sell or hold the stock. Although it is not possible to list all types of information

that might be deemed material under particular circumstances, information concerning the following subjects is often found material:

- Earnings information and quarterly results;
- Projections of future earnings and losses;
- Guidance/statements on earnings estimates;
- Pending or proposed mergers, acquisitions, tender offers, joint ventures, or changes in assets;
- Significant business developments;
- Significant new technological advances;
- Significant changes in business strategy or growth plans;
- New investments or financings or developments regarding investments or financings;
- Changes in control or management;
- Changes in compensation policy;
- Changes in auditors or auditor notification that the issuer may no longer rely on an audit report;
- Cybersecurity risks and incidents, including vulnerabilities and breaches;
- Significant litigation or product liability claims;
- Events regarding the Company's securities (such as defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of securityholders, public or private sales of additional securities or information related to any additional funding);
- Bankruptcies or receiverships; and
- Regulatory approvals or changes in regulations and any analysis of how they affect the Company.

Information about a company generally is not material if its public dissemination would not have any impact on the price of the Company's publicly traded securities. It should be noted that either positive or adverse information may be material. Material information is not limited to historical facts but may also include projections and forecasts. With respect to a future event, such as a merger or introduction of a new product, the point at which negotiations or product development are determined to be material is determined by balancing the probability that the event will occur against the magnitude of the effect the event would have on the Company's operations or stock price should it occur. Thus, information concerning an event that would have a large effect on stock price, such as a merger, may be material even if the possibility that the event will occur is relatively small.

It should also be noted that materiality may depend on the type of securities involved in the analysis. Materiality can frequently be uncertain and, since your actions will be judged with hindsight, caution should be exercised. If you have any questions in this area, you should contact the Company's general counsel.

B. Non-Public Information

Information is non-public if it has not been disclosed to the public and, even after disclosure has been made, until 24 hours after it has been disclosed by means likely to result in widespread public awareness (*e.g.*, Securities and Exchange Commission ("***SEC***") filings, press releases or

publicly accessible conference calls). It also violates this Policy for any Applicable Persons to use any non-public information about the Company for personal benefit. These prohibitions against trading while in possession of material, non-public information (or using such information for personal benefit) also apply to material, non-public information about any other company that has been obtained in the course of an Applicable Person's work for the Company.

C. Tipping

No Applicable Person shall directly or indirectly communicate (or "tip") material, non-public information, including recommending the purchase or sale of a security while in possession of material non-public information, to anyone outside the Company (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

Insiders may be liable for communicating or tipping material, non-public information to a third party ("tippee"), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information that has been misappropriated.

Tippees inherit an insider's duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business, or other gatherings.

D. Exceptions

The prohibitions discussed in Section 2 of this Policy do not apply to:

- **Options:** Exercises of stock options or other equity awards or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards, that in each case do not involve a market sale of the Company securities (the "cashless exercise" of a Company stock option through a broker does involve a market sale of Company securities, and therefore would not qualify under this exception);

- **Restricted Stock Units:** The vesting of restricted stock units, or the surrender of any share of restricted stock units to the Company in satisfaction of any tax withholding obligations. However, any market sale of restricted stock units or common stock underlying any restricted stock units is subject to trading restrictions under this Policy.

- **Gifts:** Bona fide gifts, unless the person making the gift has reason to believe that the recipient intends to sell the Company securities while the Applicable Persons is aware of material non-public information or during a blackout period.

- **Repurchases:** Sales of the Company securities to the Company.

- **Blind Trust Transactions:** Purchase or sale of securities in a "blind" trust, mutual fund, "wrap" account or similar arrangement, provided that there are no discussions with the trustee, money manager or other investment advisor who has discretion over the funds. Applicable Persons should consider asking their advisors to refrain from trading in Company securities to prevent any future misunderstanding or embarrassment.

