



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD OF 2024 (JAJ)

IN THE MATTER OF SECTION 124 OF THE COMPANIES ACT (AS REVISED)

AND IN THE MATTER OF CAZOO GROUP LTD (IN VOLUNTARY LIQUIDATION)

PETITION

To the Grand Court

The humble petition of Neema Griffin and David Philip Soden, in their capacity as joint voluntary liquidators ("**JVLs**") of Cazoo Group Ltd (the "**Company**") with its registered office at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands shows that:

- 1 The Company was incorporated in the Cayman Islands on 24 March 2021 as an exempted company limited by shares. Its incorporation number is 373409.
- 2 The registered office of the Company is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.
- 3 The Company was established as a holding company.

This PETITION was presented by Maples and Calder (Cayman) LLP, attorneys for the Petitioners, whose address for service is Ugland House, PO Box 309 GT, South Church Street, George Town, Grand Cayman (Ref: JSE/DLJ/839372.01)

- 4 The authorised share capital of the Company is US\$435,500 divided into 165,000,000 Class A ordinary shares of a par value of US\$0.002 each, 2,500,000 Class B ordinary shares of a par value of US\$0.002 each, 50,000,000 Class C ordinary shares of a par value of US\$0.002 each and 250,000 preference shares of a par value of US\$0.002 each.
- 5 Until 23 May 2024, the shares of the Company were listed on the New York Stock Exchange. The Company is no longer listed on the New York Stock Exchange, or any other exchange.
- 6 At an extraordinary general meeting held on 2 July 2024, the shareholders of the Company resolved by ordinary resolution that:
 - 6.1 The Company be placed in voluntary liquidation, on the basis that it was insolvent;
 - 6.2 Ms Neema Griffin and Mr David Philip Soden be appointed as JVLs; and
 - 6.3 The basis of the remuneration of the JVLs be approved.
- 7 The former directors of the Company have all resigned. The JVLs did not receive a declaration of solvency from any of the directors prior to their resignations.
- 8 The Company is unable to pay its debts and it is insolvent on both a cash flow and balance sheet basis. In light of the above, no declarations of solvency have been or will be provided pursuant to Order 14 of the Companies Winding Up Rules (2023 Consolidation) (the "**CWRs**").
- 9 Neema Griffin and David Philip Soden are qualified insolvency practitioners. Ms Griffin meets the residency and other requirements of the Insolvency Practitioners' Regulations (2023 Consolidation) (the "**Regulations**").
- 10 Mr Soden is not resident in the Cayman Islands, but is a resident of the United Kingdom. Mr Soden meets the requirements of a foreign practitioner under Regulation 8 of the Regulations. Mr Soden is also the administrator of a number of the Company's subsidiaries incorporated in

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the United Kingdom, through which the Company formerly traded, such that it is appropriate and efficient that he should also be one of the liquidators of the Company.

- 11 The JVLs consent to being appointed as joint official liquidators.
- 12 In the circumstances, the voluntary winding up of the Company should be made subject to the supervision of the Court.

YOUR PETITIONERS THEREFORE HUMBLY PRAY THAT:

- (1) The voluntary liquidation of the Company be continued under the supervision of the Court.
- (2) Neema Griffin of Teneo (Cayman) Limited of Ground Floor, Harbour Place, 103 South Church Street, PO Box 10245, Grand Cayman, KY1-1003, Cayman Islands with Tel. No. +1 345 945 1193 and email neema.griffin@teneo.com and David Philip Soden of Teneo Financial Advisory Limited, The Carter Building, 11 Pilgrim Street, London, EC4V 6RN, United Kingdom, be appointed as joint official liquidators of the Company ("**JOLs**") with power to act jointly and severally.
- (3) The JOLs shall not be required to give security for their appointment.
- (4) The JOLs' remuneration and expenses be paid out of the assets of the Company in accordance with Part III of the Insolvency Practitioners' Regulations (2023 Consolidation) and the Companies Winding Up Rules (2023 Consolidation), Order 20.
- (5) The JOLs be authorised to exercise the following powers specified in Part I of the Third Schedule to the Companies Act (2023 Revision):
 - (a) The power to engage staff (whether or not as employees of the Company) to assist the JOLs in the performance of their functions; and

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- (b) The power to engage attorneys to assist the JOLs in the performance of their functions.
- (6) Any disposition of the Company's property made or ratified by the JVLs after their appointment as such be validated pursuant to s.99 of the Companies Act (2023 Revision).
- (7) The JOLs may take any such action as may be necessary or desirable to obtain the recognition of their appointment in any other relevant jurisdictions and to make applications to the courts of such jurisdictions for that purpose, and for the avoidance of doubt the powers of the JOLs may be exercised by them within and outside the Cayman Islands.
- (8) The JVLs' costs of this Petition shall be paid out of the assets of the Company, as an expense of the liquidation.
- (9) Such further or other relief be granted as the Court deems appropriate.

DATED this 06th day of August 2024

FILED this 06th day of August 2024

Maples and Calder (Cayman) LLP

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Attorneys-at-Law for the Petitioner

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NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman, on _____ at _____.

Any correspondence or communication with the Court relating to the hearing of this petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone 345 949 4296.

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