# Exhibit B

**SUPREME COURT OF THE STATE OF NEW YORK**
**COUNTY OF NASSAU**

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| RIGRODSKY LAW, P.A., | : | Index No. |
| Plaintiff, | : | **SUMMONS** |
| v. | : | |
| ACAMAR PARTNERS ACQUISITION CORP. (N/K/A CARLOTZ, INC.), JUAN CARLOS TORRES CARRETERO, LUIS IGNACIO SOLORZANO AIZPURU, DOMENICO DE SOLE, JAMES E. SKINNER, TECK H. WONG, ACAMAR PARTNERS SUB, INC., and CARLOTZ, INC. (N/K/A CARLOTZ GROUP, INC.), | : | |
| Defendants. | : | |

To the above-named defendants:

YOU ARE HEREBY SUMMONED to answer the complaint in this action and to serve a copy of your answer, or, if the complaint is not served with this summons, to serve a notice of appearance, on the plaintiff's attorneys within 20 days after the service of this summons, exclusive of the day of service (or within 30 days after the service is complete if this summons is not personally delivered to you within the State of New York); and in case of your failure to appear or answer, judgment will be taken against you by default for the relief demanded in the complaint.

Plaintiff designates Nassau County as the place of trial. The basis of venue is, *inter alia*, that plaintiff's headquarters are located in this County.

Dated: June 2, 2021

**RIGRODSKY LAW, P.A.**

By: */s/ Gina M. Serra*

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**SUPREME COURT OF THE STATE OF NEW YORK**
**COUNTY OF NASSAU**

| | | |
|---|---|---|
| RIGRODSKY LAW, P.A., | : | Index No. |
| Plaintiff, | : | **COMPLAINT FOR ATTORNEYS' FEES AND EXPENSES** |
| v. | : | |
| ACAMAR PARTNERS ACQUISITION CORP. (N/K/A CARLOTZ, INC.), JUAN CARLOS TORRES CARRETERO, LUIS IGNACIO SOLORZANO AIZPURU, DOMENICO DE SOLE, JAMES E. SKINNER, TECK H. WONG, ACAMAR PARTNERS SUB, INC., and CARLOTZ, INC. (N/K/A CARLOTZ GROUP, INC.), | : | **JURY TRIAL DEMANDED** |
| Defendants. | : | |

Plaintiff Rigrodsky Law, P.A. ("Rigrodsky Law" or "Plaintiff"), for this complaint against Defendants (defined below), alleges the following upon knowledge, information, and/or belief:

## NATURE OF THE ACTION

1. Plaintiff brings this action against defendants Acamar Partners Acquisition Corp. (now known as CarLotz, Inc.) ("Acamar" or the "Company"), its former Board of Directors (the "Board"), CarLotz, Inc. (now known as CarLotz Group, Inc.) ("CarLotz"), and Acamar Partners Sub, Inc. ("Merger Sub") (collectively, "Defendants") to recover Plaintiff's fees and expenses as set forth below.

2. On October 21, 2020, Acamar's Board caused the Company to enter into an agreement and plan of merger (the "Merger Agreement") with CarLotz and Merger Sub.

3. Pursuant to the terms of the Merger Agreement, among other things: (i) Merger Sub merged with and into CarLotz, with CarLotz surviving as a wholly-owned subsidiary of Acamar;

and (ii) each share of CarLotz common stock was converted into the right to receive cash and newly-issued shares of Acamar Class A common stock (the "Transaction").

4. On October 29, 2020, Defendants filed a Form S-4 Registration Statement with the United States Securities and Exchange Commission ("SEC") in connection with the Transaction (the "Registration Statement").

5. On November 9, 2020, Plaintiff sent a letter to counsel for Acamar (the "Demand Letter"), which asserted that the Registration Statement omitted material information regarding the Transaction and demanded that such information be disclosed to the Company's stockholders prior to the vote on the Transaction.

6. On December 7, 2020, counsel for Acamar acknowledged receipt of the Demand Letter and stated that counsel would review the Demand Letter.

7. On December 16, December 23, and December 30, 2020, Defendants filed amendments to the Registration Statement, which were substantively identical to the Registration Statement.

8. Plaintiff followed up with counsel for Acamar on December 30, 2020 and January 6, 2021.

9. On January 7, 2021, counsel for Acamar stated that counsel was checking on the status and would be in touch to discuss the Demand Letter.

10. Later on January 7, 2021, a complaint was filed in the Court of Chancery of the State of Delaware (the "Chancery Action"), alleging two of the claims asserted in the Demand Letter.

11. On January 8, 2021, Plaintiff filed a complaint on behalf of plaintiff Marc Waterman (the "Stockholder") in the Supreme Court of the State of New York, County of New

York (the "Complaint," attached hereto as Exhibit A, filed in the "Action"), alleging the claims set forth in the Demand Letter. Plaintiff sent the Complaint to counsel for Acamar that same day via email and informed counsel for Acamar that Plaintiff was preparing a motion to enjoin the stockholder vote on the Transaction, which was scheduled for January 20, 2021.

12. On January 10, 2021, counsel for Acamar informed Plaintiff that counsel would be "happy to discuss addressing [the Stockholder's] disclosure concerns."

13. On January 11, 2021, Plaintiff and counsel for Acamar spoke by telephone and counsel for Acamar informed Plaintiff that Defendants would be filing an amendment to the Registration Statement, which would address and moot the Stockholder's claims regarding the materially incomplete Registration Statement.

14. On January 12, 2021, Defendants filed a Form 8-K with the SEC, which contained material supplemental disclosures that addressed and mooted the claims asserted in the Demand Letter and Complaint regarding the materially incomplete Registration Statement (the "Supplemental Disclosures," attached hereto as Exhibit B). The Supplemental Disclosures explicitly stated that "*the Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions*."[1] Ex. B at 3

[1] The Supplemental Disclosures defined "Legal Actions" as the Action and the Chancery Action:

> [T]wo putative stockholder lawsuits have been filed against the Company, certain of its officers and directors, Merger Sub and CarLotz in the Court of Chancery in the State of Delaware and the Supreme Court of the State of New York, County of New York, respectively, captioned *Cody Laidlaw v. Acamar Partners Acquisition Corp. et al.*, C.A. No. 2021-0016-SG (Del. Ch.) and *Marc Waterman v. Acamar Partners Acquisition Corp. et al.*, Index No. 650148/2021 (N.Y. Sup. Ct., New York Cty.) (the "Legal Actions"). The Legal Actions allege that the members of the board of directors of the Company (the "Board") breached their fiduciary duties in connection with the merger by omitting material information with respect to the merger from the Definitive Proxy Statement/Prospectus, and that certain other defendants aided and abetted such breaches. . . .

(emphasis added).

15. That same day, counsel for Acamar sent an email to Plaintiff stating: "FYI, here's the 8-K: https://www.sec.gov/Archives/edgar/data/1759008/000110465921003223/tm212811d2_8k.htm."

16. Following the stockholder vote on the Transaction, Plaintiff attempted to negotiate in good faith with counsel for Defendants regarding reasonable attorneys' fees and expenses for the substantial common benefit that the Supplemental Disclosures provided to the Company's stockholders.

17. However, counsel for Defendants have stated that they will not agree to pay any fees or expenses to Plaintiff.

18. On the other hand, counsel for Defendants agreed to pay attorneys' fees and expenses to counsel for plaintiff in the Chancery Action in the amount of $175,000 in connection with the two claims[2] that were mooted in the Chancery Action by the Supplemental Disclosures. *See* Exhibit C hereto.

19. Through this action, Plaintiff seeks attorneys' fees and expenses in the amount of $275,000.

## JURISDICTION AND VENUE

20. This Court has jurisdiction over the defendants named herein pursuant to New York Civil Practice Law and Rules ("CPLR") § 301 and/or 302. This Court has personal jurisdiction over defendants because, among other things, Plaintiff's headquarters are located in this County.

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Ex. B at 2.

[2] As discussed below, the Demand Letter and Complaint also contained those two claims, in addition to three other claims that were mooted by the Supplemental Disclosures.

The exercise of jurisdiction by this Court is permissible under traditional notions of fair play and substantial justice.

21. Venue is proper in this Court pursuant to CPLR § 503. Among other things, Plaintiff's headquarters are located in this County.

**PARTIES**

22. Plaintiff is a professional association organized under the laws of the State of Delaware with headquarters located at 825 East Gate Boulevard, Suite 300, Garden City, New York 11530.

23. Defendant Acamar was a Delaware corporation and maintained its principal executive offices at 1450 Brickell Avenue, Suite 2130, Miami, Florida 33131 prior to the Transaction. According to the Registration Statement, Acamar was a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses. Acamar's common stock was traded on the NASDAQ under the ticker symbol "ACAM." Following the Transaction, Acamar changed its name to CarLotz, Inc. and applied for continued listing on NASDAQ under the symbols "LOTZ" and "LOTZW."

24. Defendant Juan Carlos Torres Carretero was Chairman of the Board of the Company prior to the Transaction.

25. Defendant Luis Ignacio Solorzano Aizpuru ("Aizpuru") was Chief Executive Officer and a director of the Company prior to the Transaction. Aizpuru now serves as a director of CarLotz.

26. Defendant Domenico de Sole was a director of the Company prior to the Transaction.

27. Defendant James E. Skinner ("Skinner") was a director of the Company prior to the Transaction. Skinner now serves as a director of CarLotz.

28. Defendant Teck H. Wong was a director of the Company prior to the Transaction.

29. Defendant CarLotz is a Delaware corporation and maintains its corporate headquarters at 611 Bainbridge Street, Suite 100, Richmond, Virginia 23224. According to the Registration Statement, CarLotz is a leading consignment-to-retail used vehicle marketplace that provides its corporate vehicle sourcing partners and retail sellers of used vehicles with the ability to access the previously unavailable retail sales channel while simultaneously providing buyers with prices that are, on average, below those of traditional dealerships.

30. Defendant Merger Sub was a Delaware corporation and a wholly-owned subsidiary of Acamar prior to the Transaction. According to the Registration Statement, Merger Sub was incorporated by Acamar on October 16, 2020 to facilitate the Transaction.

## SUBSTANTIVE ALLEGATIONS

### *Background of the Transaction*

31. On October 21, 2020, Acamar's Board caused the Company to enter into the Merger Agreement with CarLotz and Merger Sub.

32. Pursuant to the terms of the Merger Agreement, among other things: (i) Merger Sub merged with and into CarLotz, with CarLotz surviving as a wholly-owned subsidiary of Acamar; and (ii) each share of CarLotz common stock was converted into the right to receive cash and newly-issued shares of Acamar Class A common stock.

33. According to the press release announcing the Transaction:

> Acamar Partners Acquisition Corp. (Nasdaq: ACAM) ("Acamar Partners"), a publicly-traded special purpose acquisition company, and CarLotz, Inc. ("CarLotz" or the "Company"), one of the largest privately-held used vehicle retail disruptors with the industry's only consignment-to-retail sales platform, announced today they

executed a definitive business combination agreement that would make CarLotz a public company. At closing, anticipated in the fourth quarter of 2020, the combined company will be named CarLotz, Inc. and is expected to remain listed on Nasdaq and trade under the new ticker symbol LOTZ. . . .

Transaction Overview

The transaction implies a pro forma enterprise valuation for CarLotz of $827 million, or 0.88x 2022 estimated revenue of $945 million and 6.8x 2022 estimated gross profit of $121 million. Existing CarLotz shareholders will roll over the vast majority of their existing equity, retaining 59% of the combined company's pro forma equity.

The transaction will be fully funded by a combination of Acamar Partners' up to $311 million cash-in-trust and $125 million of PIPE proceeds, which have been fully committed by a pool of institutional and strategic investors, enabling the combined entity to retain up to $321 million of cash following the transaction (assuming no redemptions by Acamar Partners' existing shareholders) to support working capital and fund the Company's growth.

The Board of Directors of each of Acamar Partners and CarLotz have unanimously approved the transaction. The transaction will require the approval of the stockholders of both Acamar Partners and CarLotz, and is subject to other customary closing conditions, including the receipt of certain regulatory approvals. The transaction is expected to fully fund CarLotz' expansion and growth initiatives, including investments in core technology and capital expenditures for a nationwide hub expansion. The transaction is expected to close in the fourth quarter of 2020. . . .

Advisors

CarLotz advisors include Deutsche Bank Securities serving as lead financial and capital markets advisor, Barclays serving as financial and capital markets co-advisor, William Blair serving as capital markets co-advisor and Freshfields Bruckhaus Deringer serving as legal counsel. Acamar Partners advisors include Goldman Sachs as sole financial advisor and placement agent for the PIPE and Simpson Thacher & Bartlett serving as legal counsel.

***The Registration Statement Omitted Material Information Regarding the Transaction***

34. On October 29, 2020, Defendants filed the Registration Statement with the SEC, which recommended that Acamar's stockholders vote to approve the Transaction.

35. On November 9, 2020, Plaintiff sent the Demand Letter to counsel for Defendants, which asserted that the Registration Statement omitted material information regarding the Transaction and demanded that such information be disclosed to the Company's stockholders prior to the vote on the Transaction.

36. On December 7, 2020, counsel for Acamar acknowledged receipt of the Demand Letter and stated that counsel would review the Demand Letter.

37. On December 16, December 23, and December 30, 2020, Defendants filed amendments to the Registration Statement, which were substantively identical to the Registration Statement.

38. Plaintiff followed up with counsel for Acamar on December 30, 2020 and January 6, 2021.

39. On January 7, 2021, counsel for Acamar stated that counsel was checking on the status and would be in touch to discuss the Demand Letter.

40. Later on January 7, 2021, the Chancery Action was filed, alleging two of the claims asserted in the Demand Letter.[3] *See* Exhibit D hereto.

41. On January 8, 2021, Plaintiff filed the Complaint in the Action, which alleged the claims set forth in the Demand Letter. *See* Ex. A.

42. Plaintiff sent the Complaint to counsel for Acamar that same day via email and informed counsel for Acamar that Plaintiff was preparing a motion to enjoin the stockholder vote on the Transaction, which was scheduled for January 20, 2021.

[3] As discussed in greater detail below, the Supplemental Disclosures addressed two disclosure claims asserted in the Chancery Action, each of which was also alleged in the Action.

43. On January 10, 2021, counsel for Acamar informed Plaintiff that counsel would be "happy to discuss addressing [the Stockholder's] disclosure concerns."

44. On January 11, 2021, Plaintiff and counsel for Acamar spoke by telephone and counsel for Acamar informed Plaintiff that Defendants would be filing an amendment to the Registration Statement, which would address and moot the Stockholder's claims regarding the materially incomplete Registration Statement.

45. On January 12, 2021, Defendants filed the material Supplemental Disclosures, which addressed and mooted the claims asserted in the Demand Letter and Complaint regarding the materially incomplete Registration Statement. *See* Ex. B. The Supplemental Disclosures explicitly stated that "*the Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions*." *Id.* at 3 (emphasis added).

46. That same day, counsel for Acamar sent an email to Plaintiff stating: "FYI, here's the 8-K: https://www.sec.gov/Archives/edgar/data/1759008/000110465921003223/tm212811d2_8k.htm."

***The Supplemental Disclosures Were Material to Acamar's Stockholders***

47. As set forth below, the Supplemental Disclosures were material to Acamar's stockholders.

Financial Projections and Financial Analyses

48. As set forth in the Registration Statement, Acamar's directors determined that "the valuation offered for CarLotz was fair," and recommended that Acamar's stockholders vote to approve the Transaction, due to:

> [F]inancial analysis done by the Acamar Partners team, CarLotz' business plan, CarLotz' superior expected revenue and gross profit growth and financial return

> metrics (including medium-term run rate gross profit margin, EBITDA margin and net contribution per unit) compared to peers in the industry, Acamar Partners' discounted cash flow valuation analysis (based on internal assumptions and customary practices), and the relative discount to publicly listed peers such as Carvana and Vroom in terms of enterprise value to the 2022 expected revenue and gross profit.

*See* Exhibit E (relevant portions of the final Registration Statement) at 101-02.

49. However, as asserted in the Demand Letter and the Complaint, the Registration Statement failed to disclose any financial projections for CarLotz (*see* Ex. A at ¶ 23), or a fair summary of the financial analyses performed by the Company's management, including the "valuation materials prepared by Acamar Partners' financial advisors and certain financial analysis . . . summary materials prepared by Acamar Partners' management." Ex. A at ¶ 28; Ex. E at 101.

50. The Supplemental Disclosures cured each of these material omissions.

51. First, the Supplemental Disclosures disclosed CarLotz's financial projections that helped form the basis for the Board's recommendation of the Transaction:

> Certain Financial Projections
>
> As a private company, CarLotz does not, as a matter of course, make public projections as to future performance, revenues, earnings or other results of operations, and generally does not create forecasts for extended periods due to, among other things, the speculative nature of modeling and forecasting future performance, the inherent difficulty of predicting financial performance for future periods and the likelihood that the underlying assumptions and estimates may not be realized, or that actual results will not be significantly higher or lower than projected, particularly since such information by its nature becomes less reliable and subject to greater uncertainty with each successive year. However, in connection with CarLotz' evaluation of potential strategic alternatives and specifically the merger, CarLotz management prepared certain five-year financial forecasts which were provided to Acamar Partners in connection with the process leading to the merger. The financial forecasts provided below are based on figures provided by CarLotz to Acamar Partners as part of the merger due diligence which Acamar Partners used for its discounted cash flow analysis (the "Projections"). Acamar Partners used its own estimates for cost of capital and timing of the discounted cash flows, and calculated the free cash flow figures shown in the Projections disclosed below as EBITDA less capital expenditures (recurring and

non-recurring), changes in working capital and estimated cash taxes of 26%:

| $ Million | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 |
|---|---|---|---|---|---|---|
| Revenue | 110.2 | 356.3 | 944.6 | 1,644.6 | 2,422.8 | 3,266.5 |
| EBITDA | (2.6) | (44.9) | 10.1 | 90.4 | 191.9 | 318.0 |
| FCF | | (119.6) | (62.6) | 32.4 | 105.4 | 197.0 |

*See* Ex. B at 6-7.

52. As a general matter, financial projections are "among the most highly-prized disclosures by investors," as stockholders "cannot hope to [] replicate management's inside view of [a] company's prospects." *In re Netsmart Techs., Inc. S'holders Litig.*, 924 A.2d 171, 203 (Del. Ch. 2007). Courts have repeatedly held that financial forecasts are material because they provide stockholders with a basis to project the future financial performance of a company, and allow them to better understand the financial analyses performed in connection with a proposed transaction. *See, e.g., In re BioClinica, Inc. S'holder Litig.*, Consol. C.A. No. 8272-VCG, 2013 WL 673736, at *18 (Del. Ch. Feb. 25, 2013) (holding that projections of the future value of the company are valuable to a stockholder when deciding whether to exchange his or her ownership for the consideration offered); *Brown v. Brewer*, Case No. CV 06-3731, 2010 U.S. Dist. LEXIS 60863, at *70 (C.D. Cal. June 17, 2010).

53. Second, the Supplemental Disclosures provided a fair summary of the financial analyses performed in connection with the Transaction, including a discounted cash flow analysis:

> This section included a valuation benchmarking analysis and discounted cash flow analysis prepared by Acamar Partners, which are described further below, and a comparison of selected companies, prepared by Goldman Sachs for Acamar Partners, which benchmarked certain financial metrics for CarLotz compared with other publicly traded companies, including Carvana, Vroom and Shift and selected other e-commerce companies, high growth internet retailers and auto dealers based on a variety of historical and forward-looking multiples such as sales, gross profit, earnings before interest, taxes, depreciation, and amortization ("EBITDA") and other financial measures based on current trading multiples. . . .

Valuation Benchmarking*

In its valuation benchmarking analysis, Acamar Partners analyzed the relative valuation multiples of the following publicly traded companies: Carvana, Vroom and Shift, which are the public peers that Acamar Partners considered most relevant (but multiples for other e-commerce companies, high growth internet retailers and auto dealers were also considered). Acamar Partners calculated various financial multiples for each company as summarized below:

| Company | TEV / 2022E Revenue | TEV / 2022E Gross Profit | TEV / 2022E Revenue / 2020E – 2023E Revenue CAGR | TEV / 2022E Gross profit / 2020E – 2023 E Gross profit CAGR |
|---|---|---|---|---|
| **Carvana** | 4.06x | 25.7x | 10.42x | 55.2x |
| **Vroom** | 1.42x | 14.2x | 2.16x | 13.5x |
| **Shift**[a] | 0.77x | 6.2x | 0.84x | 5.0x |
| **Mean** | 2.08x | 15.4x | 4.48x | 24.6x |
| **CarLotz** | 0.88x | 6.8x | 0.60x | 4.1x |

*Note: These comparisons are for illustrative purposes and should not be relied upon as being necessarily indicative of future results. Market data as of September 22, 2020. CarLotz represents fully-distributed Total Enterprise Value ("TEV") of $827 million.

(a) Shift 2019A-2022E financial information per Shift's September 2020 Investor Presentation. Shift's 2023E financial information estimated for purposes of this presentation assuming 2022-2023E revenue growth rate of 70.0%, 2023E gross profit margin of 14.0% and 2023E EBITDA margin of 2.5% based on estimated extrapolations to achieve the Long-Term Targets provided in Shift's September 2020 Investor Presentation. Assumes implied shares of 73.1 million from pro forma capitalization disclosed by Shift in its September 2020 Investor Presentation and share price of $12.67 as of September 22, 2020.