3. Procedures Preventing Insider Trading

A. Open Window and Blackout Periods

No officer, director or key employee listed on Schedule I (as amended from time to time) shall purchase or sell any security of the Company during any of the following blackout periods:

Quarterly Permitted Period: The most common form of "Window Period" shall mean the period beginning one full business day following the release of the Company's quarterly or annual financial results for the immediately preceding fiscal quarter or year and ending immediately preceding the 16th calendar day before the end of the next fiscal quarter. The release of quarterly or annual financial results invariably has the potential to have a material effect on the market for the Company securities. As such, a quarterly blackout period is imposed to avoid even the appearance of insider trading.

Event-specific Blackout Period: From time to time, the Company, through the general counsel, may recommend that officers, directors, key employees listed on Schedule I or others (including all Applicable Persons) suspend trading in the Company's securities because of developments that have not yet been disclosed to the public. All those affected should not trade in our securities while the suspension is in effect and should not disclose to others that trading has been suspected because the existence of a blackout period may itself be material non-public information. The failure of the general counsel to designate a person as being subject to an event-specific blackout will not relieve that person of the obligation not to trade while aware of material non-public information. A person in possession of material, non-public information about the Company may not engage in any transaction involving the Company securities either outside or inside the Window Period.

Employee Benefit Plan Blackout Periods: Section 306 of the Sarbanes-Oxley Act of 2002 and Regulation BTR prohibit executive officers and directors of a public company from directly or indirectly acquiring or disposing of any equity securities of a public company received in connection with such person's service or employment as a director or executive officer during an individual account plan "blackout period." "Individual account plans" include 401(k) plans, profit sharing plans, stock bonus plans and money purchase pension plans. An individual account plan "blackout period" exists whenever the Company or any plan fiduciary temporarily suspends for more than three consecutive business days the ability of 50% or more of the plan participants or beneficiaries under all individual account plans maintained by the Company to acquire or dispose of any of the Company's equity securities held in the plans. This Policy extends this prohibition to all Applicable Persons.

B. Pre-Clearance Procedures

Notwithstanding the procedures described in Section 3A, it is not permissible for any officers, directors and certain key employees listed on Schedule II (as amended from time to time) (a "***Pre-Clearance Person***") to engage in any transaction in the Company securities without first obtaining pre-clearance of the transaction from the general counsel. Pre-clearance does not relieve anyone of his or her responsibility under SEC rules. Pre-Clearance Persons should expect that permission will not be granted during a quarterly blackout period.

A request for pre-clearance must be in writing (including by e-mail) to the general counsel on the **day** of the proposed transaction using the form approved by the general counsel attached as Attachment A. The general counsel shall have sole discretion to decide whether to clear any contemplated transaction. All trades that are pre-cleared must be effected within **24 hours** of receipt of the pre-clearance unless a specific exception has been granted by the general counsel. A pre-cleared trade (or any portion of a pre-cleared trade) that has not been effected during the 24 hours period must be pre-cleared again prior to execution. Notwithstanding receipt of pre-clearance, if the Pre-Clearance Person becomes aware of material non-public information or becomes subject to a quarterly or event-specific black-out period before the transaction is effected, the transaction may not be completed.

If the transaction involves the general counsel, pre-clearance must be obtained from the chief financial officer.

C. Rule 10b5-1 Prearranged Trading Plans

Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended (the "***Exchange Act***") provides an affirmative defense to a claim of insider trading by providing that a person will not be viewed as having traded on the basis of material non-public information if that person can demonstrate that the transaction was effected pursuant to a written plan (or contract or instruction) that was established before the person became aware of that information. Prearranged trading plans permit an insider to trade during Company blackout periods or at a time when the insider is otherwise in possession of material non-public information.

Under this Policy, only persons listed on Schedule I and Pre-Clearance Persons may implement a trading plan under Rule 10b5-1. Before entering into a trading plan, such persons must contact the general counsel to obtain pre-clearance of the contemplated plan. Persons listed on Schedule I and Pre-Clearance Persons may only enter into a trading plan when they are not in possession of material, non-public information. In addition, persons listed on Schedule I and Pre-Clearance Persons may only enter into a trading plan during a Window Period and may not enter into such a plan during a blackout period. Persons listed on Schedule I and Pre-Clearance Persons may not adopt more than one trading plan in effect at any one time. Once a trading plan is pre-cleared, transactions made pursuant to the plan will not require additional pre-clearance, as long as the plan specifies the dates, prices and amounts of the contemplated transactions, establishes a formula for determining dates, prices and amounts, or delegates discretion as to those matters to an independent third party.

