

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

AGENDA

- A. WELCOME AND INTRODUCTIONS**
- B. CALL THE MEETING TO ORDER**
1. Opening of Polls
 2. Instructions on Rules of Conduct
 3. List of Stockholders and Proof of Mailing of Notice of Meeting
 4. Inspector of Election
 5. Existence of Quorum
- C. OFFICIAL BUSINESS OF THE MEETING**
1. Item 1 — Election of Robert J. Mylod, Jr., Timothy M. Crow, Michael J. Farello, Laura W. Lang, Laura G. O’Shaughnessy, Paula B. Pretlow, and Thomas H. Shortt as Directors
 2. Item 2 — Ratification of Appointment of Independent Registered Public Accounting Firm
 3. Item 3 — Approval, on an Advisory (Non-Binding) Basis, of the Compensation of Our Named Executive Officers
 4. Item 4 – Approval of the Amended 2020 Incentive Award Plan
 5. Item 5 – Election of Robert R. Krakowiak as Director
- D. VOTING**
1. Instructions on Voting
 2. Closing of Polls
- E. PRELIMINARY REPORT ON VOTING**
- F. ADJOURNMENT**
- G. QUESTIONS AND ANSWERS**

If you have sent in your proxy card or voted by telephone or Internet your shares will be voted accordingly.

YOU DO NOT NEED TO VOTE ELECTRONICALLY DURING THIS MEETING UNLESS YOU
WANT TO CHANGE THE WAY YOU VOTED ON YOUR PROXY.