Acamar Partners further analyzed CarLotz' expected growth and profitability in comparison to the above peer set:**

| Company | 2020E-2023E Revenue CAGR (%) | 2020E – 2023E Gross Profit CAGR (%) | 2020E – 2023E Avg. gross margin (%) | 2023E Gross profit margin (%) | 2023E EBITDA margin (%) | 2023E ROIC[b](%) |
|---|---|---|---|---|---|---|
| **Carvana** | 39.0% | 46.5% | 15.1% | 16.0% | 4.3% | 12.6% |
| **Vroom** | 65.5% | 104.8% | 8.9% | 10.8% | 0.8% | 8.9% |
| **Shift**[a] | 91.7% | 123.7% | 11.4% | 14.0% | 2.5% | 6.5% |
| **Mean** | 65.4% | 91.7% | 11.8% | 13.6% | 2.5% | 6.7% |
| **CarLotz** | 146.2% | 166.9% | 12.5% | 14.1% | 5.5% | 18.8% |

**Note: These comparisons are for illustrative purposes and should not be relied upon as being necessarily indicative of future results. Metrics that are considered non-GAAP financial measures such as EBITDA margin are presented on a non-GAAP basis without reconciliations of such forward-looking non-GAAP measures

due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliation. Market data as of September 22, 2020.

(a) Shift 2019A-2022E financial information per from Shift's September 2020 Investor Presentation. Shift 2023E financial information estimated for purposes of this presentation assuming 2022-2023E revenue growth rate of 70.0%, 2023E gross profit margin of 14.0% and 2023E EBITDA margin of 2.5% based on estimated extrapolations to achieve the Long-Term Targets provided in Shift's September 2020 Investor Presentation.

(b) Equal to 2023E after-tax EBIT (assuming 25.0% tax rate) divided by aggregate of book value of equity plus book value of minority interest plus book value of debt as of June 30, 2020, plus cumulative capital expenditures from June 30, 2020 – December 31, 2023. CarLotz and Shift financials pro forma for current contemplated respective transactions.

***Discounted Cash Flow Analysis***

Acamar Partners performed a discounted cash flow analysis based on the Projections. Acamar Partners analyzed the discounted present value of the projected unlevered free cash flows for the calendar years ending December 31, 2021 through 2025. Acamar Partners management calculated the terminal value using a perpetual growth methodology. Acamar Partners used the calendar year ending December 31, 2025 as the final year for the analyses and applied perpetual growth rates, selected in Acamar Partners' professional judgment and experience, ranging from 5.0% to 9.0%, to the projected unlevered free cash flows to calculate a terminal value. The terminal values and projected unlevered free cash flows were discounted using rates ranging from 14.5% to 18.5%, which reflected the weighted average after-tax cost of capital derived by application of the Capital Asset Pricing Model. Acamar Partners reviewed the ranges of present enterprise value from $791.0 million to $2,306.6 million derived in the discounted cash flow analyses and compared them to the $827 million enterprise value implied by the merger consideration:

***Enterprise Value Sensitivity ($ million)***

| | Terminal Growth | | | | |
|---|---|---|---|---|---|
| **WACC** | **5.0%** | **6.0%** | **7.0%** | **8.0%** | **9.0%** |
| **14.5%** | 1,302.1 | 1,464.6 | 1,670.4 | 1,939.6 | 2,306.6 |
| **15.5%** | 1,136.6 | 1,264.7 | 1,423.0 | 1,623.6 | 1,885.8 |
| **16.5%** | 1,000.6 | 1,103.8 | 1,228.7 | 1,383.0 | 1,578.4 |
| **17.5%** | 887.1 | 971.5 | 1,072.1 | 1,193.8 | 1,344.2 |
| **18.5%** | 791.0 | 861.1 | 943.5 | 1,041.5 | 1,160.2 |

***Enterprise Value / Revenue 2022E Sensitivity***

| | Terminal Growth | | | | |
|---|---|---|---|---|---|
| **WACC** | **5.0%** | **6.0%** | **7.0%** | **8.0%** | **9.0%** |
| **14.5%** | 1.4x | 1.6x | 1.8x | 2.1x | 2.4x |
| **15.5%** | 1.2x | 1.3x | 1.5x | 1.7x | 2.0x |
| **16.5%** | 1.1x | 1.2x | 1.3x | 1.5x | 1.7x |
| **17.5%** | 0.9x | 1.0x | 1.1x | 1.3x | 1.4x |
| **18.5%** | 0.8x | 0.9x | 1.0x | 1.1x | 1.2x |

Ex. B at 3-6.

54. Stockholders are entitled to a fair summary of the financial analyses performed by a company and its investment bankers. *See, e.g., In re Pure Res., Inc. S'holders Litig*., 808 A.2d 421, 449 (Del. Ch. 2002). "[T]he valuation methods used . . . as well as the key inputs and range of ultimate values generated by those analyses must also be fairly disclosed" to stockholders. *Netsmart*, 924 A.2d at 203-04. Moreover, courts have recognized that the discounted cash flow "analysis [is] arguably the most important valuation metric" for a company's stockholders. *Laborers Local 235 Benefit Funds v. Starent Networks, Corp.*, C.A. No. 5002-CC, 2009 Del. Ch. LEXIS 210, at *1-2 (Del. Ch. Nov. 18, 2009); *In re Toys "R" Us, Inc. S'holder Litig*., 877 A.2d 975, 1013 (Del. Ch. 2005); *Neal v. Alabama By-Prods. Corp.*, C.A. No. No. 8282, 1990 Del. Ch. LEXIS 127, at *20 (Del. Ch. Aug. 1, 1990) ("[The discounted cash flow analysis] is considered by experts to be the preeminent valuation methodology.").

55. Prior to these Supplemental Disclosures, Acamar's stockholders lacked understanding as to how the Company's officers and directors valued CarLotz and the Transaction. The Supplemental Disclosures cured this material omission and allowed the Company's stockholders to make an informed decision with respect to the Transaction.

Engagement of Acamar's Financial Advisor

56. As set forth in the Registration Statement, on September 4, 2020, Acamar determined to engage Goldman Sachs & Co. LLC ("Goldman") as its financial and capital markets

advisor in connection with the Transaction. Ex. E at 89. Goldman subsequently assisted and advised Acamar throughout the process leading up to the Transaction. *See id.* at 89-97.

57. However, as asserted in the Demand Letter and Complaint, the Registration Statement failed to disclose the terms of Goldman's engagement, including, among other things, whether the financial advisor performed past services for any parties to the Merger Agreement or their affiliates. Ex. A at ¶ 27.

58. The Supplemental Disclosures remedied this material omission solely in response to the Demand Letter and Complaint[4]:

> During the two-year period ended October 22, 2020, Goldman Sachs has recognized no compensation for financial advisory and underwriting services provided by its investment banking division to Carlotz, TRP or their respective affiliates (including, if applicable, any portfolio companies). Acamar Partners retained Goldman Sachs as its financial and capital markets advisor. In this capacity, representatives of Goldman Sachs provided Acamar Partners with financial advice and assistance, including assisting Acamar Partners in negotiating the financial aspects of the transactions contemplated in connection with the merger. . . . At various times during the course of Goldman Sachs' engagement as financial advisor to Acamar Partners, representatives of Goldman Sachs discussed with Acamar Partners management various considerations with respect to the merger, which discussions included certain analyses prepared by representatives of Goldman Sachs. Certain analyses and information contained therein were prepared by Goldman Sachs based on requests from Acamar Partners management, discussions between Acamar Partners management and the representatives of Goldman Sachs regarding what analyses and information would be helpful to Acamar Partners at various points during the course of the transaction, and Goldman Sachs' professional judgment and experience, but not with a view towards those financial analyses supporting a fairness opinion. Certain analyses and information contained therein were included in materials sent to the Acamar Partners Board on October 17, 2020, described below.

Ex. B at 5.

59. Due to "the central role played by investment banks in the evaluation, exploration, selection, and implementation of strategic alternatives," courts require the full and fair disclosure

[4] The Chancery Action did not make this allegation.

of investment banker engagement terms and potential conflicts of interest. *See In re Del Monte Foods Co. S'holders Litig.*, 25 A.3d 813, 832 (Del. Ch. 2011).

Timing of Post-Transaction Directorship Communications

60. The Demand Letter and Complaint alleged that the Registration Statement failed to disclose the timing and nature of all communications regarding post-transaction employment and directorships. Ex. A at 29.[5]

61. As a general matter, this information is necessary for stockholders to understand potential interests of officers and directors, as the information can provide illumination concerning any motivations that would prevent fiduciaries from acting solely in the best interests of a company's stockholders. *See generally In re Lear Corp. S'holder Litig.*, 926 A.2d 94, 98 (Del. Ch. 2007) (holding that stockholders were entitled to know which member of management negotiating the transaction had material economic motivations that differed from public stockholders); *see also Millenco L.P. v. meVC Draper Fisher Jurvetson Fund I, Inc.*, 824 A.2d 11, 15 (Del. Ch. 2002) (stating that the "relevant inquiry is not whether an actual conflict of interest exists, but rather whether full disclosure of potential conflicts of interest has been made"); *In re Atheros Commc'ns, Inc. S'holder Litig.*, Consol. C.A. No. 6124-VCN, 2011 Del. Ch. LEXIS 36, at *40 (Del. Ch. Mar. 4, 2011) (holding that insider conflicts of interest must be disclosed).

62. As set forth in the Registration Statement, Acamar presented its initial offer to CarLotz on September 11, 2020:

> On September 11, 2020, based on the materials and information made available to Acamar Partners and its preliminary due diligence performed, and following a series of internal calls (including with Acamar Partners' board chairman, Mr. Torres) and meetings to discuss valuation and a proposed transaction structure. Acamar Partners presented to CarLotz a non-binding Letter of Intent (the "Acamar Partners LOI") proposing to combine with CarLotz for a fully-distributed enterprise

[5] The Chancery Action did not make this allegation.

> value between $650 million and $700 million (depending on the mutual agreement of the parties), reflecting an enterprise value entry price for investors of $713 million to $763 million (equivalent to 0.75 to 0.81 times CarLotz' 2022 estimated revenue of $945 million). The Acamar Partners LOI also provided for (i) a PIPE Investment in the amount of $100 million to supplement Acamar Partners' cash in trust, (ii) an earn-out on 3.8 million of the Sponsor's promote shares and 7.5 million of the shares issuable to CarLotz' existing stockholders in the merger (with 50% of the earn-out shares to be released if the shares of New CarLotz common stock trade above $12.50 for 20 trading days in any 30 consecutive trading days period and the remaining 50% to be released if the shares of New CarLotz common stock trade above $15.00 for 20 trading days in any 30 consecutive trading days period) and (iii) an exclusivity in favor of Acamar Partners through October 5, 2020.

Ex. E at 90.

63. The Supplemental Disclosures informed Acamar's stockholders for the first time that "[t]he Acamar Partners [letter of intent] also proposed that the Sponsor would be entitled to nominate two directors (including one independent director) for New CarLotz so long as it holds 3% of the outstanding shares of the combined company, which was ultimately reflected in the New CarLotz Stockholders Agreement." Ex. B at 6.

64. Defendants Aizpuru and Skinner, who were previously directors of Acamar, now serve as directors of CarLotz.

65. The fact that Acamar's initial offer to CarLotz proposed that two directors serve on the board of the combined company was material to Acamar's stockholders, and the Supplemental Disclosures cured this material omission solely in response to the Demand Letter and Complaint.

Terms of Non-Disclosure Agreements

66. According to the Registration Statement, during the process leading up to the execution of the Merger Agreement, "Acamar Partners entered into non-disclosure agreements and received and reviewed detailed information in relation to 50 potential acquisition targets." Ex. E at 87.

67. As alleged in the Demand Letter and Complaint, the Registration Statement failed to disclose the terms of the non-disclosure agreements executed by the Company. Ex. A at ¶ 25.[6]

68. In the merger context, non-disclosure agreements may contain standstill and/or "don't ask, don't waive" provisions that restrict parties' abilities to request waivers of standstill provisions and make offers. Without being provided the terms of non-disclosure agreements, stockholders may have the mistaken belief that, if potentially interested parties wished to come forward with offers, they were permitted to do so, when in fact they were contractually prohibited from doing so. *See, e.g., In re Ancestry.com, Inc. S'holder Litig.*, Consol. C.A. No. 7988-CS (Del. Ch. Dec. 17, 2012) (granting injunction pending disclosure of don't ask, don't waive standstills even after they had been waived and noting that stockholders were operating under a "false impression that any of the folks who signed the standstill could have made a superior proposal. That's not true. They could only make it by breaching the standstill.").

69. The Supplemental Disclosures provided the terms of the non-disclosure agreements executed by the Company solely in response to the Demand Letter and Complaint. Ex. B at 3.

***The Demand Letter and Complaint Caused the Supplemental Disclosures***

70. The above-referenced material Supplemental Disclosures were caused by the Demand Letter and Complaint.

71. As set forth in the Supplemental Disclosures:

> Since the Registration Statement was declared effective, two putative stockholder lawsuits have been filed against the Company, certain of its officers and directors, Merger Sub and CarLotz in the Court of Chancery in the State of Delaware and the Supreme Court of the State of New York, County of New York, respectively, captioned *Cody Laidlaw v. Acamar Partners Acquisition Corp. et al.*, C.A. No. 2021-0016-SG (Del. Ch.) and *Marc Waterman v. Acamar Partners Acquisition Corp. et al.*, Index No. 650148/2021 (N.Y. Sup. Ct., New York Cty.) (the "Legal Actions"). The Legal Actions allege that the members of the board of directors of

[6] The Chancery Action did not make this allegation.

> the Company (the "Board") breached their fiduciary duties in connection with the merger by omitting material information with respect to the merger from the Definitive Proxy Statement/Prospectus, and that certain other defendants aided and abetted such breaches. . . .
>
> *[S]ince the outcome of these lawsuits is uncertain, cannot be predicted with any certainty and may cause delays to the closing of the merger, and to eliminate the burden and expense of litigation, the Company has decided to make the following supplemental disclosures. . . .*
>
> *[T]he Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions.*

Ex. B at 2-3 (emphasis added).

***The Supplemental Disclosures Conferred a Substantial Common Benefit on Acamar's Stockholders that Warrants an Award of Attorneys' Fees and Expenses***

72. The Supplemental Disclosures conferred a substantial common benefit on Acamar's stockholders as they allowed stockholders to meaningfully assess the fairness of the Transaction and determine whether to vote in support thereof.[7]

73. Plaintiff is entitled to an award of fees and expenses for its efforts and conferring a "substantial" or "common" benefit on the members of an ascertainable class.[8] *See Mills v. Electric Auto-Lite*, 396 U.S. 375, 396 (1970). In *Mills*, the Supreme Court held that vindicating Section 14(a)'s statutory policy of "informed corporate suffrage" confers a substantial benefit upon stockholders sufficient to warrant awarding attorney's fees. *Id.* Since *Mills*, both federal and state jurisprudence reflect that it has become "well established that non-monetary benefits, such as promoting fair and informed corporate suffrage . . . support a fee award." *Koppel v. Wien*, 743 F.2d 129, 134-35 (2d Cir. 1984).

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[7] On January 20, 2021, a majority of Acamar's stockholders voted to approve the Transaction, and the Transaction was consummated on January 21, 2021.

[8] As of December 30, 2020, there were over 30 million shares of Acamar common stock outstanding, held by hundreds, if not thousands, of individuals or entities scattered throughout the country.

74. Courts across the country have recognized the importance of an informed stockholder vote under *Mills* and have approved attorney fee awards based on supplemental disclosures similar to those obtained by Plaintiff here. *See, e.g., In re Celera Corp. S'holder Litig.*, C.A. No. 6304-VCP, 2012 WL 1020471, at *32-33 (Del. Ch. Mar. 23, 2012), *aff'd in part and rev'd in part by* C.A. No. 212, 2012 (Del. Dec. 27, 2012) (contested award of $650,000 in attorneys' fees for supplemental disclosures); *In re Sepracor Inc. S'holders Litig.*, C.A. No. 487-VCS (Del. Ch. May 21, 2010) (award of $550,000 in attorneys' fees for supplemental disclosures); *Scarantino v. Silver Bay Realty Trust Corp.*, Case No. 17-cv-01066 (D. Minn. June 8, 2017) ($350,000 fee); *Kim v. BATS Global Markets, Inc.*, Case No. 2:16-cv-02817 (D. Kan. Jan 13, 2017) ($350,000 fee); *Garcia v. Kate Spade & Co.*, Case No. 17-cv-4177 (S.D.N.Y. Aug. 28, 2017) ($320,000 fee); *Joel Rosenfeld IRA v. Cynosure, Inc.*, Case No. 17-10309 (D. Mass. Feb. 5, 2018) ($300,000 fee); *Gieske v. Whole Foods Market Inc.*, Case No. 17-cv-684 (W.D. Tex. Sept. 26, 2017) ($280,000 fee); *In re Time Warner, Inc. S'holder Litig.*, Case No. 1:17-cv-00399 (S.D.N.Y. Mar. 1, 2017) ($240,000 fee); *Pajnigar v. Arctic Cat, Inc.*, Case No. 17-cv-00443 (D. Minn. Mar. 27, 2017) ($237,500 fee); *Guerra v. Linear Tech. Corp.*, Case No. 4:16-cv-05514 (N.D. Cal. Oct. 24, 2016) ($195,000 fee).

***The Supplemental Disclosures Conferred a Substantial Benefit on Defendants and Defendants are Liable for Plaintiff's Reasonable Attorneys' Fees and Expenses***

75. Not only did the Supplemental Disclosures confer a substantial common benefit on Acamar's stockholders, but they substantially benefitted Defendants by curing their breaches of fiduciary duties or the aiding and abetting thereof and violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") for failing to disclose material information in the Registration Statement, and allowed Defendants to avoid further liability in connection therewith.

76. Indeed, the Supplemental Disclosures explicitly stated that, "since the outcome of these lawsuits is uncertain, cannot be predicted with any certainty and may cause delays to the closing of the merger, and to eliminate the burden and expense of litigation, the Company has decided to make the following supplemental disclosures." Ex. B at 2.

77. Accordingly, Defendants are liable for Plaintiff's reasonable fees and expenses for the substantial benefits conferred on both Acamar's stockholders and Defendants through the Supplemental Disclosures.

***Defendants Claim Plaintiff is Not Entitled to Any Fee, But Agreed to Pay Plaintiff in the Chancery Action $175,000 in Connection with Two Supplemental Disclosures***

78. Following the stockholder vote on the Transaction, Plaintiff attempted to negotiate in good faith with counsel for Defendants regarding reasonable fees and expenses for the substantial common benefit that the Supplemental Disclosures provided to the Company's stockholders.

79. However, counsel for Defendants stated that they will not agree to pay any fees or expenses to Plaintiff.

80. Meanwhile, counsel for Defendants agreed to pay attorneys' fees and expenses in the amount of $175,000 to counsel for plaintiff in the Chancery Action in connection with two claims that were mooted by the Supplemental Disclosures, both of which were alleged in the Demand Letter and Complaint. *See* Ex. C.

81. The Demand Letter and Complaint not only caused the Supplemental Disclosures regarding CarLotz's financial projections and the financial analyses, but were also the sole cause of the material Supplemental Disclosures regarding: (i) Goldman's engagement; (ii) the timing of the post-transaction directorship communications; and (iii) the terms of the non-disclosure agreements executed during the process leading up to the Transaction.

82. Plaintiff is clearly entitled to $175,000 for the benefits created by the Supplemental Disclosures regarding CarLotz's financial projections and the financial analyses. Plaintiff is also entitled to $100,000 for the additional three Supplemental Disclosures that were caused solely by the Demand Letter and Complaint.

83. Accordingly, Plaintiff seeks fees and expenses in the amount of $275,000.

**CAUSE OF ACTION**
**Against Defendants for Attorneys' Fees and Expenses**

84. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

85. Following discussions between the parties, and as a direct result of Plaintiff's efforts, the Demand Letter, and the Complaint, Defendants filed the Supplemental Disclosures.

86. As set forth above, the Supplemental Disclosures: (i) cured the material omissions in the Registration Statement; (ii) conferred a substantial common benefit on Acamar's stockholders and allowed them to cast an informed vote on the Transaction; and (iii) conferred a substantial benefit on Defendants by curing their breaches of fiduciary duties or the aiding and abetting thereof and violations of Sections 14(a) and 20(a) of the Exchange Act, and allowed Defendants to avoid further liability in connection therewith.

87. Plaintiff is entitled to be paid reasonable fees and expenses by Defendants for its services rendered and for obtaining the material Supplemental Disclosures.

