

VROOM, INC.
COMPENSATION COMMITTEE CHARTER

(As of May 28, 2020)

I. Purpose

The purpose of the Compensation Committee (the “*Committee*”) is to discharge the responsibilities of the Board of Directors (the “*Board*”) of Vroom, Inc. (the “*Company*”) relating to compensation of the Company’s executive officers and directors. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Company’s executive officers and directors.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“*Nasdaq*”), except as otherwise permitted by applicable Nasdaq rules, and meet all other applicable independence standards for members of compensation committees, including Rule 16b-3(b)(3) of the Securities and Exchange Act of 1934, as amended, unless otherwise determined by the Board. Committee members must be appointed and may be removed, with or without cause, by the Board. One member of the Committee may be designated as the Chair by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisors (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any advisor it retains and will have sole authority to approve the advisor’s fees and other terms and conditions of the advisor’s retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request

any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

IV. Duties and Responsibilities

1. *Executive Officer Compensation.* The Committee will review and approve or make recommendations to the Board regarding the compensation of the Chief Executive Officer and the other executive officers. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

3. *Incentive and Equity Compensation.* The Committee will review and approve the Company's incentive compensation and equity-based plans and arrangements (the "Plans"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board) and to make grants of cash-based and equity-based awards under the Plans.

4. *Employment Agreements and Severance Arrangements.* The Committee will review and approve all employment agreements and severance arrangements for the executive officers of the Company.

5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will determine whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

6. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent required for inclusion in the Company's annual proxy statement.

7. *Shareholder Approvals.* The Committee will oversee the Company's compliance with rules of the Securities and Exchange Commission regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirements under Nasdaq rules with regard to shareholder approval of equity compensation plans.

8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

9. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

10. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.