Participation in the trading plan will be limited to one broker unless otherwise approved in advance by the general counsel. Any authorized trading plan must remain in place for not less than six months and no longer than 12 months from the effective date of the trading plan. In limited cases, persons listed on Schedule I and Pre-Clearance Persons may request to enter a 10b5-1 plan for a shorter duration and the general counsel will consider such requests on a case-by-case basis.

Under no circumstances are "opposite way" transactions outside of a trading plan in effect permitted (e.g., buy while a trading plan for selling is in effect) or hedging transactions under the trading plan. Any trading outside a trading plan should be conducted with great caution.

As a general rule, no modification to or termination of any trading plan will be authorized by the Company once the trading plan has been adopted. Proposals for modifications to, or termination of, any trading plan must be approved by the general counsel. Authorization for any modification or termination will only be issued in very special and exceptional circumstances.

As discussed in Section 4, transactions made under a prearranged trading plan need to be promptly reported on Form 4 (see below on timing and applicability). A Form 144 (if required) must be filled out and filed by the individual/brokerage firm in accordance with the rules regarding Form 144 filings.

4. Beneficial Ownership Forms Required by the SEC and Other Section 16 Considerations

Section 16 of the Exchange Act and the SEC's rules thereunder require all of the executive officers, directors and greater than 10% stockholders of the Company ("***Reporting Persons***") to report their initial beneficial ownership of equity securities of the Company and any subsequent changes in that ownership. The term "officer" is specifically defined for Section 16 purposes and includes the principal officers of the Company and may include officers of subsidiaries. Applicable Persons with questions about their status for Section 16 reporting purposes should consult with the general counsel.

A Form 3 must be filed within 10 days of becoming an executive officer or director of the Company. This report discloses the Reporting Person's beneficial interest in Company securities and must be filed even if such Reporting Person does not own any Company securities.

A Form 4 must be filed to report acquisitions and dispositions of Company securities, including (i) any open market sale or purchase of Company securities, (ii) any grant, exercise or conversion of Company restricted stock or derivative securities (e.g., stock options), (iii) any transfers to or from indirect forms of ownership, such as transfers to trusts and (iv) any intra-plan transfers involving Company securities held under pension or retirement plans. A Form 4 must generally be filed within **two business days** of the date of execution of the transaction (not the settlement date or subsequent closing or delivery date). The SEC rules provide for a limited exception to the two business days filing requirement in the case of prearranged trading programs and any intra-plan transfers involving Company securities held under the Company's pension or retirement plans, in each case for which the officer or director does not select the date of execution. In those cases, a Form 4 must be filed with the SEC within two business days

following the date on which the officer or director is notified of the transaction. However, if the officer or director does not receive notification by the third business day following the actual trade date, then the third business day is deemed to be the date of execution. Consequently, it is important that officers and directors ensure that their brokers and the plan administrator notify them promptly of any transaction. A Form 4 must also be filed after a person ceases to be an officer or director of the Company if there is a non-exempt, "opposite-way" transaction within six months of such person's last transaction while an officer or director (e.g., an open market sale within six months of a purchase).

A Form 5 must be filed within 45 days after the Company's fiscal year-end by every person who was an executive officer or director at any time during the fiscal year to report (i) certain small acquisitions of Company securities, (ii) certain miscellaneous transactions, such as gifts or inheritances and (iii) any transaction during the last fiscal year that was required to be reported on a Form 3 or Form 4 but was not reported. The regulations provide that, at the discretion of the officer or director involved, transactions normally reported at fiscal year-end on a Form 5 may be reported earlier on a Form 4. If there are no reportable transactions, or if all reportable transactions have already been reported on a Form 3 or Form 4, a Form 5 is not required. The Company encourages the use of the Form 4 early reporting option to help prevent transactions from going unreported at fiscal year-end and to help eliminate the need to file a Form 5.