88. The failure to award Plaintiff's fees and expenses will result in the unjust enrichment of Defendants.

**PRAYER FOR RELIEF**

**WHEREFORE**, Plaintiff prays for judgment and relief against Defendants as follows:

A. An aggregate award of attorneys' fees and expenses in the amount of $275,000; and

B. Such other and further relief as the Court may deem just and proper.

Dated: June 2, 2021

**RIGRODSKY LAW, P.A.**

By: */s/ Gina M. Serra*

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*Attorneys for Plaintiff*

# EXHIBIT A

**SUPREME COURT OF THE STATE OF NEW YORK**
**COUNTY OF NEW YORK**

| | | |
|---|---|---|
| MARC WATERMAN,<br><br>Plaintiff,<br><br>v.<br><br>ACAMAR PARTNERS ACQUISITION CORP., JUAN CARLOS TORRES, LUIS SOLORZANO, DOMENICO DE SOLE, JIM SKINNER, TECK WONG, ACAMAR PARTNERS SUB, INC., and CARLOTZ, INC.,<br><br>Defendants. | X<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>X | **SUMMONS** |

To the above-named defendants:

YOU ARE HEREBY SUMMONED to answer the complaint in this action and to serve a copy of your answer, or, if the complaint is not served with this summons, to serve a notice of appearance, on the plaintiff's attorneys within 20 days after the service of this summons, exclusive of the day of service (or within 30 days after the service is complete if this summons is not personally delivered to you within the State of New York); and in case of your failure to appear or answer, judgment will be taken against you by default for the relief demanded in the complaint.

Plaintiff designates New York County as the place of trial. The basis of venue is that defendants committed a substantial portion of the transactions and wrongs complained in this County, defendants have received substantial compensation for doing business in this County, and the trading of defendant's stock on the NASDAQ exchange occurred in this County.

Dated: January 8, 2021

**RIGRODSKY & LONG, P.A.**

By: */s/ Gina M. Serra*

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*Attorneys for Plaintiff*

**SUPREME COURT OF THE STATE OF NEW YORK**
**COUNTY OF NEW YORK**

| | | |
|---|---|---|
| MARC WATERMAN,<br><br>Plaintiff,<br><br>v.<br><br>ACAMAR PARTNERS ACQUISITION CORP., JUAN CARLOS TORRES, LUIS SOLORZANO, DOMENICO DE SOLE, JIM SKINNER, TECK WONG, ACAMAR PARTNERS SUB, INC., and CARLOTZ, INC.,<br><br>Defendants. | X<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>:<br>X | Index No.<br><br>**JURY TRIAL DEMANDED**<br><br>**COMPLAINT** |

Plaintiff, by his undersigned attorneys, for this complaint against defendants, alleges upon personal knowledge with respect to himself, and upon information and belief based upon, *inter alia*, the investigation of counsel as to all other allegations herein, as follows:

## NATURE OF THE ACTION

1. On October 21, 2020, Acamar Partners Acquisition Corp.'s ("Acamar" or the "Company") Board of Directors (the "Board" or "Individual Defendants") caused Acamar to enter into an agreement and plan of merger (the "Merger Agreement") with Acamar Partners Sub, Inc. ("Merger Sub") and CarLotz, Inc. ("CarLotz").

2. Pursuant to the terms of the Merger Agreement, among other things: (i) Merger Sub will merge with and into CarLotz, with CarLotz surviving as a wholly-owned subsidiary of Acamar; and (ii) each share of CarLotz common stock will be converted into the right to receive cash and newly-issued shares of Acamar Class A common stock (the "Proposed Transaction").

3. On October 29, 2020, defendants filed a Form S-4 Registration Statement (as amended, the "Registration Statement") with the United States Securities and Exchange Commission ("SEC") in connection with the Proposed Transaction.

4. As set forth below, the Registration Statement omits material information with respect to the Proposed Transaction.

5. Accordingly, plaintiff seeks enjoinment of the Proposed Transaction or, alternatively, rescission of the Proposed Transaction in the event defendants are able to consummate it.

## JURISDICTION AND VENUE

6. This Court has jurisdiction over the defendants named herein pursuant to New York Civil Practice Law and Rules ("CPLR") § 301 and/or 302. This Court has personal jurisdiction over defendants because, among other things, the Company's stock trades on the NASDAQ, which is headquartered in New York County. The exercise of jurisdiction by this Court is permissible under traditional notions of fair play and substantial justice.

7. Venue is proper in this Court pursuant to CPLR § 503. Among other things, the Company's common shares trade on the NASDAQ, which is headquartered in New York County.

## PARTIES

8. Plaintiff is, and has been continuously throughout all times relevant hereto, the owner of Acamar common stock.

9. Defendant Acamar is a Delaware corporation and a party to the Merger Agreement. Acamar's common stock is traded on the NASDAQ under the ticker symbol "ACAM."

10. Defendant Juan Carlos Torres is Chairman of the Board of the Company.

11. Defendant Luis Solorzano is Chief Executive Officer and a director of the Company.

12. Defendant Domenico de Sole is a director of the Company.

13. Defendant Jim Skinner is a director of the Company.

14. Defendant Teck Wong is a director of the Company.

15. The defendants identified in paragraphs 10 through 14 are collectively referred to herein as the "Individual Defendants."

16. Defendant Merger Sub is a Delaware corporation, a wholly-owned subsidiary of Acamar, and a party to the Merger Agreement.

17. Defendant CarLotz is a Delaware corporation and party to the Merger Agreement.

## SUBSTANTIVE ALLEGATIONS

***Background of the Proposed Transaction***

18. On October 21, 2020, Acamar's Board caused the Company to enter into the Merger Agreement with Merger Sub and CarLotz.

19. Pursuant to the terms of the Merger Agreement, among other things: (i) Merger Sub will merge with and into CarLotz, with CarLotz surviving as a wholly-owned subsidiary of Acamar; and (ii) each share of CarLotz common stock will be converted into the right to receive cash and newly-issued shares of Acamar Class A common stock.

20. According to the press release announcing the Proposed Transaction:

> Acamar Partners Acquisition Corp. (Nasdaq: ACAM) ("Acamar Partners"), a publicly-traded special purpose acquisition company, and CarLotz, Inc. ("CarLotz" or the "Company"), one of the largest privately-held used vehicle retail disruptors with the industry's only consignment-to-retail sales platform, announced today they executed a definitive business combination agreement that would make CarLotz a public company. At closing, anticipated in the fourth quarter of 2020, the combined company will be named CarLotz, Inc. and is expected to remain listed on Nasdaq and trade under the new ticker symbol LOTZ. . . .

Transaction Overview

The transaction implies a pro forma enterprise valuation for CarLotz of $827 million, or 0.88x 2022 estimated revenue of $945 million and 6.8x 2022 estimated gross profit of $121 million. Existing CarLotz shareholders will roll over the vast majority of their existing equity, retaining 59% of the combined company's pro forma equity.

The transaction will be fully funded by a combination of Acamar Partners' up to $311 million cash-in-trust and $125 million of PIPE proceeds, which have been fully committed by a pool of institutional and strategic investors, enabling the combined entity to retain up to $321 million of cash following the transaction (assuming no redemptions by Acamar Partners' existing shareholders) to support working capital and fund the Company's growth.

The Board of Directors of each of Acamar Partners and CarLotz have unanimously approved the transaction. The transaction will require the approval of the stockholders of both Acamar Partners and CarLotz, and is subject to other customary closing conditions, including the receipt of certain regulatory approvals. The transaction is expected to fully fund CarLotz' expansion and growth initiatives, including investments in core technology and capital expenditures for a nationwide hub expansion. The transaction is expected to close in the fourth quarter of 2020.
. . .

Advisors

CarLotz advisors include Deutsche Bank Securities serving as lead financial and capital markets advisor, Barclays serving as financial and capital markets co-advisor, William Blair serving as capital markets co-advisor and Freshfields Bruckhaus Deringer serving as legal counsel. Acamar Partners advisors include Goldman Sachs as sole financial advisor and placement agent for the PIPE and Simpson Thacher & Bartlett serving as legal counsel.

***The Registration Statement Omits Material Information***

21. Defendants filed the Registration Statement with the SEC in connection with the Proposed Transaction.

22. As set forth below, the Registration Statement omits material information with respect to the Proposed Transaction.

23. The Registration Statement fails to disclose CarLotz's financial projections.

24. The Registration Statement fails to disclose the Company's financial projections.

25. The Registration Statement fails to disclose the terms of the non-disclosure agreements executed by the Company during the process leading up to the execution of the Merger Agreement, including whether they contained standstill and/or "don't ask, don't waive" provisions.

26. The Registration Statement fails to disclose the terms and values of the indications of interest and letters of intent submitted during the process leading up to the execution of the Merger Agreement, including the "proposals [sent] to more than ten of the[] targets" and the letters of intent signed with four companies.

27. The Registration Statement fails to disclose the terms of Goldman Sachs & Co. LLC's engagement, including: (i) the amount of compensation the financial advisor has received or will receive in connection with its engagement; (ii) the amount of the financial advisor's compensation that is contingent upon the consummation of the Proposed Transaction; (iii) whether the financial advisor has performed past services for any parties to the Merger Agreement or their affiliates; (iv) the timing and nature of such services; and (v) the amount of compensation received by the financial advisor for providing such services.

28. The Registration Statement fails to disclose a fair summary of the financial analyses performed by the Company's financial advisors and/or management, including the "valuation materials prepared by Acamar Partners' financial advisors and certain financial analysis . . . summary materials prepared by Acamar Partners' management."

29. The Registration Statement fails to disclose the timing and nature of all communications regarding the future employment and directorship of the Company's officers and directors, including who participated in all such communications.

30. The above-referenced omitted information, if disclosed, would significantly alter the total mix of information available to the Company's stockholders.

**COUNT I**

**Breach of Fiduciary Duties Against the Individual Defendants**

31. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

32. The Individual Defendants have caused materially misleading and incomplete information to be disseminated to the Company's public stockholders. The Individual Defendants have an obligation to be complete and accurate in their disclosures.

33. The Registration Statement fails to disclose material information, including financial information and information necessary to prevent the statements contained therein from being misleading.

34. Due to defendants' failure to provide full and fair disclosure, plaintiff will be stripped of his ability to make an informed decision with respect to the Proposed Transaction, and thus is damaged thereby.

35. Plaintiff has no adequate remedy at law.

**COUNT II**

**Aiding and Abetting the Board's Breaches of Fiduciary Duties Against Acamar, Merger Sub, and CarLotz**

36. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

37. Defendants Acamar, Merger Sub, and CarLotz knowingly assisted the Individual Defendants' breaches of fiduciary duties, which, without such aid, would not have occurred.

38. As a result of this conduct, plaintiff has been and will be damaged in that plaintiff has been and will be prevented from making an informed decision with respect to the Proposed Transaction.

39. Plaintiff has no adequate remedy at law.

**PRAYER FOR RELIEF**

**WHEREFORE**, plaintiff demands injunctive relief, in his favor and against the defendants, as follows:

A. Preliminarily and permanently enjoining defendants and all persons acting in concert with them from proceeding with, consummating, or closing the Proposed Transaction;

B. In the event defendants consummate the Proposed Transaction, rescinding it and setting it aside or awarding rescissory damages;

C. Directing defendants to disseminate a Registration Statement that does not contain any untrue statements of material fact and that states all material facts required in it or necessary to make the statements contained therein not misleading;

D. Declaring that the Individual Defendants have violated their fiduciary duties to plaintiff;

E. Awarding plaintiff the costs and disbursements of this action, including reasonable attorneys' and experts' fees; and

F. Granting such other and further equitable relief as this Court may deem just and proper.

**JURY DEMAND**

Plaintiff demands trial by jury on all claims asserted herein.

Dated: January 8, 2021

**RIGRODSKY & LONG, P.A.**

By: */s/ Gina M. Serra*

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# EXHIBIT B

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

# FORM 8-K

**CURRENT REPORT**

**Pursuant to Section 13 or Section 15(d) of the**
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 12, 2021**

# ACAMAR PARTNERS ACQUISITION CORP.
(Exact name of registrant as specified in its charter)

| **Delaware** | **001-38818** | **83-2456129** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**1450 Brickell Avenue, Suite 2130**
**Miami, Florida 33131**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(786) 264-6680**

**Not Applicable**
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Trading Symbol(s) | Name of Each Exchange on Which Registered |
|---|---|---|
| Units, each consisting of one share of Class A common stock and one-third of one redeemable warrant | ACAMU | The Nasdaq Stock Market LLC |
| Class A common stock, par value $0.0001 per share | ACAM | The Nasdaq Stock Market LLC |
| Redeemable warrants, exercisable for Class A common stock at an exercise price of $11.50 per share | ACAMW | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 8.01 Other Events.**

On October 29, 2020, Acamar Partners Acquisition Corp., a Delaware corporation (the "Company" or "Acamar Partners"), filed a registration statement on Form S-4 (File No. 333-249723) (as amended on December 16, 2020 and December 23, 2020, the "Registration Statement") in connection with the Company's proposed business combination with CarLotz, Inc., a Delaware corporation ("CarLotz") pursuant to that certain Agreement and Plan of Merger, dated as of October 21, 2020 (as amended on December 16, 2020, the "merger agreement", and the transactions contemplated therein, the "merger"), by and among the Company, Acamar Partners Sub, Inc., a Delaware corporation and a wholly owned subsidiary of the Company ("Merger Sub"), and CarLotz. On December 30, 2020, the Registration Statement was declared effective by the Securities and Exchange Commission (the "SEC") and the Company filed a Definitive Proxy Statement/Prospectus relating to the Company's special meeting in lieu of the 2020 annual meeting of stockholders scheduled to be held on January 20, 2021 (the "Definitive Proxy Statement/Prospectus") to, among other things, obtain the approvals required for the merger and the other transactions and ancillary agreements contemplated by the merger agreement.

Since the Registration Statement was declared effective, two putative stockholder lawsuits have been filed against the Company, certain of its officers and directors, Merger Sub and CarLotz in the Court of Chancery in the State of Delaware and the Supreme Court of the State of New York, County of New York, respectively, captioned *Cody Laidlaw v. Acamar Partners Acquisition Corp. et al.*, C.A. No. 2021-0016-SG (Del. Ch.) and *Marc Waterman v. Acamar Partners Acquisition Corp. et al.*, Index No. 650148/2021 (N.Y. Sup. Ct., New York Cty.) (the "Legal Actions"). The Legal Actions allege that the members of the board of directors of the Company (the "Board") breached their fiduciary duties in connection with the merger by omitting material information with respect to the merger from the Definitive Proxy Statement/Prospectus, and that certain other defendants aided and abetted such breaches.

The defendants and the Board deny that they have violated any laws or breached any duties to the Company's stockholders and believe that the claims asserted in these lawsuits are without merit. The Company believes that the Definitive Proxy Statement/Prospectus contains all material information required to be disclosed and that no supplemental disclosure is required to the Definitive Proxy Statement/Prospectus under any applicable law, rule or regulation. Nevertheless, since the outcome of these lawsuits is uncertain, cannot be predicted with any certainty and may cause delays to the closing of the merger, and to eliminate the burden and expense of litigation, the Company has decided to make the following supplemental disclosures. Nothing in this Form 8-K shall be deemed an admission of the legal necessity or materiality under applicable laws of any of the disclosures set forth herein.

***SUPPLEMENT TO DEFINITIVE PROXY STATEMENT/PROSPECTUS***

*This supplemental information should be read in conjunction with the Definitive Proxy Statement/Prospectus which should be read in its entirety. Page references in the below disclosures are to pages in the Definitive Proxy Statement/Prospectus, and defined terms used but not defined herein have the meanings set forth in the Definitive Proxy Statement/Prospectus. To the extent the following information differs from or conflicts with the information contained in the Definitive Proxy Statement/Prospectus, the information set forth below shall be deemed to supersede the respective information in the Definitive Proxy Statement/Prospectus. The Company denies any alleged violations of law or any legal or equitable duty. Without admitting in any way that the disclosures below are material or otherwise required by law, the Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions.*

**The following underlined language supplements the second paragraph of text on page 87 of the Definitive Proxy Statement/Prospectus under the heading "The Merger—Background of the Merger:"**

Acamar Partners' team considered and evaluated over 300 opportunities across a wide variety of consumer and retail verticals (including, among others, travel retail, food and beverage, hospitality, luxury goods, consumer branded products, beauty, etc.), as well as some consumer related adjacent segments and B2B businesses. Acamar Partners entered into non-disclosure agreements and received and reviewed detailed information in relation to 50 potential acquisition targets, sent indicative proposals to more than ten of these targets and had several other discussions about a potential business combination with key stockholders and senior executives of eight of these companies. None of the non-disclosure agreements contained exclusivity provisions that limited Acamar Partners' consideration of other targets.

**The following language supplements the text on page 88 of the Definitive Proxy Statement/Prospectus under the heading "The Merger—Background of the Merger:"**

The following summarized financial analyses were prepared by Acamar Partners' management for purposes of providing information related to the valuation of CarLotz to the Acamar Partners Board and were not intended for public disclosure. The summary provided herein does not constitute an admission or representation by Acamar Partners, CarLotz, or any other person that this information is material. The summary is not provided to influence decisions regarding whether to vote for the merger or any other proposal. The summary should be evaluated, if at all, in conjunction with the historical financial statements and other information contained in the Definitive Proxy Statement/Prospectus. Such analyses, while presented with numerical specificity, reflect numerous assumptions with respect to company performance; industry performance; general business, economic, regulatory, market and financial conditions and other matters, many of which are difficult to predict, subject to significant economic and competitive uncertainties and beyond Acamar Partners' control. Multiple factors, including those described in the Definitive Proxy Statement/Prospectus could cause the analyses or the underlying assumptions to be inaccurate. As a result, there can be no assurance that the values reflected in the analyses will be realized or that actual results will not be significantly higher or lower than projected. Please reference the information provided under the heading "—Certain Financial Projections" below and under the heading "Risk Factors" beginning at page 31 of the Definitive Proxy Statement/Prospectus.

*Valuation Benchmarking**

In its valuation benchmarking analysis, Acamar Partners analyzed the relative valuation multiples of the following publicly traded companies: Carvana, Vroom and Shift, which are the public peers that Acamar Partners considered most relevant (but multiples for other e-commerce companies, high growth internet retailers and auto dealers were also considered). Acamar Partners calculated various financial multiples for each company as summarized below:

| Company | TEV / 2022E Revenue | TEV / 2022E Gross Profit | TEV / 2022E Revenue / 2020E – 2023E Revenue CAGR | TEV / 2022E Gross profit / 2020E – 2023 E Gross profit CAGR |
|---|---|---|---|---|
| **Carvana** | 4.06x | 25.7x | 10.42x | 55.2x |
| **Vroom** | 1.42x | 14.2x | 2.16x | 13.5x |
| **Shift[(a)]** | 0.77x | 6.2x | 0.84x | 5.0x |
| **Mean** | 2.08x | 15.4x | 4.48x | 24.6x |
| **CarLotz** | 0.88x | 6.8x | 0.60x | 4.1x |

*Note: These comparisons are for illustrative purposes and should not be relied upon as being necessarily indicative of future results. Market data as of September 22, 2020. CarLotz represents fully-distributed Total Enterprise Value ("TEV") of $827 million.

(a) Shift 2019A-2022E financial information per Shift's September 2020 Investor Presentation. Shift's 2023E financial information estimated for purposes of this presentation assuming 2022-2023E revenue growth rate of 70.0%, 2023E gross profit margin of 14.0% and 2023E EBITDA margin of 2.5% based on estimated extrapolations to achieve the Long-Term Targets provided in Shift's September 2020 Investor Presentation. Assumes implied shares of 73.1 million from pro forma capitalization disclosed by Shift in its September 2020 Investor Presentation and share price of $12.67 as of September 22, 2020.

Acamar Partners further analyzed CarLotz' expected growth and profitability in comparison to the above peer set:**

| Company | 2020E-2023E Revenue CAGR (%) | 2020E – 2023E Gross Profit CAGR (%) | 2020E – 2023E Avg. gross margin (%) | 2023E Gross profit margin (%) | 2023E EBITDA margin (%) | 2023E ROIC[(b)](%) |
|---|---|---|---|---|---|---|
| **Carvana** | 39.0% | 46.5% | 15.1% | 16.0% | 4.3% | 12.6% |
| **Vroom** | 65.5% | 104.8% | 8.9% | 10.8% | 0.8% | 8.9% |
| **Shift[(a)]** | 91.7% | 123.7% | 11.4% | 14.0% | 2.5% | 6.5% |
| **Mean** | 65.4% | 91.7% | 11.8% | 13.6% | 2.5% | 6.7% |
| **CarLotz** | 146.2% | 166.9% | 12.5% | 14.1% | 5.5% | 18.8% |

**Note: These comparisons are for illustrative purposes and should not be relied upon as being necessarily indicative of future results. Metrics that are considered non-GAAP financial measures such as EBITDA margin are presented on a non-GAAP basis without reconciliations of such forward-looking non-GAAP measures due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliation. Market data as of September 22, 2020.

(a) Shift 2019A-2022E financial information per from Shift's September 2020 Investor Presentation. Shift 2023E financial information estimated for purposes of this presentation assuming 2022-2023E revenue growth rate of 70.0%, 2023E gross profit margin of 14.0% and 2023E EBITDA margin of 2.5% based on estimated extrapolations to achieve the Long-Term Targets provided in Shift's September 2020 Investor Presentation.

(b) Equal to 2023E after-tax EBIT (assuming 25.0% tax rate) divided by aggregate of book value of equity plus book value of minority interest plus book value of debt as of June 30, 2020, plus cumulative capital expenditures from June 30, 2020 – December 31, 2023. CarLotz and Shift financials pro forma for current contemplated respective transactions.

Acamar Partners notes that certain of the information summarized above was included in the investor presentation attached as Exhibit 99.1 to Form 8-K filed with the SEC on October 21, 2020 when the merger agreement was announced, and in updated investor presentations filed subsequently, such as the one filed most recently on January 11, 2021. Such filings are available at the website maintained by the SEC at http://www.sec.gov.

