

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

***Vroom***<sup>®</sup>

**VROOM, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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# Your **Vote** Counts!

**VROOM, INC.**

2024 Annual Meeting

Vote by June 12, 2024

11:59 PM ET

**vroom**

VROOM, INC.  
3600 W SAM HOUSTON PKWY S, FLOOR 4  
HOUSTON, TEXAS 77062



V51274-P09233

## You invested in VROOM, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 13, 2024.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 30, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 toll-free or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy. There is NO charge for requesting a copy.



For complete information and to vote prior to the Meeting, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually during the Meeting\*

June 13, 2024  
3:00 PM, ET

**Vote Virtually during the Meeting at:**  
[www.virtualshareholdermeeting.com/VRM2024](http://www.virtualshareholdermeeting.com/VRM2024)

**Vote Prior to the Meeting:**  
[www.ProxyVote.com](http://www.ProxyVote.com)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

You cannot use this notice to vote these shares. This is an overview of the proposals being presented at the upcoming stockholder meeting. You may view more complete proxy materials online at [www.ProxyVote.com](http://www.ProxyVote.com) or request a paper copy (see reverse side). Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of directors named in the proxy statement.	✔ For
2. Ratify the appointment of RSM US LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2024.	✔ For
3. Approve, on an advisory (non-binding) basis, the compensation of the named executive officers of the Company.	✔ For
4. Approve the amendment of the Company's 2020 Incentive Award Plan.	✔ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any continuation, adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".

