

**VROOM, INC.**  
**ANNUAL MEETING OF STOCKHOLDERS**  
**JUNE 13, 2024, 3:00 P.M. ET**

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**RULES OF CONDUCT**

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Welcome to the 2024 Annual Meeting of Stockholders of Vroom, Inc.

In fairness to all stockholders in attendance and in the interest of an orderly meeting, we require that you honor the following rules of conduct:

1. The meeting will follow the Agenda available on your screen. No items of business other than the items in the Agenda may be introduced or considered at the meeting.
2. You need to have held the Company's common stock as of the close of business on the record date of April 19, 2024, to vote or submit questions while participating in the virtual meeting. To vote or submit questions, you must login as a stockholder by entering the 16-digit control number you received with your proxy materials. Only one stockholder per control number will be permitted to participate at the meeting. If you have voted your shares prior to the start of the meeting, your vote has been received by the Company's inspector of elections and there is no need to vote your shares during the meeting, unless you wish to revoke or change your vote.
3. Questions may be submitted in the text field provided in the web portal at any time during the meeting. We will respond to appropriate questions during the Questions and Answers period after the meeting is adjourned.
4. We will allocate up to 15 minutes to the Questions and Answers period.
5. Each stockholder is limited to no more than two questions. When submitting a question, you must provide your name and organization (if applicable). We will only address questions from stockholders who provide their name and organization (if applicable). Questions should be succinct and only cover a single topic. Questions that cover more than one topic will be considered separate questions. We may answer substantially similar questions together in a single response.
6. The Company reserves the right to decline to answer any question that it deems inappropriate, including questions that are, among other things:
  - irrelevant to the business of the Company or to the business of the Annual Meeting;
  - related to material non-public information of the Company, including the status or results of our business since the Company's last Quarterly Report on Form 10-Q;
  - related to any pending, threatened or ongoing litigation;
  - related to personal grievances or complaints;
  - derogatory references to individuals or that are otherwise in bad taste;
  - substantially repetitious of questions already submitted by another stockholder;
  - in excess of the two question limit;
  - in furtherance of the stockholder's personal or business interests; or
  - out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chairperson or Secretary in their reasonable judgment.
7. Recording of the Annual Meeting is prohibited. An audio playback will be available at [www.virtualshareholdermeeting.com/VRM2024](http://www.virtualshareholdermeeting.com/VRM2024) approximately 24 hours after the completion of the meeting.

Thank you for your cooperation.