***Discounted Cash Flow Analysis***

Acamar Partners performed a discounted cash flow analysis based on the Projections. Acamar Partners analyzed the discounted present value of the projected unlevered free cash flows for the calendar years ending December 31, 2021 through 2025. Acamar Partners management calculated the terminal value using a perpetual growth methodology. Acamar Partners used the calendar year ending December 31, 2025 as the final year for the analyses and applied perpetual growth rates, selected in Acamar Partners' professional judgment and experience, ranging from 5.0% to 9.0%, to the projected unlevered free cash flows to calculate a terminal value. The terminal values and projected unlevered free cash flows were discounted using rates ranging from 14.5% to 18.5%, which reflected the weighted average after-tax cost of capital derived by application of the Capital Asset Pricing Model. Acamar Partners reviewed the ranges of present enterprise value from $791.0 million to $2,306.6 million derived in the discounted cash flow analyses and compared them to the $827 million enterprise value implied by the merger consideration:

***Enterprise Value Sensitivity ($ million)***

| | Terminal Growth | | | | |
|---|---|---|---|---|---|
| **WACC** | **5.0%** | **6.0%** | **7.0%** | **8.0%** | **9.0%** |
| **14.5%** | 1,302.1 | 1,464.6 | 1,670.4 | 1,939.6 | 2,306.6 |
| **15.5%** | 1,136.6 | 1,264.7 | 1,423.0 | 1,623.6 | 1,885.8 |
| **16.5%** | 1,000.6 | 1,103.8 | 1,228.7 | 1,383.0 | 1,578.4 |
| **17.5%** | 887.1 | 971.5 | 1,072.1 | 1,193.8 | 1,344.2 |
| **18.5%** | 791.0 | 861.1 | 943.5 | 1,041.5 | 1,160.2 |

***Enterprise Value / Revenue 2022E Sensitivity***

| | Terminal Growth | | | | |
|---|---|---|---|---|---|
| **WACC** | **5.0%** | **6.0%** | **7.0%** | **8.0%** | **9.0%** |
| **14.5%** | 1.4x | 1.6x | 1.8x | 2.1x | 2.4x |
| **15.5%** | 1.2x | 1.3x | 1.5x | 1.7x | 2.0x |
| **16.5%** | 1.1x | 1.2x | 1.3x | 1.5x | 1.7x |
| **17.5%** | 0.9x | 1.0x | 1.1x | 1.3x | 1.4x |
| **18.5%** | 0.8x | 0.9x | 1.0x | 1.1x | 1.2x |

Multiple factors, including those described in the Definitive Proxy Statement/Prospectus, could cause the analyses or the underlying assumptions to be inaccurate. As a result, there can be no assurance that the values reflected in the analyses will be realized or that actual results will not be significantly higher or lower than projected. Please reference the information provided under the heading "—Certain Financial Projections" below and under the heading "Risk Factors" beginning at page 31 of Definitive Proxy Statement/Prospectus.

**The following underlined language supplements the fifth paragraph of text on page 89 of the Definitive Proxy Statement/Prospectus under the heading "The Merger—Background of the Merger:"**

Later that day, Acamar Partners received a copy of CarLotz' financial model, a letter of intent draft prepared by Deutsche Bank and access to a virtual data room. Acamar Partners also requested Goldman Sachs & Co. LLC. ("Goldman Sachs") to start their conflicts check process on CarLotz in order to engage them as its financial and capital markets advisors. During the two-year period ended October 22, 2020, Goldman Sachs has recognized no compensation for financial advisory and underwriting services provided by its investment banking division to Carlotz, TRP or their respective affiliates (including, if applicable, any portfolio companies). Acamar Partners retained Goldman Sachs as its financial and capital markets advisor. In this capacity, representatives of Goldman Sachs provided Acamar Partners with financial advice and assistance, including assisting Acamar Partners in negotiating the financial aspects of the transactions contemplated in connection with the merger. Although Goldman Sachs generally acted as financial advisor to Acamar Partners, Goldman Sachs was not requested to provide, and it did not provide, to Acamar Partners, the holders of any Acamar Partners securities, creditors or other constituencies of Acamar Partners or CarLotz, or any other person (i) any opinion as to the fairness, from a financial point of view or otherwise, of the transactions contemplated by the merger agreement or in connection with the merger, (ii) any valuation of Acamar Partners or CarLotz for the purpose of assessing the fairness of the merger consideration to any person or (iii) any advice as to the underlying decision by Acamar Partners whether to approve the transactions contemplated by the merger agreement or in connection with the merger, or as to any other matter. At various times during the course of Goldman Sachs' engagement as financial advisor to Acamar Partners, representatives of Goldman Sachs discussed with Acamar Partners management various considerations with respect to the merger, which discussions included certain analyses prepared by representatives of Goldman Sachs. Certain analyses and information contained therein were prepared by Goldman Sachs based on requests from Acamar Partners management, discussions between Acamar Partners management and the representatives of Goldman Sachs regarding what analyses and information would be helpful to Acamar Partners at various points during the course of the transaction, and Goldman Sachs' professional judgment and experience, but not with a view towards those financial analyses supporting a fairness opinion. Certain analyses and information contained therein were included in materials sent to the Acamar Partners Board on October 17, 2020, described below.

**The following underlined language supplements the fourth full paragraph of text on page 90 of the Definitive Proxy Statement/Prospectus under the heading "The Merger—Background of the Merger:"**

On September 11, 2020, based on the materials and information made available to Acamar Partners and its preliminary due diligence performed, and following a series of internal calls (including with Acamar Partners' board chairman, Mr. Torres) and meetings to discuss valuation and a proposed transaction structure. Acamar Partners presented to CarLotz a non-binding Letter of Intent (the "Acamar Partners LOI") proposing to combine with CarLotz for a fully-distributed enterprise value between $650 million and $700 million (depending on the mutual agreement of the parties), reflecting an enterprise value entry price for investors of $713 million to $763 million (equivalent to 0.75 to 0.81 times CarLotz' 2022 estimated revenue of $945 million). The Acamar Partners LOI also provided for (i) a PIPE Investment in the amount of $100 million to supplement Acamar Partners' cash in trust, (ii) an earn-out on 3.8 million of the Sponsor's promote shares and 7.5 million of the shares issuable to CarLotz' existing stockholders in the merger (with 50% of the earn-out shares to be released if the shares of New CarLotz common stock trade above $12.50 for 20 trading days in any 30 consecutive trading days period and the remaining 50% to be released if the shares of New CarLotz common stock trade above $15.00 for 20 trading days in any 30 consecutive trading days period) and (iii) an exclusivity in favor of Acamar Partners through October 5, 2020. The Acamar Partners LOI also proposed that the Sponsor would be entitled to nominate two directors (including one independent director) for New CarLotz so long as it holds 3% of the outstanding shares of the combined company, which was ultimately reflected in the New CarLotz Stockholders Agreement.

**The following underlined language supplements the first full paragraph of text on page 96 of the Definitive Proxy Statement/Prospectus under the heading "The Merger—Background of the Merger:"**

On October 17, 2020, Acamar Partners held a meeting of its board of directors. This meeting was attended by Messrs. de Sole, Skinner, Wong, Torres and Solorzano (Acamar Partners' directors) and Messrs. Duarte and Picaza. Prior to the meeting, the directors had been shared a document summarizing the key terms of the transaction, including the PIPE Investment and allocations, a summary of the key terms of the merger agreement, a summary of the due diligence done and key findings, a section identifying potential risk to the business and mitigants, a summary of CarLotz' financials and some analytics on the business and its performance, and a section containing a peer benchmarking and valuation views. This section included a valuation benchmarking analysis and discounted cash flow analysis prepared by Acamar Partners, which are described further below, and a comparison of selected companies, prepared by Goldman Sachs for Acamar Partners, which benchmarked certain financial metrics for CarLotz compared with other publicly traded companies, including Carvana, Vroom and Shift and selected other e-commerce companies, high growth internet retailers and auto dealers based on a variety of historical and forward-looking multiples such as sales, gross profit, earnings before interest, taxes, depreciation, and amortization ("EBITDA") and other financial measures based on current trading multiples. After discussing the opportunity and addressing various questions from the participants, the Acamar Partners board of directors unanimously resolved to (i) approve entering into the merger agreement and ancillary agreements, (ii) approve the transactions contained in the merger agreement, (iii) approve entering into the Sponsor Letter Agreement, (iv) approve entering into the Stockholder Letter Agreement, (v) approve the issuance of common stock related to the consideration under the merger agreement and (vi) authorize the officers of Acamar Partners to execute all necessary filings.

**The following supplemental section is provided in supplement to the above supplemental disclosures and should be read after the section headed "Recommendation of the Acamar Partners Board of Directors and Reasons for the Merger" on page 104 of the Definitive Proxy Statement/Prospectus:**

**Certain Financial Projections**

As a private company, CarLotz does not, as a matter of course, make public projections as to future performance, revenues, earnings or other results of operations, and generally does not create forecasts for extended periods due to, among other things, the speculative nature of modeling and forecasting future performance, the inherent difficulty of predicting financial performance for future periods and the likelihood that the underlying assumptions and estimates may not be realized, or that actual results will not be significantly higher or lower than projected, particularly since such information by its nature becomes less reliable and subject to greater uncertainty with each successive year. However, in connection with CarLotz' evaluation of potential strategic alternatives and specifically the merger, CarLotz management prepared certain five-year financial forecasts which were provided to Acamar Partners in connection with the process leading to the merger. The financial forecasts provided below are based on figures provided by CarLotz to Acamar Partners as part of the merger due diligence which Acamar Partners used for its discounted cash flow analysis (the "Projections"). Acamar Partners used its own estimates for cost of capital and timing of the discounted cash flows, and calculated the free cash flow figures shown in the Projections disclosed below as EBITDA less capital expenditures (recurring and non-recurring), changes in working capital and estimated cash taxes of 26%:

| $ Million | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 |
|---|---|---|---|---|---|---|
| **Revenue** | 110.2 | 356.3 | 944.6 | 1,644.6 | 2,422.8 | 3,266.5 |
| **EBITDA** | (2.6) | (44.9) | 10.1 | 90.4 | 191.9 | 318.0 |
| **FCF** | | (119.6) | (62.6) | 32.4 | 105.4 | 197.0 |

Note: These projections are for illustrative purposes and should not be relied upon as being necessarily indicative of future results. Non-GAAP financial measures such as EBITDA and FCF are presented on a non-GAAP basis without reconciliations of such forward-looking non-GAAP measures due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliation.

The inclusion of the Projections does not constitute an admission or representation by CarLotz, Acamar Partners, or any other person that this information is material. CarLotz made no representation, in the merger agreement or otherwise, concerning the financial information it provided to Acamar Partners or any analyses Acamar Partners or others conducted with respect to such financial information. The summary of the Projections is not provided to influence Acamar Partners' stockholders' decisions regarding whether to vote for the merger or any other proposal. The Projections should be evaluated, if at all, in conjunction with the historical financial statements and other information contained in the Definitive Proxy Statement/Prospectus.

The Projections and the underlying assumptions upon which they were based are subjective in many respects, and subject to multiple interpretations attributable to the dynamics of CarLotz' industry and based on actual experience and business developments. The Projections, while presented with numerical specificity, reflect numerous assumptions with respect to CarLotz' performance; industry performance; general business, economic, regulatory, market and financial conditions and other matters, many of which are difficult to predict, subject to significant economic and competitive uncertainties and beyond CarLotz' control. Multiple factors, including those described in the Definitive Proxy Statement/Prospectus, could cause the Projections or the underlying assumptions to be inaccurate. As a result, there can be no assurance that the Projections will be realized or that actual results will not be significantly higher or lower than projected. Because the Projections cover multiple years, such information by its nature becomes less reliable and subject to greater uncertainty with each successive year. Modeling and forecasting future performance is a highly speculative endeavor. Since the Projections cover a long period of time, the Projections by their nature are unlikely to anticipate each circumstance that will have an effect on CarLotz. Accordingly, there can be no assurance that the Projections will be realized, and actual results may vary materially from those shown. Acamar Partners and CarLotz further caution investors not to rely on the Projections, and particularly on the 2024 and 2025 projections, which were not previously included in the investor presentations that the Company has filed with the SEC, described further below. There can be no assurance of the achievement of these results, and the Projections should not be relied on as such.

The Projections do not take into account any circumstances or events occurring after the date on which they were prepared, including the merger or the financial results ultimately obtained in fiscal year 2020. Economic business environments and government regulations can and do change quickly, which adds an additional significant level of uncertainty as to whether the results portrayed in the Projections will be achieved. As a result, the inclusion of the Projections in the Definitive Proxy Statement/Prospectus should not be regarded as an indication that the CarLotz board of directors, CarLotz or its management, Acamar Partners, Merger Sub or any other recipient of this information considered, or now considers, it to be an assurance of the achievement of future results or an accurate prediction of future results, and the Projections should not be relied on as such.

The Projections were not prepared with a view toward public disclosure or toward compliance with the published guidelines of the SEC regarding projections or U.S. GAAP, or the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information. The Projections were prepared on a reasonable basis and in good faith based on the information available at the time of preparation. However, this information is not fact and should not be relied upon as necessarily indicative of actual future results, and readers are cautioned not to place undue reliance, if any, on the Projections.

The Projections assume the completion of the merger and assume that new funds from the merger and the PIPE Investment will be available to implement CarLotz' business plan and to support CarLotz' growth plan. The Projections also consider the expenses that may be incurred in connection with completing the merger and expenses relating to being a publicly listed company following the merger. The Projections do not take into account the effect on CarLotz of any possible failure of the merger to occur. The Projections do not attempt to predict or suggest future results following the merger. Multiple factors, including those described in the Definitive Proxy Statement/Prospectus, could cause the Projections or the underlying assumptions to be inaccurate. As a result, there can be no assurance that the values reflected in the Projections will be realized or that actual results will not be significantly higher or lower than projected. Please reference the information provided under the heading "—Certain Financial Projections" below and under the heading "Risk Factors" beginning at page 31 of Definitive Proxy Statement/Prospectus.

For the foregoing reasons, and considering that the Acamar Partners Special Meeting will be held several months after the Projections were prepared, as well as the uncertainties inherent in any forecasting information, readers are cautioned not to rely on the Projections set forth below. No one has made or makes any representation to any investor or stockholder regarding the information included in the Projections. Acamar Partners urges its stockholders to review its most recent SEC filings for a description of its and CarLotz' reported financial results.

In addition, the Projections have not been updated or revised to reflect information or results after the date they were prepared or as of the date of this communication and except as required by applicable securities laws, CarLotz and Acamar Partners do not intend to update or otherwise revise the Projections or the specific portions presented to reflect circumstances existing after the date when made or to reflect the occurrence of future events, even in the event that any or all of the underlying assumptions are shown to be no longer appropriate. Except as required by applicable securities laws, CarLotz and Acamar Partners do not intend to make publicly available any update or other revision to the Projections even in the event that any or all assumptions are shown to be no longer appropriate.

Acamar Partners notes that an updated version of certain financial projections prepared by CarLotz were included in the investor presentation attached as Exhibit 99.1 to Acamar Partners' Form 8-K filed with the SEC on October 21, 2020 when the merger agreement was announced, and in updated investor presentations filed subsequently, most recently on January 11, 2021. Such Form 8-K is available at the website maintained by the SEC at http://www.sec.gov.

**The following language supplements the information provided under the heading "Legal Proceedings" on page 200 of the Definitive Proxy Statement/Prospectus**

As of the date of this prospectus supplement, the Company is aware of two putative stockholder lawsuits that have been filed against the Company, certain of its officers and directors, Merger Sub and CarLotz in the Court of Chancery in the State of Delaware and the Supreme Court of the State of New York, County of New York, respectively, captioned *Cody Laidlaw v. Acamar Partners Acquisition Corp. et al.*, C.A. No. 2021-0016-SG (Del. Ch.) (the "*Laidlaw* Action"), and *Marc Waterman v. Acamar Partners Acquisition Corp. et al.*, No. 650148/2021 (N.Y. Sup. Ct., New York Cty.) (the "*Waterman* Action", and collectively, the "Legal Actions"). The Legal Actions allege that the Acamar Partners Board breached their fiduciary duties in connection with the merger by omitting material information with respect to the merger from the Definitive Proxy Statement/Prospectus, and that certain other defendants aided and abetted such breaches. The plaintiffs in these cases seek various forms of relief, including unspecified monetary damages, legal fees, and injunctive relief enjoining consummation of the merger.

On January 7, 2021, Plaintiff Laidlaw filed motions for preliminary injunction and expedited proceedings in the Delaware Court of Chancery. On January 8, 2021, Plaintiff Waterman informed the Company that he would also file a motion for preliminary injunction in the New York State Supreme Court, New York County.

The defendants and the Acamar Partners Board believe that the claims asserted in these lawsuits are without merit. Acamar Partners believes that the Definitive Proxy Statement/Prospectus contains all material information required to be disclosed. Nevertheless, since the outcome of these lawsuits is uncertain, cannot be predicted with any certainty and may cause delays to the closing of the merger, the Company has decided to make this supplemental disclosure.

**Important Additional Information and Where to Find It**

This communication is being made in respect of the proposed merger transaction involving Acamar Partners and CarLotz. Acamar Partners has filed a registration statement on Form S-4 with the Securities and Exchange Commission (the "SEC"), which includes a proxy statement of Acamar Partners, a prospectus of Acamar Partners and a consent solicitation statement of CarLotz. A Definitive Proxy Statement/Prospectus has been sent to the stockholders of Acamar Partners and CarLotz, as of the respective record dates with respect to the required stockholder approvals. Before making any voting or investment decision, investors and security holders of Acamar Partners and CarLotz are urged to carefully read the entire registration statement and Definitive Proxy Statement/Prospectus, and any other relevant documents filed with the SEC, as well as any amendments or supplements to these documents, because these documents contain important information about the proposed transaction. The documents filed by Acamar Partners with the SEC may be obtained free of charge at the SEC's website at www.sec.gov. In addition, the documents filed by Acamar Partners may be obtained free of charge from Acamar Partners at www.acamarpartners.com. Alternatively, these documents, when available, can be obtained free of charge from Acamar Partners upon written request to Acamar Partners Acquisition Corp., 1450 Brickell Avenue, Suite 2130, Miami, Florida 33131, or by calling 786-264-6680.

**Participants in the Solicitation**

Acamar Partners, CarLotz and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Acamar Partners in connection with the proposed merger. Information regarding Acamar Partners' directors and executive officers is contained in Acamar Partners' Annual Report on Form 10-K for the year ended December 31, 2019 filed with the SEC on March 27, 2020, and subsequent Form 8-K filed with the SEC on July 14, 2020, both of which are available at the SEC website at www.sec.gov.

Additional information regarding the interests of these participants and other persons who may be deemed to be participants in the solicitation may be obtained by reading the registration statement and the Definitive Proxy Statement/Prospectus and other relevant documents filed with the SEC. Free copies of these documents may be obtained as described in the preceding paragraph.

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of any securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such other jurisdiction.

**Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Generally, forward-looking statements include statements that are not historical facts, such as statements concerning possible or assumed future actions, business strategies, events or results of operations, including statements regarding Acamar Partners' and CarLotz' expectations, projections or predictions of future financial or business performance or conditions. Forward-looking statements may be preceded by, followed by or include the words "believes," "estimates," "expects," "projects," "forecasts," "may," "will," "should," "seeks," "plans," "scheduled," "anticipates" or "intends" or similar expressions and the negatives of those terms.

Forward-looking statements involve substantial risks, known and unknown uncertainties, assumptions and other factors that may cause actual events, results, achievements or performance to differ materially from future results expressed or implied by such forward-looking statements. Certain of these risks are identified and discussed in Acamar Partners' Form 10-K for the year ended December 31, 2019 under "Risk Factors" in Part I, Item 1A and in Acamar Partners' Form 10-Q for the quarterly period ended March 31, 2020, Form 10-Q for the quarterly period ended June 30, 2020 and Form 10-Q for the quarterly period ended September 30, 2020 under "Risk Factors" in Part II, Item 1A. These risk factors will be important to consider in determining future results and should be reviewed in their entirety.

In addition to risks previously disclosed in Acamar Partners' reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to meet the closing conditions to the merger, including approval by stockholders of Acamar Partners on the expected terms and schedule; delay in closing the merger; failure to realize the benefits expected from the proposed transaction; the effects of pending and future legislation; risks related to management's focus on the proposed transaction rather than on the ongoing business operations of CarLotz; business disruption following the transaction; risks related to Acamar Partners' or CarLotz' indebtedness; other consequences associated with mergers, acquisitions and legislative and regulatory actions and reforms; risks of the automotive and used vehicle industries; the potential impact of COVID-19 on the used vehicle industry and on the CarLotz business; litigation, complaints, product liability claims or adverse publicity; the impact of changes in consumer spending patterns, consumer preferences, local, regional and national economic conditions, crime, weather, demographic trends and employee availability; new entrants in the consignment-to-retail used vehicle business; technological disruptions, privacy or data breaches, the loss of data or cyberattacks; and the ability to compete successfully with new and existing market participants.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and elsewhere, including the risk factors included in the Definitive Proxy Statement/Prospectus and Acamar Partners' most recent reports on Form 10-K, Form 10-Q, and Form 8-K and other documents on file with the SEC. Investors should not place undue reliance on these forward-looking statements.