Section 16 reports must be filed electronically with the SEC via EDGAR and promptly posted to the Company's website. Under SEC rules, the preparation and filing of Section 16 reports is the sole responsibility of the reporting person. However, the Company has established a program to assist executive officers and directors in preparing and filing these forms. The Company can only facilitate compliance by executive officers and directors to the extent they provide the Company with the information required by the program. The Company does not assume any legal responsibility in this regard.

For the purpose of preventing the unfair use of information which may have been obtained by an insider, any profits realized by any officer, director or 10% stockholder from any "purchase" and "sale" of Company stock during a six-month period, so called "short-swing profits," may be recovered by the Company. When such a purchase and sale occurs, good faith is no defense. The insider is liable even if compelled to sell for personal reasons, and even if the sale takes place after full disclosure and without the use of any inside information.

The liability of an insider under Section 16(b) of the Exchange Act is only to the Company itself. The Company, however, cannot waive its right to short swing profits, and any Company stockholder can bring suit in the name of the Company. Reports of ownership filed with the SEC on Form 3, Form 4 or Form 5 pursuant to Section 16(a) (discussed above) are readily available to the public, and certain attorneys carefully monitor these reports for potential Section 16(b) violations. In addition, liabilities under Section 16(b) may require separate disclosure in the Company's annual report to the SEC on Form 10-K or its proxy statement for its annual meeting of stockholders. No suit may be brought more than two years after the date the profit was realized. However, if the insider fails to file a report of the transaction under Section 16(a), as required, the two-year limitation period does not begin to run until after the transactions giving rise to the profit have been disclosed. Failure to report transactions and late filing of reports require separate disclosure in the Company's proxy statement.

5. Additional Prohibited Transactions

Applicable Persons should not directly or indirectly participate in transactions involving trading activities which by their aggressive or speculative nature may give rise to an appearance of impropriety. The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if Applicable Persons engage in certain types of transactions. Therefore, under this Policy Applicable Persons may not engage in any of the following transactions or should otherwise consider the Company's preferences as described below.

Short Sales. Short sales of Company securities (i.e., the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve the Company's performance. For these reasons, short sales of Company securities are prohibited. In addition, Section 16(c) of the Exchange Act prohibits officers and directors from engaging in short sales of the Company's equity securities or sales of shares against which the insider does not deliver the shares within 20 days after the sale.

Publicly-Traded Options. Given the relatively short term of publicly-traded options, transactions in options may create the appearance that an Applicable Person is trading based on material nonpublic information and focus such person's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, are prohibited by this Policy.

Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit Applicable Persons to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, Applicable Persons may no longer have the same objectives as the Company's other shareholders. Therefore, Applicable Persons are prohibited from engaging in any such transactions.

Margin Accounts and Pledged Securities. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Company securities, Applicable Persons are prohibited from holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan.

Standing and Limit Orders. Standing and limit orders (except standing and limit orders under approved Rule 10b5-1 Plans) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from

standing instructions to a broker, and as a result the broker could execute a transaction when Applicable Persons is in possession of material nonpublic information. The Company therefore discourages Applicable Persons from placing standing or limit orders on Company securities. If a person subject to this Policy determines that they must use a standing order or limit order, the order should be limited to short duration and must be cancelled immediately upon such Applicable Persons becoming aware of any material nonpublic information about the Company or its securities.

Director and Executive Officer Cashless Exercises: The Company will not arrange with brokers to administer cashless exercises on behalf of directors and executive officers of the Company. Directors and executive officers of the Company may use the cashless exercise feature of their equity awards only if (i) the director or officer retains a broker independently of the Company, (ii) the Company's involvement is limited to confirming that it will deliver the stock promptly upon payment of the exercise price and (iii) the director or officer uses a "T+3" cashless exercise arrangement, in which the Company agrees to deliver stock against the payment of the purchase price on the same day the sale of the stock underlying the equity award settles. Under a T+3 cashless exercise, a broker, the issuer, and the issuer's transfer agent work together to make all transactions settle simultaneously. This approach is to avoid any inference that the Company has "extended credit" in the form of a personal loan to the director or executive officer. Questions about cashless exercises should be directed to the general counsel.

6. Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. In recent years, the SEC and Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws include:

- SEC administrative sanctions;
- Securities industry self-regulatory organization sanctions;
- Civil injunctions;
- Damage awards to private plaintiffs;
- Disgorgement of all profits;
- Significant civil fines for the violator (which may be a multiple of the amount of profit gained or loss avoided);
- Significant civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) (which may be a multiple of the amount of profit gained or loss avoided);
- Significant criminal fines for individual and entity violators; and

- Jail sentences.

In addition, insider trading could result in serious discipline by the Company, up to and including dismissal. Insider trading violations are not limited to violations of the federal securities laws. Other federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act, also may be violated in connection with insider trading.

7. Annual Certification

After reading this Policy, all officers, directors and employees of the Company are required to execute and return to the Company's general counsel the Certification of Compliance form attached hereto as "Attachment B".

Effective January 21, 2021

SCHEDULE I

INDIVIDUALS SUBJECT TO PRE-CLEARANCE REQUIREMENT

Michael W. Bor
John W. Foley II
Daniel A. Valerian
Elizabeth Sanders
Rebecca C. Polak
Thomas W. Stoltz
Robert Imhof
Michael Chapman
David R. Mitchell
Luis Ignacio Solorzano Aizpuru
Kimberly H. Sheehy
Steven G. Carrel
James E. Skinner
Linda B. Abraham
Sarah M. Kauss

SCHEDULE II

INDIVIDUALS SUBJECT TO QUARTERLY TRADING BLACK-OUTS

Michael W. Bor
John W. Foley II
Daniel A. Valerian
Elizabeth Sanders
Rebecca C. Polak
Thomas W. Stoltz
Robert Imhof
Michael Chapman
David R. Mitchell
Luis Ignacio Solorzano Aizpuru
Kimberly H. Sheehy
Steven G. Carrel
James E. Skinner
Linda B. Abraham
Sarah M. Kauss

ATTACHMENT A

PRE-CLEARANCE APPROVAL FOR TRADING

TO: General Counsel

FROM:

RE: **Application for Pre-Clearance Approval for trading in securities of the CarLotz, Inc.**

Pursuant to CarLotz, Inc.'s Insider Trading policy, I seek approval for:

Option 1:

☐ Purchase/sale/subscription of _____ [*number*] shares of the Company as per the details given below:

Type of proposed transaction (e.g., open market purchase, a privately negotiated sale, an option exercise)	Proposed date of the transaction	Proposed price of transaction

☐ In case I get access to or receive material non-public information after the signing of this certification but before the execution of this transaction I shall inform the general counsel of the change in my position and I would completely refrain from trading in the Company securities till the time such Material Non-Public Information becomes public.

Option 2:

☐ Entering into a 10b-5-1 trading plan in the following terms:

Option 1 and Option 2:

☐ I am not aware of material non-public information about the company at the time of signing this certification.

□ I have not contravened the Insider Trading policy.

☐ I have made a full and true disclosure in the matter.

_____ _____

SIGNATURE DATE

_____

TITLE

ATTACHMENT B

CERTIFICATION OF COMPLIANCE

RETURN BY [_____] *[insert return deadline]*

TO: General Counsel

FROM: _____

RE: Insider Trading policy of CarLotz, Inc.

I have received, reviewed and understand the above-referenced policy and undertake, as a condition to my present and continued employment (or, if I am not an employee, affiliation with) CarLotz, Inc., to comply fully with the policies and procedures contained therein.

I hereby certify, to the best of my knowledge, that during the calendar year ending December 31, 20[__], I have complied fully with all policies and procedures set forth in the above-referenced policy.

_____ _____
SIGNATURE DATE

_____
TITLE