Any financial projections in this communication are forward-looking statements that are based on assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond Acamar Partners' and CarLotz' control. While all projections are necessarily speculative, Acamar Partners and CarLotz believe that the preparation of prospective financial information involves increasingly higher levels of uncertainty the further out the projection extends from the date of preparation. The assumptions and estimates underlying the projected results are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the projections. The inclusion of projections in this communication should not be regarded as an indication that Acamar Partners and CarLotz, or their representatives, considered or consider the projections to be a reliable prediction of future events.

Forward-looking statements speak only as of the date they are made, and Acamar Partners and CarLotz are under no obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. Readers should carefully review the statements set forth in the reports that Acamar Partners has filed or will file from time to time with the SEC. Forward-looking statements are expressed in good faith, and Acamar Partners and CarLotz believe there is a reasonable basis for them. However, there can be no assurance that the events, results or trends identified in these forward-looking statements will occur or be achieved.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

This communication is not intended to be all-inclusive or to contain all the information that a person may desire in considering an investment in Acamar Partners and is not intended to form the basis of an investment decision in Acamar Partners. All subsequent written and oral forward-looking statements concerning Acamar Partners and CarLotz, the proposed transaction or other matters and attributable to Acamar Partners and CarLotz or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

**Disclaimer**

This communication shall neither constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ACAMAR PARTNERS ACQUISITION CORP.**

Dated: January 12, 2021

By: /s/ Luis Ignacio Solorzano Aizpuru
Name: Luis Ignacio Solorzano Aizpuru
Title: Chief Executive Officer

# EXHIBIT C

EFiled: May 12 2021 01:39PM EDT
Transaction ID 66594513
Case No. 2021-0016-SG

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

| | |
|---|---|
| CODY LAIDLAW, On Behalf of Himself and All Others Similarly Situated,<br><br>Plaintiff,<br><br>v.<br><br>ACAMAR PARTNERS ACQUISITION CORP., ACAMAR PARTNERS SPONSOR I LLC, LUIS IGNACIO SOLORZANO AIZPURU, JUAN CARLOS TORRES CARRETERO, DOMENICO DE SOLE, JAMES E. SKINNER, TECK H. WONG, CARLOTZ, INC. and ACAMAR PARTNERS SUB, INC.,<br><br>Defendants. | C.A. No. 2021-0016-SG |

**STIPULATION AND [PROPOSED] ORDER CLOSING THE CASE**

WHEREAS, on February 5, 2021, the Court entered an order in the above action (the "Action") which, among other things, voluntarily dismissed the Action as moot, and retained jurisdiction solely for the purpose of adjudicating Plaintiff's counsel's then-anticipated application for an award of attorneys' fees and reimbursement of expenses (the "Fee and Expense Application");

WHEREAS, the parties have reached an agreement to resolve the Fee and Expense Application with a payment to Plaintiff's counsel on behalf of Acamar Partners Acquisition Corp. (now known as CarLotz, Inc. and hereinafter "CarLotz");

WHEREAS, as a result of the merger that was the subject of this Action, CarLotz Group Inc. (formerly known as CarLotz, Inc.) became a wholly-owned subsidiary of CarLotz, which trades on the Nasdaq under the symbols "LOTZ" and "LOTZW";

WHEREAS, the parties have conferred and agreed upon the procedure for notice set forth below and in the form attached as Exhibit 1 (the "Notice"); and

WHEREAS, within ten (10) calendar days of the entry of this Order, CarLotz shall cause the Notice substantially in the form annexed hereto as Exhibit 1 to be filed in a Form 8-K with the United States Securities and Exchange Commission ("SEC").

**IT IS HEREBY STIPULATED AND AGREED**, pursuant to Court of Chancery Rules 23(e) and 41(a), subject to the approval of the Court, that:

1. Within ten (10) days of the entry of this Order, CarLotz shall cause the Notice substantially in the form annexed hereto as Exhibit 1 to be filed in a Form 8-K with the SEC.

2. Upon compliance with Paragraph 1 herein, counsel for Defendants shall file an affidavit (the "Affidavit") with the Court (no later than five (5) business days after the Notice has been disseminated by CarLotz) stating that Paragraph 1 has been complied with;

3. Upon the filing of the Affidavit:

a. The Register in Chancery is directed to close the Action on the docket for all purposes; and

b. The Court will no longer retain jurisdiction over the Action.

4. CarLotz or its designee shall pay Plaintiff's counsel fees in the amount of $175,000 within ten (10) days of the date of the entry of this Order to an account designated by Plaintiff's counsel. The foregoing payment shall fully satisfy and resolve Plaintiff's Fee and Expense Application, and Plaintiff's counsel shall not seek any additional fees, expenses, or costs related to this Action.

OF COUNSEL:

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*Counsel for Defendants CarLotz, Inc. (now known as CarLotz Group, Inc., and successor to Acamar Partners Sub, Inc. by merger); Acamar Partners Acquisition Corp. (now known as CarLotz, Inc.); and Acamar Partners Sub, Inc.*

Dated: May 12, 2021

IT IS SO ORDERED this _____ day of _____, 2021.

Vice Chancellor Sam Glasscock III

# EXHIBIT 1

**Notice of Dismissal of**
**Acamar Partners Acquisition Corp. (n/k/a CarLotz, Inc.)**
**Litigation and Agreement Upon Attorneys' Fees**

NEW YORK, NY – May __, 2021 – Notice is hereby provided to all persons who held shares of Acamar Partners Acquisition Corp. (n/k/a as CarLotz, Inc., and hereinafter the "Company") common stock at any time during the period from and including October 21, 2020 through January 21, 2021.

The purpose of this Notice is to inform you of developments with respect to the putative class action lawsuit captioned *Laidlaw v. Acamar Partners Acquisition Corp., et al.*, C.A. No. 2021-0016-SG (the "Action"), including the dismissal of the Action and an agreement to pay attorneys' fees and expenses to counsel for Plaintiff in the Action.

On October 21, 2020, the Company entered into a Business Combination Agreement with CarLotz, Inc. (now known as CarLotz Group, Inc. ) (the "Merger"). On December 30, 2020, the Company filed with the Securities and Exchange Commission ("SEC") a form 424(b)(3) registration statement containing a prospectus (the "Prospectus") in connection with the stockholder vote on January 20, 2021 relating to the Merger.

On January 7, 2021, Plaintiff Cody Laidlaw, a stockholder of the Company, filed the Action and named as Defendants are the members of the

Company's Board of Directors (the "Board"). The complaint alleged, among other things, that the Board violated its fiduciary duties under Delaware law by failing to provide all material information in the Prospectus required for stockholders to cast an informed vote regarding the Merger. As relief, the complaint sought, among other things, an injunction against the Merger, damages and an award of attorneys' and experts' fees.

Also on January 7, 2021, Plaintiff filed a motion for expedited proceedings and a motion for a preliminary injunction.

The Company and the other defendants have denied that they committed any violation of law or engaged in any of the wrongful acts that were or could have been alleged in the Action, and expressly maintain that they diligently and scrupulously complied with their fiduciary and other legal duties.

After the complaint was filed, the Company and its Board determined to provide additional disclosures to the Prospectus, including projection line items, to address the allegations in the Action in a Form 8-K, filed with the SEC on January 12, 2021 (the "Supplemental Disclosures"). On February 5, 2021, the Court approved a stipulation under which the Plaintiff voluntarily dismissed the Action. The Court retained jurisdiction solely for the purpose of adjudicating the anticipated application of Plaintiff's counsel for an award of attorneys' fees and reimbursement of expenses in connection with the

Action (the "Fee and Expense Application"). Following negotiations, the Company, while denying any and all liability, and maintaining that the Prospectus already contained all material information required for stockholders to cast an informed vote regarding the Merger prior to the Supplemental Disclosures, agreed to pay $175,000 to Plaintiff's counsel for attorneys' fees and expenses in full satisfaction of the anticipated Fee and Expense Application. The Court has not been asked to review, and will pass no judgment on, the payment of attorneys' fees and expenses or their reasonableness.

Attorneys for Plaintiff and Defendants may be contacted as follows:

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*Counsel for Defendants Acamar Partners Sponsor I LLC; Luis Ignacio Solorzano Aizpuru; Juan Carlos Torres Carretero; Domenico De Sole; James E. Skinner; and Teck H. Wong*

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*Counsel for Defendants CarLotz, Inc. (now known as CarLotz Group, Inc., and successor to Acamar Partners Sub, Inc. by merger); Acamar Partners Acquisition Corp. (now known as CarLotz, Inc.); and Acamar Partners Sub, Inc.*

# EXHIBIT D

**IN THE COURT OF CHANCERY IN THE STATE OF DELAWARE**

| | |
|---|---|
| CODY LAIDLAW, On Behalf of Himself and All Others Similarly Situated,<br><br>Plaintiff,<br><br>v.<br><br>ACAMAR PARTNERS ACQUISITION CORP., ACAMAR PARTNERS SPONSOR I LLC, LUIS IGNACIO SOLORZANO AIZPURU, JUAN CARLOS TORRES CARRETERO, DOMENICO DE SOLE, JAMES E. SKINNER, TECK H. WONG, CARLOTZ, INC. and ACAMAR PARTNERS SUB, INC.,<br><br>Defendants. | C.A. No. 2021- |

# VERIFIED CLASS ACTION COMPLAINT

Plaintiff Cody Laidlaw ("Plaintiff"), through undersigned counsel, brings this stockholder class action on behalf of himself and the holders of the common stock of Acamar Partners Acquisition Corp. ("Acamar Partners" or the "Company") and against (i) the Chief Executive Officer and members of the Board of Directors of Acamar Partners for breaching their fiduciary duties arising out of their efforts to effectuate the proposed merger of the Company with CarLotz, Inc. ("CarLotz") (the "Proposed Transaction" or "Merger"), and (ii) Acamar Partners, Acamar Partners Sponsor I LLC ("Sponsor"), Carlotz, and Acamar Partners Sub, Inc. ("Merger Sub")

as necessary parties for the relief requested herein.

The allegations of this Complaint are based on Plaintiff's knowledge as to himself, and on information and belief based upon, among other things, the investigation of counsel and publicly available information, as to all other matters.

## NATURE OF THE ACTION

1. Acamar Partners is a blank check company (referred to as a special purpose acquisition company, or "SPAC") being used to acquire CarLotz, a used car company. In facilitating the Merger, the Board authorized the filing of a Form 424(b)(3) Prospectus (the "Prospectus") with the Securities and Exchange Commission ("SEC") that omitted information underlying the Board's determination that the Merger was "fair" to stockholders. The Board failed to obtain an independent determination that the Merger was fair from its financial advisor, Goldman Sachs & Co. LLC ("Goldman Sachs"). Instead, the Board utilized then omitted the projections and financial analyses considered in lieu of a fairness opinion. Should the Board not remedy the deficient Prospectus prior to the vote on the Merger, Plaintiff and the other common stockholders of the Company will face irreparable injury. Accordingly, Plaintiff seeks to enjoin the Proposed Transaction until the information outlined below is disclosed.

2. On October 21, 2020, Acamar Partners entered into an agreement and plan of merger (the "Merger Agreement"), pursuant to which Merger Sub, a wholly-

owned subsidiary of Acamar Partners, will merge with and into CarLotz, with CarLotz continuing as the surviving corporation.

3. The Proposed Transaction implies a pro forma enterprise valuation for CarLotz of $827 million, or 0.88x 2022 estimated revenue of $945 million and 6.8x 2022 estimated gross profit of $121 million. Existing CarLotz shareholders will roll over the vast majority of their existing equity, and as a result current Acamar Partners' stockholder will retain only approximately 41% of the combined company's pro forma equity (the "Merger Consideration").

4. On December 30, 2020, in order to convince Acamar Partners' public common stockholders to vote in favor of the Merger, the Board authorized the filing of the Prospectus and Defendant Soloranzo signed it in his capacity as the Company's Chief Executive Officer. The Prospectus contains material omissions concerning: (i) the financial projections relied on by the Board, and (ii) the financial analyses utilized by the Board to assess the fairness of the Proposed Transaction.

5. The stockholder vote is scheduled for ***January 20, 2021***, at 10:00 a.m., Eastern Time (the "Stockholder Vote"). It is imperative that the material information that has been omitted from the Prospectus is disclosed to the Company's stockholders prior to the Stockholder Vote so they can properly determine whether to vote for or against the Proposed Transaction, and/or redeem their shares.

6. For these reasons, and as set forth in detail herein, Plaintiff asserts claims against Defendants for breaches of their fiduciary duties. Plaintiff seeks to enjoin Defendants from taking any steps to consummate the Proposed Transaction unless and until the material information discussed below is disclosed to Acamar Partners' common stockholders sufficiently in advance of the Stockholder Vote or, in the event the Proposed Transaction is consummated, to recover damages resulting from the Defendants' misconduct.

## PARTIES

8. Plaintiff Cody Laidlaw is, and has been at all relevant times, the owner of Acamar Partners common stock.

9. Defendant Luis Ignacio Solorzano Aizpuru ("Solorzano") is, and has been at all relevant times, the Chief Executive Officer of Acamar Partners. Defendants Solorzano is a managing member of the Sponsor, and as stated by the Prospectus, has beneficial ownership of the securities held directly by the Sponsor. Should the Merger be consummated, Defendant Solorzano will join the Board of the post-merger company.

10. Defendant Juan Carlos Torres Carretero ("Torres") is, and has been at all relevant times, the Chairman of the Board of Acamar Partners. Defendants Torres is a managing member of the Sponsor, and as stated by the Prospectus, has beneficial ownership of the securities held directly by the Sponsor.

11. Defendant Domenico De Sole ("Sole") is, and has been at all relevant times, a director of Acamar Partners. While Defendant Sole does not have voting or dispositive control over the Sponsor, he still has an indirect pecuniary interest in the securities held by the Sponsor through his membership interest.

12. Defendant James E. Skinner ("Skinner") is, and has been at all relevant times, a director of Acamar Partners. While Defendant Skinner does not have voting or dispositive control over the Sponsor, he still has an indirect pecuniary interest in the securities held by the Sponsor through his membership interest. Should the Merger be consummated, Defendant Skinner will join the Board of the post-merger company.

13. Defendant Teck H. Wong ("Wong") is, and has been at all relevant times, a director of Acamar Partners. While Defendant Wong does not have voting or dispositive control over the Sponsor, he still has an indirect pecuniary interest in the securities held by the Sponsor through his membership interest.

14. The defendants identified in paragraphs 9 through 13 are collectively referred to herein as the "Board" or the "Defendants".

## NECESSARY PARTIES

15. Acamar Partners Acquisition Corp. ("Acamar Partners") is a Delaware corporation with its principal executive offices located at 1450 Brickell Avenue, Suite 2130, Miami, Florida 33131. The Company's common stock trades on the

Nasdaq under the ticker symbol "ACAM." Acamar Partners is a blank check company incorporated in November 2018 for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Acamar Partners is named as a Defendant herein as it is a necessary party for the relief requested.

16. Acamar Partners Sponsor I LLC ("Sponsor") is a Delaware limited liability company, with its business address located at1450 Brickell Avenue, Suite 2130, Miami, Florida 33131. Sponsor holds a 20% ownership interest of Acamar Partners, with 7,639,330 shares of the Class B common stock. Sponsor is named as a Defendant as it is a necessary party for the relief requested.

17. CarLotz, Inc. ("CarLotz") is a used car company and was incorporated under the laws of the State of Delaware on March 14, 2011. CarLotz's principal executive offices are located at 611 Bainbridge Street, Suite 100, Richmond, Virginia 23224. CarLotz is named as a Defendant as it is a necessary party for the relief requested.

18. Acamar Partners Sub, Inc. ("Merger Sub") is a Delaware corporation, and direct wholly-owned subsidiary of Acamar Partners, incorporated by Acamar Partners on October 16, 2020 to facilitate the Merger. Merger Sub's principal executive office are located at 1450 Brickell Avenue, Suite 2130, Miami, Florida 33131. Merger Sub is named as a Defendant as it is a necessary party for the relief

requested.

## RELEVANT NON-PARTIES

19. Raffaele R. Vitale is Acamar Partners' President.

20. Juan Duarte is the Chief Operating Officer of Acamar Partners.

21. Joseba Picaza is the Chief Financial Officer of Acamar Partners.

22. The individuals identified in paragraphs 19 through 21 as well as Defendants Torres and Solorzano are collectively referred to herein as the "Executive Team." The Executive Team are managing members of the Sponsor, and as stated by the Prospectus, have beneficial ownership of the securities held directly by the Sponsor.

## THE DEFENDANTS' FIDUCIARY DUTIES

23. By reason of the Defendants' positions with the Company as officers and/or directors, they are in a fiduciary relationship with Plaintiff and the other public stockholders of Acamar Partners and owe them a duty of care, loyalty, good faith, candor, and independence.

24. By virtue of their positions as directors and/or officers of Acamar Partners, the Defendants, at all relevant times, had the power to control and influence Acamar Partners, did control and influence Acamar Partners, and caused Acamar Partners to engage in the practices complained of herein.

25. In accordance with their duties of loyalty and good faith, the

Defendants are obligated to refrain from: (a) failing to disclose all material information regarding the Proposed Transaction; (b) participating in any transaction where the Defendants' loyalties are divided; (c) participating in any transaction where the Defendants receive, or are entitled to receive, a personal financial benefit not equally shared by the public stockholders of the corporation; and/or (d) unjustly enriching themselves at the expense or to the detriment of the public stockholders.

26. Defendants directly owe Plaintiff and all Company stockholders a fiduciary duty of candor/disclosure, which requires them to disclose fully and fairly all material information within their control when seeking shareholder action, and to ensure that the Prospectus does not omit any material information or contain any materially misleading statements.

27. Plaintiff alleges herein that the Defendants, separately and together, in connection with the Proposed Transaction, are knowingly or recklessly violating their fiduciary duties, including their duties of care, loyalty, good faith, candor, and independence owed to the Company.

## CLASS REPRESENTATION ALLEGATIONS

28. Plaintiff brings this action on behalf of himself and as a class action pursuant to Rule 23 of the Rules of the Court of Chancery on behalf of all other holders of Acamar Partners common stock who are being and will be harmed by Defendants' actions described below (the "Class"). Excluded from the Class are

Defendants herein and any person, firm, trust, corporation, or other entity related to or affiliated with any of the Defendants.

29. This action is properly maintainable as a class action because:

a. The Class is so numerous that joinder of all members is impracticable. Acamar Partners has approximately 38,196,652 shares of common stock outstanding. The actual number of public stockholders of Acamar Partners will be ascertained through discovery.

b. There are questions of law and fact that are common to the Class, including:

i. whether the Defendants have breached their fiduciary duties with respect to Plaintiff and the other members of the Class in connection with the Proposed Transaction;

ii. whether the Defendants have breached their fiduciary duty to obtain the best price available for the benefit of Plaintiff and the other members of the Class in connection with the Proposed Transaction;

iii. whether the Defendants have breached their fiduciary duty to disclose fully and fairly all material information within the Board's control in connection with the Proposed Transaction;

iv. whether Plaintiff and other members of the Class would suffer irreparable injury were the Proposed Transaction consummated; and

v. whether Plaintiff and other members of the Class are entitled to damages as a result of the Defendants' wrongful conduct.

25. Plaintiff is an adequate representative of the Class, has retained competent counsel experienced in litigation of this nature, and will fairly and adequately protect the interests of the Class.

26. Plaintiff's claims are typical of the claims of the other members of the Class and Plaintiff does not have any interests adverse to the Class.

27. The prosecution of separate actions by individual members of the Class would create a risk of inconsistent or varying adjudications with respect to individual members of the Class, which would establish incompatible standards of conduct for the party opposing the Class.

28. Defendants have acted on grounds generally applicable to the Class with respect to the matters complained of herein, thereby making appropriate the relief sought herein with respect to the Class as a whole.

## SUBSTANTIVE ALLEGATIONS

### A. Background of the Proposed Transaction

30. SPACs were invented in the 90's (associated then with penny-stock frauds), then boomed again in the early 2000's (then flagged for disclosure abuses). In 2009, after a fall-off during the financial crisis, there was one single $36 mm SPAC IPO. However, market uncertainty and the Pandemic have forced companies to rethink their funding and SPACs have gone from a liquidity path of last resort (with a tumultuous history with regulators) to the darling of 2020. In 2020, the amount raised by SPACs has grown over 500% (from $13.6B in 2019 to $83.4B in 2020). The Proposed Transaction may ride high on the wave of this hype, but thus far stockholders have not been provided with adequate information for them to decide whether it is fair and so are unable to cast an informed vote and/or redeem their shares.

31. On February 26, 2019, Acamar Partners completed its initial public offering ("IPO"). After the IPO, Acamar Partners' management team commenced an active search for prospective businesses or assets to acquire in its initial business combination. Acamar Partners initially focused its efforts on identifying consumer and retail businesses in North America and Western Europe, including travel, retail, food and beverage, hospitality, luxury goods, fashion, consumer branded products, lifestyle and leisure products and services (including fitness), and beauty.

32. During the middle of this process, the COVID-19 Pandemic ("Pandemic") swept across the country temporarily shutting the economy and

financial markets. As stated in the *Detailed Chronology of Events* section of the Prospectus:

> On November 8, 2019, CarLotz engaged Barclays Capital Inc. ("Barclays") to provide financial advisory services with respect to strategic opportunities involving CarLotz, including a possible sale of CarLotz to a third party. That process was ultimately suspended in March 2020 due to the impact of the COVID-19 pandemic.

Prospectus at 88.

33. By the summer of 2020, the financial markets had largely recovered leading Acamar Partners and CarLotz to resume their M&A activities. On August 25, 2020, Deutsche Bank Securities, Inc. identified CarLotz as a potential acquisition opportunity and "shared high-level information about CarLotz, the used vehicle market and some of CarLotz' public peers" with Acamar Partners. Prospectus at 88. This initial outreach rapidly developed into a breakneck month-and-a-half sales process, including diligence, culminating in the Proposed Transaction.

34. As a result, on October 21, 2020, less than two months later, upon receiving confirmation that subscription agreements had been delivered with respect to the private investment in public equity investment in the amount of $125 million (the "PIPE Investment"), Acamar Partners, Merger Sub and CarLotz executed the Merger Agreement. The very next day, the Acamar Partners announced the Merger.

35. The hasty process is unsurprising as Defendants have several unique incentives to ensure a deal is reached before February 26, 2021 when the SPAC is

set to terminate (referred to as the "Termination"). First, Defendants hold millions of shares through their beneficial ownership of the Sponsor all of which may terminate worthless if a deal is not reached before the Termination, as stated in the Prospectus:

> If the merger or another business combination is not consummated by February 26, 2021 (or later, as such term may be extended in accordance with the organizational documents of Acamar Partners and the merger agreement), Acamar Partners will cease all operations except for the purpose of winding up, redeeming 100% of the outstanding public shares for cash and, subject to the approval of its remaining stockholders and its board of directors, dissolving and liquidating. ***In such event, the 7,639,330 Founder Shares held by the Sponsor, which were acquired for an aggregate purchase price of $25,000 prior to the Acamar Partners IPO, would be worthless because the holders are not entitled to participate in any redemption*** or distribution with respect to such shares. ***Such shares had an aggregate market value of $79,067,065.50 based upon the closing price of $10.35 per share on Nasdaq on December 21, 2020***.

*See* Prospectus at 105. In other words, if Defendants fail to consummate a transaction before February 26, 2021, then almost $80 million dollars of shares will be terminated, worthless. Each member of the Executive Team (which includes Defendants Torres and Solorzano) is a managing member of the Sponsor, and each such person therefore has beneficial ownership of these securities. The Proposed Transaction is expected to close ***just one month*** before the securities held by the Executive Team would be rendered worthless.

36. Second, Defendants and the Executive Team, through their beneficial ownership, hold an aggregate of 6,074,310 Private Placement Warrants (the

"Warrant(s)"). As disclosed on Page 105 of the Prospectus:

> The purchase of the Private Placement Warrants took place on a private placement basis simultaneously with the consummation of the Acamar Partners IPO and the underwriters' election to partially exercise their option to purchase additional Acamar Partners units. A portion of the proceeds Acamar Partners received from these purchases were placed in the Trust Account. Such warrants had an aggregate market value of ***$11,541,189.00*** based upon the closing price of $1.90 per warrant on Nasdaq on December 21, 2020. ***The Private Placement Warrants will become worthless if Acamar Partners does not consummate a business combination by February 26, 2021*** (or later, as such term may be extended in accordance with the organizational documents of Acamar Partners and the merger agreement).

37. Third, as part of the PIPE Investment, the Sponsor has committed to purchase 250,000 shares for $2,500,000.

38. Fourth, Defendants Solorzano and Skinner will become members of the post-merger company's board of directors. As such, in the future, Defendants Solorzano and Skinner will receive any cash fees, stock options or stock awards that the post-merger company's board of directors determines to pay to its non-executive directors as well as continued employment in the Company.

39. Fifth and most critically, if Acamar Partners is unable to complete a business combination before February 26, 2021, its executive officers will be ***personally liable*** under certain circumstances to ensure that the proceeds in the "Trust Account are not reduced by the claims of target businesses or claims of vendors or other entities that are owed money by Acamar Partners for services rendered or contracted for or products sold to Acamar Partners." Prospectus at 105.

If Acamar Partners consummates a business combination, on the other hand, Acamar Partners will be liable for all such claims.

40. For these reasons, the Defendants and Executive Team had every incentive to rush into the Proposed Transaction prior to the Termination, regardless of whether it is ultimately in the best interests of stockholders. Put simply, if Defendants fail to consummate a transaction before February 21, 2021, they will lose tens of millions of dollars in value of their shares, their Warrants, their PIPE Investment, their positions on the board of directors of CarLotz, and may be subject to personal liability.

41. In consideration of the vast number of unique interests Defendants have in the Merger, it highly suspect that the Board failed to disclose even the most basic of information typically disclosed in these transactions to justify fairness. Defendants did not obtain a fairness opinion. Defendants did not disclose the projections and valuation analyses which they utilized in making their decision. Defendants did not disclose the results of Goldman Sachs' conflicts check. Defendants did not disclose any background information to the Merger or their efforts to ensure that they maximized value for all stockholders and not just themselves. Their failure to disclose this basic information is highly suspicious and sounds in the actions which gave rise to their association with 'penny-stock frauds' in the 90's.

42. On December 30, 2020 Defendants authorized the filing of the deficient Prospectus with the SEC. The Defendants were obligated to carefully review the Prospectus before it was filed with the SEC and disseminated to the Company's stockholders to ensure that it did not contain any of the material omissions identified below.

**B. The Prospectus Omits Certain Material Information**

43. While fairness opinions are not required by law, today's directors are typically unwilling to approve a transaction and let the shareholders assess the merits of the deal without one. As a result, "a fairness opinion from an investment bank" has become "a practical requirement to get the deal done."[1] Indeed, the Board considered financial projections and analyses in lieu of a fairness opinion. However, the Board then omitted these financial analyses and projections while presenting the Merger as fair.

44. The Prospectus states that the Board assessed the information typically used to support a fairness opinion, including projections and analyses such as a *Discounted Cash Flow Analysis* and *Comparable Public Companies Analysis*. As described on Page 102 of the Prospectus:

> In assessing the valuation offered for CarLotz, Acamar Partners' officers and directors took into consideration the capital markets and

[1] *See* Troy A. Paredes, *Corporate Decisionmaking: Too Much Pay, Too Much Deference; Behavioral Corporate Finance, CEOs, and Corporate Governance*, 32 FLA. ST. U.L. REV. 673, 723 (Winter, 2005).

> valuation views shared by their financial advisor (including relative valuations and other performance metrics of a number of public peers), as well as the various growth areas in which the team could support CarLotz. In view of, among others, the due diligence and financial analysis done by the Acamar Partners team, CarLotz' business plan, CarLotz' superior expected revenue and gross profit growth and financial return metrics (including medium-term run rate gross profit margin, EBITDA margin and net contribution per unit) compared to peers in the industry, Acamar Partners' discounted cash flow valuation analysis (based on internal assumptions and customary practices), and the relative discount to publicly listed peers such as Carvana and Vroom in terms of enterprise value to the 2022 expected revenue and gross profit, Acamar Partners' directors assessed that the valuation offered for CarLotz was fair.

45. The valuation analyses and future projections of a Company have been repeatedly hailed by this Court as fundamental for stockholders to cast an informed vote on a Merger. In early September 2020, Acamar Partners requested that Goldman Sachs "start their conflicts check process on CarLotz in order to engage them as its financial and capital markets advisors." Prospectus at 89. Plainly, stockholders would find the financial analyses conducted by the Company's financial advisor and/or management to significantly alter the 'total mix' of information available to them when deciding how to vote. Especially considering that the Board either looked at the financial analyses and decided not to obtain a fairness opinion, or in the alternative, Goldman Sachs was unable or unwilling to provide one.

46. Guidance from the SEC indicates that this information would is relevant to stockholders' decision making when deciding whether to vote for or

against the Merger and/or redeem their shares. As stated below:

> Once the SPAC has identified an initial business combination opportunity, the shareholders of the SPAC will have the opportunity to redeem their shares and, in many cases, vote on the initial business combination transaction. Each SPAC shareholder can either remain a shareholder of the company after the initial business combination or redeem and receive its pro rata amount of the funds held in the trust account.
>
> This is an important investor consideration as the SPAC changes from essentially a trust account into an operating company. As an investor, depending on how you view the prospective initial business combination and its valuation, you can decide whether to redeem your shares for a pro rata share of the aggregate amount then on deposit in the trust account or remain an investor in the combined company going forward.

*See What You Need to Know About SPACs – Investor Bulletin*, U.S. SECURITIES AND EXCHANGE COMMISSION, available at https://www.sec.gov/oiea/investor-alerts-and-bulletins/what-you-need-know-about-spacs-investor-bulletin (last accessed Jan 6, 2021).

47. Failing to provide the valuations analyses and projections considered by the Board, stockholders have no means to evaluate whether they should redeem their shares or how to vote. Instead, the Board is asking stockholders, on the one hand to take their representations at face-value, that a merger with a used car company is in their "best interests," and in the other hand obscuring the valuation analyses and projections which will provide a foundation to their assertion.

48. The omissions here are especially alarming considering that, although CarLotz utilizes a consignment business model, it appears in publicly available investor presentations that CarLotz is including actual vehicle sales in revenue

projections which hyperinflates revenue. CarLotz is also projecting to increase sales by almost 10x within two years which, again, strains credulity as in a consignment model CarLotz is grossing a significantly smaller margin per car exclusive of any additional revenue for vehicle financing. Without disclosing the actual projections and financial analyses relied upon by the Board within the Prospectus, stockholders have no other option but to turn to the realm of publicly available information in order to determine whether CarLotz, a used retail car consignment company, will be able to scale their business and if the Merger is truly in their best interests.

49. In sum, the omission of the above-referenced information renders the Prospectus materially incomplete, in violation of Defendants fiduciary duties. Absent disclosure of the foregoing material information prior to the Stockholder Vote, Plaintiff will be unable to cast an informed vote, and he is thus threatened with irreparable harm, warranting the injunctive relief sought herein.

## FIRST CAUSE OF ACTION

### (Breach of Fiduciary Duties Against All Defendants)

50. Plaintiff repeats and realleges each allegation set forth herein.

51. The Defendants have violated their fiduciary duties owed to the public stockholders of Acamar Partners.

52. As alleged herein, the Defendants failed to provide Acamar Partners' public stockholders with all material information necessary to cast an informed vote

regarding the Proposed Transaction.

53. As a result of the actions of Defendants, Plaintiff and the Class will suffer irreparable injury, and that they face the irreparable injury of an uninformed Proposed Transaction. Unless the Defendants are enjoined by the Court, they will continue to breach their fiduciary duties owed to Plaintiff and the members of the Class.

54. Plaintiff and the members of the Class have no adequate remedy at law. Only through the exercise of this Court's equitable powers can Plaintiff and the Class be fully protected from immediate and irreparable injury, which the Defendants' actions threaten to inflict.

## SECOND CAUSE OF ACTION

**(Breach of the Fiduciary Duty of Care Against Defendant Solorzano In His Capacity As CEO)**

55. Plaintiff repeats and realleges each allegation set forth herein.

56. Defendant Solorzano violated his fiduciary duties owed as an officer to the public stockholders of Acamar Partners.

57. Defendant Solorzano (1) signed the Prospectus in his capacity as an officer; (2) was identified throughout the sales process as the individual negotiating with CarLotz's Transaction Committee; (3) communicated with CarLotz concerning its valuation; (4) communicated Acamar Partners initial interest in a potential transaction with CarLotz; (5) led the discussions concerning the post-merger board

representation of Acamar Partners; and (6) participated in a number of calls with Goldman Sachs throughout the Proposed Transaction.

58. Defendant Solorzano's conduct as an officer during the sales process and Prospectus dissemination constituted a breach of his fiduciary duty to Acamar's public stockholders, in that he was intricately involved in the sales process and the information he relied upon was omitted. Defendant Solorzano has a fiduciary duty of care to ensure that all material information is disclosed to stockholders when soliciting their vote.

59. Plaintiff and the members of the Class have no adequate remedy at law. Only through the exercise of this Court's equitable powers can Plaintiff and the Class be fully protected from immediate and irreparable injury, which the Defendants' actions threaten to inflict.

## PRAYER FOR RELIEF

**WHEREFORE**, Plaintiff demands relief in his favor and in favor of the Class and against Defendants, as follows:

A. Declaring that this action is properly maintainable as a Class action and certifying Plaintiff as the Class representative;

B. Preliminarily and permanently enjoining Defendants, Acamar Partners, Sponsor, CarLotz, Merger Sub and their counsel, agents, employees, and all persons acting under, in concert with, or for them from proceeding with, consummating, or

closing the Proposed Transaction and related proposals unless and until the Company discloses the material information discussed above which has been omitted from the Prospectus;

C. Directing the Defendants to account to Plaintiff and the Class for all damages suffered as a result of the wrongdoing;

E. Awarding Plaintiff, the costs and disbursements of this action, including reasonable attorneys' and experts' fees; and

F. Granting such other and further relief as this Court may deem just and proper.

Dated: January 7, 2021

Respectfully submitted,

**COOCH AND TAYLOR, P.A.**

*/s/Blake A. Bennett*
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*Attorneys for Plaintiff*

# EXHIBIT E

**Filed Pursuant to Rule 424(b)(3)**
**Registration Statement No. 333-249723**


Dear Stockholder:

On October 21, 2020, Acamar Partners Acquisition Corp. ("Acamar Partners") and Acamar Partners Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of Acamar Partners, entered into an Agreement and Plan of Merger (as amended by Amendment No. 1, dated December 16, 2020, and as it may be further amended or restated from time to time, the "merger agreement") with CarLotz, Inc. ("CarLotz"). If (i) the merger agreement is adopted and the transactions contemplated thereby, including the merger, are approved by CarLotz' stockholders, (ii) the merger agreement is adopted and the transactions contemplated thereby, including the issuance of Acamar Partners Class A common stock as merger consideration, are approved by Acamar Partners' stockholders and (iii) the merger is subsequently completed, Merger Sub will merge with and into CarLotz with CarLotz surviving the merger as a wholly-owned subsidiary of Acamar Partners (the "merger"). Upon the consummation of the merger, Acamar Partners will change its name to CarLotz, Inc. ("New CarLotz") and CarLotz, Inc. will change its name.

As part of the merger, CarLotz equityholders will receive net consideration representing an enterprise value of $750.0 million, comprised of (i) $33.0 million in cash payable to CarLotz equityholders, (ii) $37.0 million in cash payable to the holder of CarLotz preferred stock as liquidation preference amount and (ii) $680.0 million payable in newly issued shares of Acamar Partners Class A common stock at a price of $10.00 per share (the "Stock Merger Consideration"). CarLotz stockholders are therefore rolling over 95.4% of their ownership in CarLotz into New CarLotz. In addition, certain options held by CarLotz current employees, officers and directors will be exchanged for 5,532,881 new options over Acamar Partners Class A common stock, on a value neutral basis. Acamar Partners obligations' under such new options will be initially hedged by keeping a portion of the Stock Merger Consideration (5,080,181 shares of Acamar Partners Class A common stock, equivalent to such new options' intrinsic value, assuming a price per share of New CarLotz common stock of $10.00 and calculated on a net share settled basis) as treasury stock. CarLotz stock and option holders may also receive up to 7,500,000 additional shares of Acamar Partners Class A common stock as contingent consideration in the merger if certain share price triggers are met, pursuant to the merger agreement.

More specifically, at the effective time of the merger:

(i) each share of common stock, par value $0.001 per share, of CarLotz ("CarLotz common stock") (including shares of CarLotz common stock issued upon the exercise of options held by former service providers of CarLotz (the "non-service provider options"), the conversion of a convertible promissory note, dated December 20, 2019, held by Automotive Finance Corporation (the "CarLotz convertible note") and the cashless exercise of the warrant, dated December 20, 2019, held by Automotive Finance Corporation (the "CarLotz warrant")) issued and outstanding immediately prior to the effective time of the merger (other than shares owned by CarLotz as treasury stock or dissenting shares) will be cancelled and converted into the right to receive a per share cash consideration, a per share stock consideration and a contingent and non-assignable right to receive additional shares of Acamar Partners Class A common stock, in each case, determined in accordance with the terms and conditions of the merger agreement. Based upon the CarLotz shares and options outstanding as of the date hereof, each share of CarLotz common stock will receive $4.946 in cash, 10.1927 shares of Acamar Partners Class A common stock and a contingent and non-assignable right to an additional 1.1242 shares of Acamar Partners Class A common stock;

(ii) each share of CarLotz Series A preferred stock, par value $0.001 per share ("CarLotz preferred stock"), issued and outstanding immediately prior to the effective time of the merger will be cancelled and converted into the right to receive the same consideration as each share of CarLotz common stock, plus $18.1775 in cash as payment of the per share liquidation preference obligation of CarLotz;

(iii) each vested or unvested option to acquire shares of CarLotz common stock (the "CarLotz options") outstanding immediately prior to the effective time of the merger, other than the non-service provider options, will be cancelled and converted into the right to receive a cash amount per option, a number of options, each exercisable into one share of Acamar Partners Class A common stock (the "New CarLotz options"), and a number of restricted stock units with respect to shares of Acamar Partners Class A common stock that will vest if certain conditions are met

within five years after the Closing and are subject to forfeiture if such conditions are not met within such time period (the "Earnout Acquiror RSUs"), each representing the right to receive, upon vesting, one share of Acamar Partners Class A common stock, in each case, determined in accordance with the terms and conditions of the merger agreement; and

(iv) each non-service provider option will be cancelled and automatically converted into the applicable number of shares of CarLotz common stock on a net share settled basis.

The total number of shares of Acamar Partners Class A common stock to be issued at Closing in connection with the merger is 68,001,335 (which, based on the CarLotz shares and options outstanding as of the date hereof, is comprised of 62,921,154 shares to be issued to CarLotz stockholders and 5,080,181 shares to be reserved as treasury stock to satisfy New CarLotz' obligations under 5,532,881 New CarLotz options (on a net share settled basis, assuming a price per share of New CarLotz common stock of $10.00)). In addition, 12,500,000 shares of Acamar Partners Class A common stock will be issued to the PIPE Investment Subscribers at $10.00 per share for total proceeds from this investment of $125 million, meaning no less then $50 million must remain in the Trust Account following any redemptions by Acamar Partners public stockholders in order to meet the Minimum Cash Condition (assuming no cash will remain outside of the Trust Account). As of September 30, 2020, Acamar Partners had $429,605 cash outside of the Trust Account. Holders of shares of CarLotz common stock (including shares of CarLotz common stock issuable upon the exercise of the non-service provider options, the conversion of the CarLotz convertible note and the cashless exercise of the CarLotz warrant), shares of CarLotz preferred stock and CarLotz options immediately prior to the effective time of the merger will hold in aggregate approximately 55.4% of the outstanding shares of New CarLotz common stock immediately following such effective time (assuming no redemption of Acamar Partners Class A common stock in connection with the merger, and excluding the Earnout Shares, Earnout Acquiror RSUs, any warrants or options to purchase New CarLotz common stock that will be outstanding following the merger, any equity awards that may be issued under the proposed 2020 Plan following the merger and shares purchased by such persons in the PIPE Investment).

Acamar Partners' units, Class A common stock and public warrants are publicly traded on The Nasdaq Capital Market ("Nasdaq"). We will apply to list the New CarLotz common stock and public warrants on Nasdaq under the symbols "LOTZ" and "LOTZW", respectively, upon the effective time of the merger. New CarLotz will not have units traded following the effective time of the merger.

Acamar Partners will hold a special meeting of stockholders in lieu of the 2020 annual meeting of stockholders (the "Acamar Partners Special Meeting") to consider matters relating to the proposed merger. Acamar Partners and CarLotz cannot complete the merger unless Acamar Partners' stockholders vote to adopt the merger agreement and approve the transactions contemplated thereby, including the issuance of Acamar Partners Class A common stock to be issued as the merger consideration, and the requisite CarLotz' stockholders consent (as described herein) to adopt the merger agreement and approve the transactions contemplated thereby. Acamar Partners and CarLotz are sending you this proxy statement/prospectus/consent solicitation statement to ask you to vote in favor of these and the other matters described in this document.

The Acamar Partners Special Meeting will be held virtually on January 20, 2021, at 10:00 a.m., Eastern Time, and conducted exclusively via live audio webcast at https://web.lumiagm.com/236646411.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF ACAMAR PARTNERS CLASS A COMMON STOCK YOU OWN. To ensure your representation at the Acamar Partners Special Meeting, please complete and return the enclosed proxy card or submit your proxy by following the instructions contained in this proxy statement/prospectus/consent solicitation statement and on your proxy card. Please submit your proxy promptly whether or not you expect to participate in the meeting. Submitting a proxy now will NOT prevent you from being able to vote online during the virtual special meeting. If you hold your shares in "street name", you should instruct your broker, bank or other nominee how to vote in accordance with the voting instruction form you receive from your broker, bank or other nominee.

The Acamar Partners board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that Acamar Partners stockholders vote "**FOR**" adoption of the merger agreement, "**FOR**" the issuance of Acamar Partners Class A common stock to be issued as the merger consideration and "**FOR**" the other matters to be considered at the Acamar Partners Special Meeting.

The CarLotz board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that CarLotz stockholders (including holders of 66⅔% of the outstanding shares of CarLotz common stock held by CarLotz stockholders other than TRP Capital Partners, LP, KAR Auction Services, Inc. and CarLotz founders Michael W. Bor, Aaron S. Montgomery and William S. Boland, and each of such individuals' affiliated family trusts) consent to the adoption of the merger agreement and approval of the merger and the other transactions contemplated thereby and the approval of an amendment to CarLotz' existing charter as set forth in Annex C attached to this proxy statement/prospectus/consent solicitation statement.

This proxy statement/prospectus/consent solicitation statement provides you with detailed information about the proposed merger. It also contains or references information about Acamar Partners and CarLotz and certain related matters. You are encouraged to read this proxy statement/prospectus/consent solicitation statement carefully. **In particular, you should read the "Risk Factors" section beginning on page 31 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

If you have any questions regarding the accompanying proxy statement/prospectus/consent solicitation statement, you may contact Morrow Sodali LLC, Acamar Partners' proxy solicitor, at (800) 662-5200; banks and brokers may reach Morrow Sodali LLC at (203) 658-9400 or email at acam.info@investor.morrowsodali.com.

Sincerely,

/s/ Luis Ignacio Solorzano Aizpuru

Luis Ignacio Solorzano Aizpuru
Chief Executive Officer

**Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of the merger, the issuance of shares of Acamar Partners Class A common stock in connection with the merger or the other transactions described in this proxy statement/prospectus/consent solicitation statement, or passed upon the adequacy or accuracy of the disclosure in this proxy statement/prospectus/consent solicitation statement. Any representation to the contrary is a criminal offense.**

This proxy statement/prospectus/consent solicitation statement is dated December 30, 2020, and is first being mailed to stockholders of Acamar Partners on or about December 30, 2020.


**Acamar Partners Acquisition Corp.**

**NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS**
**TO BE HELD ON JANUARY 20, 2021**

NOTICE IS HEREBY GIVEN that a special meeting in lieu of the 2020 annual meeting of stockholders (the "Acamar Partners Special Meeting") of Acamar Partners Acquisition Corp., a Delaware corporation (which is referred to as "Acamar Partners"), will be held virtually on January 20, 2021, at 10:00 a.m.,Eastern Time, and conducted exclusively via live audio webcast at https://web.lumiagm.com/236646411. There will not be a physical location for the Acamar Partners Special Meeting, and you will not be able to attend the Acamar Partners Special Meeting in person. You will be able to participate in the Acamar Partners Special Meeting online, vote, view the list of stockholders entitled to vote at the Acamar Partners Special Meeting and submit your questions during the Acamar Partners Special Meeting by visiting https://web.lumiagm.com/236646411. You are cordially invited to participate in the Acamar Partners Special Meeting for the following purposes:

1. *The Business Combination Proposal* — to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of October 21, 2020 (as amended by Amendment No. 1, dated December 16, 2020, and as it may be further amended or restated from time to time, the "merger agreement"), by and among CarLotz, Inc. ("CarLotz"), Acamar Partners and Acamar Partners Sub, Inc. ("Merger Sub") and approve the transactions contemplated thereby, pursuant to which Merger Sub will merge with and into CarLotz with CarLotz surviving the merger as a wholly-owned subsidiary of Acamar Partners (the "merger"). A copy of the merger agreement is attached as Annex A (Proposal No. 1);

2. *The Charter Proposals* — to consider and vote upon:

    a. separate proposals to approve the following material differences between the proposed amended and restated certificate of incorporation of Acamar Partners (the "proposed charter") that will be in effect upon the closing of the merger and Acamar Partners' current certificate of incorporation (the "existing charter"), a copy of which is attached to this proxy statement/prospectus/consent solicitation statement as Annex B:

        i. to increase the number of shares of authorized Acamar Partners Class A common stock (Proposal No. 2);

        ii. to create an additional class of directors so that there will be three classes of directors with staggered terms of office and make related changes (Proposal No. 3);

        iii. to provide that subject to the rights granted to certain stockholders pursuant to the New CarLotz Stockholders Agreement, directors may be removed from office only for cause and only by the affirmative vote of holders of at least 66⅔% of the outstanding shares entitled to vote thereon (Proposal No. 4);

        iv. to provide that an affirmative vote by the holders of at least 66⅔% of the total voting power of the outstanding shares entitled to vote thereon is required to amend, alter, change or repeal or adopt most charter provisions (Proposal No. 5);

        v. to provide that an affirmative vote by the holders of at least 66⅔% of the total voting power of the outstanding shares entitled to vote is required to amend, alter, change or repeal the bylaws (Proposal No. 6);

        vi. to provide that certain transactions are not "corporate opportunities" and that the stockholders party to the New CarLotz Stockholders Agreement and their affiliates are not subject to the doctrine of corporate opportunity (Proposal No. 7); and

vii. to provide for additional changes, principally including changing Acamar Partners' name from "Acamar Partners Acquisition Corp." to "CarLotz, Inc." and removing provisions applicable only to special purpose acquisition companies (Proposal No. 8);

b. conditioned upon the approval of Proposals 2 through 8, a proposal to approve the proposed charter, which includes the approval of all other changes in the proposed charter in connection with replacing the existing charter with the proposed charter as of the effective time of the merger (Proposal No. 9);

3. *The Nasdaq Proposal* — to consider and vote upon a proposal to approve: (i) for purposes of complying with Nasdaq Listing Rule 5635(a) and (b), the issuance of more than 20% of the issued and outstanding Acamar Partners common stock and the resulting change of control in connection with the merger; and (ii) for purposes of complying with Nasdaq Listing Rule 5635(d), the issuance of up to 12,500,000 shares of Acamar Partners Class A common stock in connection with the PIPE Investment (as defined herein), upon the completion of the merger (Proposal No. 10);

4. *The Incentive Plan Proposal* — to consider and vote upon a proposal to approve and adopt the 2020 Plan (as defined herein), including the authorization of the initial share reserve thereunder (Proposal No. 11);

5. *The Director Election Proposal* — to consider and vote upon a proposal to elect, effective as of and subject to the effective time of the merger, David R. Mitchell, Luis Ignacio Solorzano Aizpuru and Kimberly H. Sheehy as Class I directors, Michael W. Bor, Steven G. Carrel and James E. Skinner as Class II directors and Linda B. Abraham and Sarah M. Kauss as Class III directors to serve on the New CarLotz board of directors in accordance with the proposed charter, until the 2021, 2022 and 2023 annual meetings of stockholders, respectively, and until their respective successors are duly elected and qualified or until their earlier resignation, removal or death (Proposal No. 12); and

6. *The Adjournment Proposal* — to consider and vote upon a proposal to adjourn the Acamar Partners Special Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the Acamar Partners Special Meeting, there are not sufficient votes to approve the Business Combination Proposal, the Charter Proposals, the Nasdaq Proposal, the Incentive Plan Proposal or the Director Election Proposal, or holders of Acamar Partners public shares (as defined below) have elected to redeem a number of shares such that Acamar Partners would have less than $5,000,001 of net tangible assets or the Minimum Cash Condition (as defined below) would not be satisfied (Proposal No. 13).

The board of directors of Acamar Partners has set December 21, 2020 as the record date for the Acamar Partners Special Meeting. Only holders of record of Acamar Partners Class A common stock at the close of business on December 21, 2020 are entitled to notice of the Acamar Partners Special Meeting and to have their votes counted at the Acamar Partners Special Meeting and any adjournments or postponements of the Acamar Partners Special Meeting. A complete list of Acamar Partners stockholders of record entitled to vote at the Acamar Partners Special Meeting will be available for 10 days before the date set for the Acamar Partners Special Meeting at the principal executive offices of Acamar Partners and by remote means of communication for inspection by stockholders during ordinary business hours and during the Acamar Partners Special Meeting for any purpose germane to the Acamar Partners Special Meeting.

Pursuant to its existing charter, Acamar Partners will provide holders ("public stockholders") of its Class A common stock ("public shares") the opportunity to redeem their public shares for cash equal to their pro rata share of the aggregate amount on deposit in the Trust Account (as defined below), which holds the proceeds of Acamar Partners' initial public offering (the "Acamar Partners IPO"), as of two business days prior to the consummation of the transactions contemplated by the Business Combination Proposal (including interest earned on the funds held in the Trust Account, net of taxes) upon the closing of the transactions contemplated by the merger agreement. For illustrative purposes, based on funds in the Trust Account of approximately $310.9 million as of September 30, 2020, the estimated per share redemption price would have been approximately $10.174. Public stockholders may elect to redeem their shares even if they vote for the Business Combination Proposal. A public stockholder, together with any of his, her or its affiliates

or any other person with whom he, she or it is acting in concert or as a "group" (as defined in Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), will be restricted from seeking redemption rights with respect to more than an aggregate of 10% of the public shares, without our prior consent.

Acamar Partners Sponsor I LLC, a Delaware limited liability company (the "Sponsor"), and Acamar Partners' officers and directors have agreed to waive their redemption rights in connection with the consummation of the merger with respect to any shares of Acamar Partners common stock they may hold. Currently, the Sponsor owns approximately 20% of the outstanding shares of Acamar Partners common stock, consisting of Acamar Partners Class B common stock ("Founder Shares"). Founder Shares will be excluded from the pro rata calculation that will be used to determine the per share redemption price. The Sponsor and Acamar Partners' directors and officers have agreed to vote any shares of Acamar Partners common stock owned by them in favor of the Business Combination Proposal.

Approval of the Business Combination Proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Acamar Partners common stock, voting together as a single class. Approval of each of the Charter Proposals requires the affirmative vote of (x) the holders of a majority of the outstanding Founder Shares, voting separately as a single class, and (y) the holders of a majority of the outstanding shares of Acamar Partners common stock, voting together as a single class. Approval of the Nasdaq Proposal, the Incentive Plan Proposal and the Adjournment Proposal (if necessary) each requires the majority of the votes cast by the Acamar Partners stockholders present online or represented by proxy at the Acamar Partners Special Meeting. The Acamar Partners board of directors has approved each of the foregoing proposals. In order to be elected as a director as described in the Director Election Proposal, a nominee must receive a plurality of all the votes cast at the Acamar Partners Special Meeting, which means that the nominees with the most votes are elected.

As of September 30, 2020, there was approximately $310.9 million on deposit in the Trust Account, which Acamar Partners intends to use to consummate the merger within the time period described in the proxy statement/prospectus/consent solicitation statement accompanying this notice and to pay $10,695,063 in deferred underwriting commissions to the underwriters of the Acamar Partners IPO. Each redemption of public shares by Acamar Partners public stockholders will decrease the amount of cash on deposit in the Trust Account. Acamar Partners will not consummate the merger if the redemption of public shares would result in Acamar Partners failing to have (i) at least $5,000,001 of net tangible assets (as determined in accordance with Rule 3a51-1(g)(1) of the Exchange Act (or any successor rule)) or (ii) at least $175,000,000 of cash or cash equivalents on a consolidated basis as of immediately prior to the Closing after giving effect to the PIPE Investment of $125,000,000 and all redemptions but without giving effect to the other transactions contemplated in the merger agreement (the "Minimum Cash Condition").

30,557,322 public shares were issued in the Acamar Partners IPO and are outstanding as of the date hereof. Based on cash on deposit in the Trust Account as of September 30, 2020 and the $125 million to be raised in the PIPE Investment (and assuming no cash will remain outside of the Trust Account), up to 25,642,936 public shares could be redeemed without impacting the Minimum Cash Condition or the parties' obligations to consummate the merger.

If Acamar Partners' stockholders fail to approve the Business Combination Proposal, the merger will not occur. The proxy statement/prospectus/consent solicitation statement accompanying this notice explains the merger agreement and the transactions contemplated thereby, as well as the proposals to be considered at the Acamar Partners Special Meeting. Please review the proxy statement/prospectus/consent solicitation statement carefully.

All Acamar Partners stockholders are cordially invited to participate in the virtual Acamar Partners Special Meeting by accessing https://web.lumiagm.com/236646411. To ensure your representation at the Acamar Partners Special Meeting, however, we urge you to complete, sign, date and return the enclosed proxy card as soon as possible. If you are a stockholder of record, you may also cast your vote online during the virtual Acamar Partners Special Meeting. If you sign, date and return your proxy card without indicating how you wish to vote, your proxy will be voted "**FOR**" each of the proposals presented at the Acamar Partners Special Meeting. If you fail to return your proxy card and do not vote online during the Acamar Partners Special Meeting, if you abstain from voting, or if you hold your shares in "street name" through a broker

or other nominee and fail to give such nominee voting instructions (a "broker non-vote"), it will have the same effect as a vote "**AGAINST**" the Business Combination Proposal and each of the Charter Proposals but will not affect the Nasdaq Proposal, the Incentive Plan Proposal, the Director Election Proposal or the Adjournment Proposal. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your shares or, if you wish to participate in the virtual Acamar Partners Special Meeting and vote online during the Acamar Partners Special Meeting, obtain a proxy from your broker or bank and e-mail a copy (legible photograph is sufficient) of your legal proxy to help@astfinancial.com. **Public stockholders may elect to redeem their public shares even if they vote "FOR" the Business Combination Proposal.**

**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF ACAMAR PARTNERS COMMON STOCK YOU OWN. Whether or not you plan to participate in the Acamar Partners Special Meeting, please complete, sign, date and mail the enclosed proxy card in the postage-paid envelope provided at your earliest convenience. You may also submit a proxy by telephone or via the Internet by following the instructions printed on your proxy card. If you hold your shares through a broker, bank or other nominee, you should direct the vote of your shares in accordance with the voting instruction form received from your broker, bank or other nominee.**

The Acamar Partners board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that you vote "**FOR**" the Business Combination Proposal, "**FOR**" each of the Charter Proposals, "**FOR**" the Nasdaq Proposal, "**FOR**" the Incentive Plan Proposal, "**FOR**" the Director Election Proposal and "**FOR**" the Adjournment Proposal (if necessary).

If you have any questions or need assistance with voting, please contact Acamar Partners' proxy solicitor, Morrow Sodali LLC, at (800) 662-5200; banks and brokers may reach Morrow Sodali LLC at (203) 658-9400 or email at acam.info@investor.morrowsodali.com.

If you plan to participate in the Acamar Partners Special Meeting, you will be required to provide documents to be admitted to the meeting. Please read carefully the sections in the proxy statement/prospectus/consent solicitation statement regarding participating in and voting during the special meeting to ensure that you comply with these requirements.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Juan Carlos Torres Carretero

Juan Carlos Torres Carretero
Chairman of the Board of Directors

December 30, 2020

**CarLotz, Inc.**
**611 Bainbridge Street, Suite 100**
**Richmond, Virginia 23224**

**NOTICE OF SOLICITATION OF WRITTEN CONSENT**

To Stockholders of CarLotz, Inc.:

Pursuant to an Agreement and Plan of Merger, dated as of October 21, 2020 (as amended by Amendment No. 1, dated December 16, 2020, and as it may be further amended or restated from time to time, the "merger agreement"), by and among CarLotz, Inc. ("CarLotz"), Acamar Partners Acquisition Corp. ("Acamar Partners") and Acamar Partners Sub, Inc., a wholly-owned subsidiary of Acamar Partners ("Merger Sub"), Merger Sub will merge with and into CarLotz with CarLotz surviving the merger as a wholly-owned subsidiary of Acamar Partners (the "merger").

The proxy statement/prospectus/consent solicitation statement attached to this notice is being delivered to you on behalf of the CarLotz board of directors to request that holders of the outstanding shares of common stock, par value $0.001 per share, of CarLotz ("CarLotz common stock") and Series A preferred stock, par value $0.001 per share, of CarLotz ("CarLotz preferred stock") as of the record date of November 30, 2020 execute and return written consents to (i) adopt and approve the merger agreement and the merger and all the other transactions contemplated by the merger agreement, in all respects, and (ii) approve an amendment to CarLotz' Amended and Restated Certificate of Incorporation, dated as of January 22, 2019 (the "Existing CarLotz Charter").

The attached proxy statement/prospectus/consent solicitation statement (i) describes the proposed merger and the actions to be taken in connection with the merger and provides additional information about the parties involved and (ii) describes the proposed amendment to the Existing CarLotz Charter (the "Charter Amendment"). Please give this information your careful attention. A copy of the merger agreement is attached as Annex A and a copy of the proposed Charter Amendment is attached as Annex C to this proxy statement/prospectus/consent solicitation statement.

A summary of the appraisal rights that may be available to you is described in "*Appraisal Rights*". Please note the merger has been approved by the CarLotz board of directors in compliance with the CarLotz Shareholders' Agreement, and constitutes an "Approved Sale" thereunder. Stockholders party to the CarLotz Shareholders' Agreement have agreed to, among other things, waive any dissenters' or appraisal rights and all other rights with respect to any "Approved Sale" under the Delaware General Corporation Law (the "DGCL"). Therefore, if you are a CarLotz stockholder who is a party to the CarLotz Shareholders' Agreement, you may not be entitled to exercise the appraisal rights under Section 262 of the DGCL with respect to the merger.

The CarLotz board of directors has considered (i) the merger and the terms of the merger agreement and (ii) the Charter Amendment and has unanimously determined that the merger, the merger agreement and the Charter Amendment are advisable, fair to and in the best interests of CarLotz and its stockholders and recommends that CarLotz stockholders adopt the merger agreement, approve the merger and approve the Charter Amendment, in each case, by submitting a written consent (including approval by holders of 66⅔% of the outstanding shares of CarLotz common stock held by CarLotz stockholders other than TRP Capital Partners, KAR Auction Services, Inc., Michael W. Bor, Aaron S. Montgomery and William S. Boland and, with respect to Michael W. Bor, Aaron S. Montgomery and William S. Boland, each of their affiliated family trusts).

Please complete, date and sign the written consent enclosed with this proxy statement/prospectus/consent solicitation statement and return it promptly to CarLotz by one of the means described in "*CarLotz' Solicitation of Written Consents*".

By Order of the Board of Directors,

Michael W. Bor
Chief Executive Officer

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## THE MERGER

### Background of the Merger

The following chronology summarizes the key meetings and events that led to the signing of the merger agreement. The following chronology does not purport to catalogue every conversation among representatives of Acamar Partners, CarLotz and other parties.

Acamar Partners is a blank check company incorporated in November 2018 for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. The business combination with CarLotz is a result of an extensive search for a potential transaction utilizing the global network and investing and transaction experience of Acamar Partners' management team and board of directors. The terms of the merger agreement are the result of an arm's length negotiation between representatives of Acamar Partners and CarLotz.

On February 26, 2019, Acamar Partners completed the Acamar Partners IPO. As disclosed in its prospectus, Acamar Partners had not selected any business combination target and had not, nor had anyone on its behalf, initiated substantive discussions, directly or indirectly, with any business combination target, at the time of the Acamar Partners IPO.

After the Acamar Partners IPO, Acamar Partners' management team commenced an active search for prospective businesses or assets to acquire in its initial business combination. Although Acamar Partners was not required to limit its activities to any particular industry or geography, it initially focused its efforts on identifying attractive consumer and retail businesses in North America and Western Europe, including but not limited to, travel, retail, food and beverage, hospitality, luxury goods, fashion, consumer branded products, lifestyle and leisure products and services (including fitness), and beauty. Important criteria used by Acamar Partners in evaluating prospective business opportunities included:

- Large and growing total addressable market
- Supportive macroeconomic backdrop and resilient business model
- Relevant position within its market segment
- Multiple revenue and earnings growth drivers
- Strong and sustainable free cash flow generation, historically or near term
- Potential to leverage Acamar Partners' operational expertise and relationships network
- Committed, talented and capable team
- A fragmented industry with potential for growth, geographical expansion and consolidation
- Digital technology as an opportunity

Acamar Partners' management team employed various strategies in an effort to identify an appropriate target company, including:

- Leveraging Acamar Partners' officers and directors' broad relationship networks and proprietary sourcing channels to identify differentiated acquisition opportunities
- Contacting corporate executives with specific capital needs or complex stockholder dynamics
- Contacting private equity and venture capital investment firms in relation to their portfolio companies
- Contacting investment bankers, attorneys, accountants, brokers and other members of the financial community to discuss potential ideas and map specific industries and sectors
- Contacting investment banks and other boutique firms working on sell-side mandates
- Conducting Internet and various database research to find companies that met certain criteria and could be looking for funding, new equity to deliver, or a partial/full sale

Representatives of Acamar Partners were also contacted by a number of individuals and entities with respect to potential business combination opportunities.

Acamar Partners' team considered and evaluated over 300 opportunities across a wide variety of consumer and retail verticals (including, among others, travel retail, food and beverage, hospitality, luxury goods, consumer branded products, beauty, etc.), as well as some consumer related adjacent segments and B2B businesses. Acamar Partners entered into non-disclosure agreements and received and reviewed detailed information in relation to 50 potential acquisition targets, sent indicative proposals to more than ten of these targets and had several other discussions about a potential business combination with key stockholders and senior executives of eight of these companies.

From the date of the Acamar Partners IPO through October 21, 2020, Acamar Partners signed letters of intent and engaged in significant due diligence and detailed discussions with senior executives and key stockholders of four companies, including CarLotz. Acamar Partners did not pursue a potential transaction with the other potential acquisition targets for a variety of reasons, including the ability to reach mutually acceptable transaction terms and valuation, the impact of COVID-19 on a potential target's business or the decision to pursue more attractive opportunities.

Acamar Partners believes that CarLotz represents a compelling investment opportunity given:

- very large ($841 billion) and fragmented U.S. used vehicle market, with less than 1% e-commerce penetration currently, ready for disruption and consolidation;
- CarLotz' unique asset-light consignment-based sales model, which limits the inventory risk and financial burden on the company;
- better than peers expected revenue and gross profit growth over the next three years, and one of the only run-rate profitable and cash-flow breakeven digital disruptors currently;
- multiple near-term revenue growth opportunities, including a well thought-through nationwide expansion plan, growth from further account penetration within the company's main corporate vehicle sourcing partners, a better buyer and seller experience and more insightful analytics through investment in core technologies (front-end and back-end), and an improvement in brand recognition and awareness through targeted campaigns both at company level and in each of the new hub locations;
- best-in-class unit economics including one of the highest gross profit margins, lowest customer acquisition costs and highest net contribution margin, highest expected EBITDA margin (by 2023), and greatest expected return on invested capital. The company is also run-rate EBITDA profitable and cash-flow breakeven, currently;
- a strong, very talented and visionary management team, led by CEO and Co-founder Michael Bor, who is capable of delivering the company's ambitious business plan;
- a complete alignment between management, existing stockholders and the Acamar Partners sponsor team, with about $321 million net cash to the company's balance sheet to fully fund its growth plan, existing stockholders rolling over the vast majority (c. 95%) of their current holdings of CarLotz common stock, and the Acamar Partners sponsor team agreeing to defer 50% of their promote until New CarLotz' share price exceeds certain triggers; and
- the opportunity to invest in CarLotz at a meaningful discount to key peers, and only a small premium to Shift, despite the superior expected growth and unit economics.

Acamar Partners and its advisors considered CarLotz the most compelling acquisition opportunity when taking into consideration their business prospects, growth potential, strategy, management teams, structure, likelihood of execution and valuation considerations.

Acamar Partners' officers have over 20 years of experience evaluating the financial merits of and investing in companies from a wide range of industries, as well as identifying, valuing and executing potential merger and acquisition opportunities. Acamar Partners' directors have decades of experience evaluating business opportunities and operating businesses in a wide range of verticals within consumer sectors.

Acamar Partners' officers and directors determined that the team had sufficient experience and was capable of making the necessary analyses and determinations to evaluate the proposed business combination with CarLotz. In assessing the valuation offered to acquire CarLotz, Acamar Partners' officers and directors took into consideration the capital markets and valuation views shared by their financial advisor (including relative valuations and other performance metrics of a number of public peers), as well as the various growth areas in which the team could support CarLotz. In view of, among others, the due diligence and financial analysis done by the Acamar Partners team, CarLotz' business plan, CarLotz' superior expected revenue and gross profit growth and financial return metrics (including medium-term run rate gross profit margin, EBITDA margin and net contribution per unit) compared to peers in the industry, Acamar Partners' discounted cash flow valuation analysis (based on internal assumptions and customary practices), and the relative discount to publicly listed peers such as Carvana and Vroom in terms of enterprise value to the 2022 expected revenue and gross profit, Acamar Partners' directors assessed that the valuation offered for CarLotz was fair.

After evaluating all the information available to them, Acamar Partners' officers and directors concluded that the proposed merger with CarLotz offered an attractive investment opportunity for Acamar Partners' stockholders, enabling them to participate in a potentially high growth equity opportunity through a target with a differentiated business model in a very large, fragmented and attractive sector.

The proposed transaction and valuation was further validated by the Subscribers who committed to buy newly issued shares of Acamar Partners Class A common stock in the PIPE Investment.

*Detailed chronology of events:*

On an ongoing basis over the past year, CarLotz and the CarLotz board of directors have reviewed and evaluated strategic opportunities and alternatives with a view to enhancing CarLotz stockholder value. Such opportunities and alternatives included, among other things, capital raising, acquisitions and capital markets transactions.

On November 8, 2019, CarLotz engaged Barclays Capital Inc. ("Barclays") to provide financial advisory services with respect to strategic opportunities involving CarLotz, including a possible sale of CarLotz to a third party. That process was ultimately suspended in March 2020 due to the impact of the COVID-19 pandemic.

On August 6, 2020, CarLotz engaged Freshfields as its outside legal counsel with respect to a potential business combination with a publicly-traded special purpose acquisition company (a "SPAC").

On August 7, 2020, CarLotz engaged Deutsche Bank Securities Inc. ("Deutsche Bank") as an additional financial advisor to explore the possibility of entering into a business combination with a SPAC.

During August and early September 2020, representatives of Deutsche Bank conducted outreach to SPACs that Deutsche Bank and CarLotz' management believed may present a strategic fit with CarLotz and that Deutsche Bank and CarLotz' management believed could likely find CarLotz' profile within its industry relative to its peers and financial position attractive as a merger partner.

Since September 2019, the Acamar Partners team held periodic calls with Deutsche Bank to obtain market updates and discuss potential acquisition opportunities. Deutsche Bank had acted as an underwriter in the Acamar Partners IPO, which would entitle Deutsche Bank to a portion of the deferred underwriting fees at the closing of a business combination of Acamar Partners with a third party. In one of these calls, on August 25, 2020, Deutsche Bank identified CarLotz as a potential acquisition opportunity and shared high-level information about CarLotz, the used vehicle market and some of CarLotz' public peers. As a follow up to the call, Deutsche Bank sent a non-disclosure agreement and offered a follow up call with management of CarLotz once the non-disclosure agreement was signed.

In connection with the outreach process conducted by representatives of Deutsche Bank to potential SPAC merger partners, CarLotz entered into non-disclosure agreements with various SPACs to facilitate such SPACs' review of CarLotz' non-public information, including with Acamar Partners on August 31, 2020.

From August 31 through early September 2020, the SPACs that signed a non-disclosure agreement, including Acamar Partners, were provided background information on CarLotz, which included a confidential information memorandum providing background information about CarLotz, its business model, its recent financial performance and its projected future growth and, in some cases, also had discussions with CarLotz' management and Deutsche Bank to obtain additional background information on CarLotz.

On September 1, 2020, representatives of Acamar Partners, including Messrs. Solorzano, Duarte and Picaza, had a call with members of CarLotz' management team, including Mr. Michael W. Bor, CarLotz' co-founder and Chief Executive Officer, Mr. John W. Foley II, Chief Operating Officer, Mr. Daniel A. Valerian, Chief Technology Officer, and Mr. Robert Imhof, interim Chief Financial Officer, who gave a formal and comprehensive management presentation. After the management presentation, Acamar Partners requested a follow up call with Deutsche Bank to better understand the company's valuation expectations and Deutsche Bank's capital markets views on the asset, including their public market valuation views and benchmarking versus key public peers.

On September 4, 2020, Acamar Partners received more detailed financial information about CarLotz, including more detailed descriptions of CarLotz' growth and capital expenditure strategy, detail on the hub expansion plan and hub economics, a breakdown of capital needs that would be satisfied through a business combination with Acamar Partners, and more specific historical and financial projections. This information also included pages prepared by Deutsche Bank benchmarking CarLotz versus some of its public peers.

Acamar Partners had a subsequent call with Deutsche Bank to further discuss the competitive dynamics between the various e-commerce players in the used vehicle market, CarLotz' business model differentiation and value proposition to buyers and sellers of vehicles, public markets valuation considerations, and structuring and financial considerations regarding a potential business combination between Acamar Partners and CarLotz. During this call, Deutsche Bank informed Acamar Partners that a number of SPACs had been invited to review the opportunity and would be invited to submit non-binding indications of interest by September 12, 2020, based on which CarLotz would choose a partner with whom to enter into exclusive negotiations.

Later that day, Acamar Partners received a copy of CarLotz' financial model, a letter of intent draft prepared by Deutsche Bank and access to a virtual data room. Acamar Partners also requested Goldman Sachs & Co. LLC. ("Goldman Sachs") to start their conflicts check process on CarLotz in order to engage them as its financial and capital markets advisors.

On September 8, 2020, representatives of Acamar Partners had a call with members of CarLotz' management team and representatives of Deutsche Bank to further understand CarLotz' future growth drivers, costs and other assumptions underlying CarLotz' financial model. Later that day, Acamar Partners signed a non-disclosure agreement with Goldman Sachs, shared certain information it had previously received from CarLotz and scheduled a call for September 10, 2020 to discuss valuation views.

On September 9, 2020, after internal discussions regarding the opportunity, valuation and a preliminary transaction proposal, Mr. Picaza had a conference call with Mr. Brian Willer and Mr. Jeff Vergamini, Managing Directors of Deutsche Bank responsible for the process, to express Acamar Partners' interest in CarLotz and confirm that Acamar Partners would be submitting a non-binding Letter of Intent by September 12, 2020.

On September 10, 2020, representatives of Acamar Partners, including Messrs. Solorzano, Duarte and Picaza, had a call with representatives of Goldman Sachs to discuss the investment opportunity, share Acamar Partners' views on valuation and potential transaction structure and receive a preliminary view from Goldman Sachs' capital markets team on how public market investors could perceive the opportunity and approach valuation.

On September 10, 2020, the CarLotz board of directors held a video conference meeting, which was attended by all CarLotz directors as well as representatives from CarLotz' management, TRP and Freshfields, to discuss the status of the processes with potential SPAC merger partners. At the meeting, Michael W. Bor discussed the status of the discussions with various parties, valuations and next steps. A representative of Freshfields reviewed the fiduciary duties of the CarLotz board of directors under Delaware law in connection

with a potential sale of CarLotz. The CarLotz board of directors also discussed the terms of the CarLotz preferred stock and the consequences of a merger with a SPAC, the terms of the CarLotz Shareholders' Agreement and the capital structure of CarLotz after a merger. The CarLotz board of directors asked a number of questions and a discussion ensued.

At the same meeting, the CarLotz board of directors resolved to form a transaction committee comprised of Messrs. Michael W. Bor, Steven G. Carrel and David R. Mitchell (the "Transaction Committee") to which it delegated the power to evaluate, negotiate and recommend to the CarLotz board of directors for approval the terms and form of agreements for any potential strategic transaction involving CarLotz, including any potential business combination with a SPAC. The CarLotz board of directors further resolved, prior to any letter of intent or proposal being considered by the CarLotz board of directors and the Transaction Committee, that any potential sale of CarLotz to a third party, including a SPAC, be subject to the approval by at least 66⅔% of the voting power of the outstanding shares of CarLotz common stock held by CarLotz stockholders other than TRP, Michael W. Bor, Aaron S. Montgomery and William S. Boland.

On September 10, 2020, CarLotz received a non-binding proposal from a potential SPAC merger partner ("Party A").

On September 11, 2020, CarLotz received a non-binding proposal from an additional potential SPAC merger partner ("Party B").

On September 11, 2020, based on the materials and information made available to Acamar Partners and its preliminary due diligence performed, and following a series of internal calls (including with Acamar Partners' board chairman, Mr. Torres) and meetings to discuss valuation and a proposed transaction structure. Acamar Partners presented to CarLotz a non-binding Letter of Intent (the "Acamar Partners LOI") proposing to combine with CarLotz for a fully-distributed enterprise value between $650 million and $700 million (depending on the mutual agreement of the parties), reflecting an enterprise value entry price for investors of $713 million to $763 million (equivalent to 0.75 to 0.81 times CarLotz' 2022 estimated revenue of $945 million). The Acamar Partners LOI also provided for (i) a PIPE Investment in the amount of $100 million to supplement Acamar Partners' cash in trust, (ii) an earn-out on 3.8 million of the Sponsor's promote shares and 7.5 million of the shares issuable to CarLotz' existing stockholders in the merger (with 50% of the earn-out shares to be released if the shares of New CarLotz common stock trade above $12.50 for 20 trading days in any 30 consecutive trading days period and the remaining 50% to be released if the shares of New CarLotz common stock trade above $15.00 for 20 trading days in any 30 consecutive trading days period) and (iii) an exclusivity in favor of Acamar Partners through October 5, 2020.

Also on September 11, 2020, Mr. Solorzano called Mr. Bor to convey Acamar Partners' interest in a potential transaction with CarLotz and to elaborate on the various ways Acamar Partners could be a long-term value adding partner; these included, among others, (i) extensive experience in retail, including footprint expansion, (ii) experience designing and implementing initiatives aimed at increasing the customer's lifetime value (e.g., CRM, loyalty programs), (iii) experience building brands and increasing market awareness about them, (iv) experience taking several businesses public and stewarding them through what it means to be listed and (v) experience helping businesses identify and execute accretive acquisition opportunities.

From September 11 through September 14, 2020, members of the Transaction Committee, with the assistance of representatives of Deutsche Bank and Freshfields, had several discussions related to the terms of a proposed business combination with each of Acamar Partners, Party A and Party B. At the outset of these discussions, Deutsche Bank disclosed to the Transaction Committee its role as an underwriter of the Acamar Partners IPO, which will entitle it to a portion of the deferred underwriting fee at the closing of a business combination of Acamar Partners with CarLotz. During these discussions, the Transaction Committee, with the assistance of representatives of Deutsche Bank and Freshfields and drawing upon the substantial experience of TRP designees on the Transaction Committee in evaluating the operating and financial merits of companies, considered and compared the proposed business combinations with each of Acamar Partners, Party A and Party B across several factors, including the value provided to CarLotz stockholders, the relative experience of the potential SPAC merger partners and the speed and certainty with which a proposed business combination could be completed.

On September 12, 2020, Messrs. Duarte and Picaza participated on a call with Messrs. Vergamini and Willer from Deutsche Bank to clarify certain terms set forth in the Letter of Intent.

On September 13, 2020, representatives of Acamar Partners, including Messrs. Solorzano, Duarte and Picaza, participated on a conference call with Messrs. Vergamini and Willer from Deutsche Bank. On this call, Deutsche Bank, on behalf of CarLotz, presented a counterproposal to Acamar Partners: (i) the net enterprise value to CarLotz' existing stockholders would be increased to $800 million; (ii) the principal amount of the PIPE Investment would be increased to $125 million; (iii) $33 million of transaction proceeds would go to CarLotz' existing stockholders and optionholders (who would roll over approximately 95% of their existing shares and options into Acamar Partners shares and options in the transaction); (iv) the earn-out for CarLotz' existing stockholders would be reduced to 5 million shares of the combined entity resulting from the merger; (v) the parties would agree to a pool of up to 10% of the outstanding shares of the combined company following the merger for future management incentive plans; and (vi) the parties would agree on a mutual exclusivity period.

Following discussions with Goldman Sachs and Deutsche Bank, Acamar Partners conveyed that while the terms were not unreasonable given the company's growth and profitability profile, the terms looked less attractive versus publicly traded peers and could lead to more execution uncertainty. The parties agreed that Deutsche Bank and Goldman Sachs' capital markets teams would connect the following day to exchange their capital market views.

On September 14, 2020, Messrs. Solorzano, Duarte and Picaza participated on a conference call with the Transaction Committee, and representatives of Deutsche Bank, including Messrs. Vergamini and Willer. During the call, the Acamar Partners team shared their views on valuation, and presented their suggested strategy to raise the PIPE Investment, including the list of potential investors that would be invited to participate in the capital raising. Later that day, the capital markets teams from Deutsche Bank and Goldman Sachs exchanged their views on valuation and investor targeting. Following consultation with Mr. Torres, Mr. Solorzano communicated to Mr. Bor that Acamar Partners would increase its proposed valuation to $750 million of net enterprise value to existing CarLotz stockholders or approximately $814 million to Acamar Partners stockholders and PIPE investors, and accepted the balance of the requests in CarLotz' counterproposal. Mr. Bor and Mr. Solorzano agreed to leave unchanged from the original Acamar Partners proposal an earn-out of 7.5 million shares to compensate for the valuation gap compared to the valuation the existing stockholders of CarLotz were seeking to achieve.

Later on that day, Acamar Partners presented to the Transaction Committee a revised Acamar Partners LOI, which provided for (i) a fully-distributed equity value of $750 million, reflecting a revised enterprise value entry price for investors of $814 million (equivalent to 0.86 times CarLotz' 2022 estimated revenue of $945 million), (ii) total proceeds of $436 million, including Acamar Partners' expected cash in trust assuming no redemptions and a PIPE Investment in the amount of $125 million to be raised prior to a transaction announcement, (iii) $33 million of secondary proceeds to CarLotz' existing stockholders, (iv) $37 million used to repay existing preferred stock obligations, (v) $335 million net cash to the balance sheet assuming payment of $31 million of estimated fees and expenses, (vi) approval of a set-aside amount of up to 10% of the shares of the surviving entity following the merger transaction for a multi-year management incentive plan, the terms of which will be set by the compensation committee, (vii) an earn-out on 3.8 million of the Sponsor's promote shares and additional 7.5 million shares to CarLotz' existing stockholders and optionholders (with 50% of the earn-out shares to be released if the shares of New CarLotz common stock trade above $12.50 for 20 trading days in any 30 consecutive trading days period and the remaining 50% to be released if the shares of New CarLotz common stock trade above $15.00 for 20 trading days in any 30 consecutive trading days period) and (viii) mutual exclusivity through October 5, 2020, which would be automatically extendable to October 19, 2020, if the parties were still negotiating documentation in good faith on October 5, 2020.

In assessing the value to CarLotz stockholders of the proposed business combinations, the Transaction Committee considered a number of factors (including the capital markets and valuation views of CarLotz' financial advisor), with the goal of maximizing value for CarLotz stockholders. These factors included:

- Valuation (including the fully distributed enterprise value at $10.00 and $15.00 per share, the fully distributed equity value and the purchase enterprise value);

- Additional potential value to CarLotz stockholders (such as an earnout);
- Form of consideration, including the amount of cash consideration payable to CarLotz stockholders;
- The relative experience of the SPAC as potential merger partner and the performance of prior business combinations by the SPAC management teams;
- Amount of cash in trust potentially available to CarLotz following the completion of the proposed business combination;
- The potential dilution to CarLotz stockholders from SPAC shares and warrants;
- The speed and certainty with which the proposed business combination could be completed and the expected performance of the New CarLotz common stock following the completion of the proposed business combination; and
- The fact that all three proposals were submitted after an extensive market check and through a competitive process.

After considering and discussing the merits and risks of the proposed business combinations with each of Acamar Partners, Party A and Party B, including consideration of the factors listed above, the Transaction Committee, drawing upon the substantial experience of the TRP designees on the Transaction Committee in evaluating the operating and financial merits of companies and in consultation with its legal and financial advisors, determined that the business combination proposal presented by Acamar Partners was overall superior to the other proposals and that the value and form of the consideration proposed thereunder were fair. Accordingly, the Transaction Committee informed Acamar Partners of its intention to move forward with Acamar Partners' proposed business combination. After further discussions and negotiations, Acamar Partners and the members of the Transaction Committee (on behalf of CarLotz) executed the Acamar Partners LOI.

On September 15, 2020, Acamar Partners shared the executed Letter of Intent and initial list of due diligence questions with Goldman Sachs. Concurrently, Deutsche Bank provided certain members of the Goldman Sachs team access to the virtual data room. Later that day, Acamar Partners submitted an additional information request to Deutsche Bank, requested a number of follow up calls with CarLotz' management team as part of its diligence and engaged STB as legal advisor for the transaction.

On September 16, 2020, an all-hands organizational call was held to formally kick-off the process and discuss the timeline to complete the transaction, including the outreach to potential Subscribers and Acamar Partners' due diligence. The call was attended by Acamar Partners, CarLotz, Goldman Sachs (financial and capital markets advisor to Acamar Partners), Deutsche Bank and Barclays (financial advisors to CarLotz), TRP, STB (legal advisor to Acamar Partners), Freshfields (legal advisor to CarLotz) and ICR (hired by CarLotz to coordinate investor and media communications at and post announcement)(collectively, the "Update Call Parties"). Later that day Messrs. Solorzano and Picaza discussed the opportunity with Acamar Partners' independent director, Mr. Teck Wong, who was very interested in the opportunity and learning more about CarLotz. On the same day, lawyers from Freshfields and STB had a further discussion on the legal documentation required for the transaction. Later that day, representatives of Acamar Partners had a telephone discussion with representatives of CarLotz regarding its initial due diligence questions.

During the ten days following the execution of the Acamar Partners LOI, Acamar Partners, CarLotz, Deutsche Bank, Goldman Sachs, Freshfields and STB prepared and finalized investor presentation materials and the initial form of subscription agreement for confidential investor marketing in connection with the planned PIPE Investment, including the terms of the closing process, the conditions to closing the PIPE Investment, the representations and warranties of Acamar Partners and the Subscribers and the registration rights to be granted to the Subscribers.

In parallel, the management teams of Acamar Partners and CarLotz met on a regular basis for the purposes of reviewing CarLotz' business, due diligence and discussing the contemplated business combination transaction. During the period from the execution of the LOI to the execution of the merger agreement, Acamar Partners and its advisors conducted a due diligence investigation of CarLotz.

Between September 16 and September 23, 2020, the Update Call Parties had frequent email exchanges and calls to (i) update each other on the various workflows, (ii) discuss the proposed transaction timeline, (iii) prepare, discuss and approve the confidential investor marketing materials, the script and procedure for the wall-crossing of potential PIPE investors, and a first draft of the form of PIPE subscription agreement, and (iv) prepare the management presentation and potential Q&A for the PIPE investors meetings scheduled. In parallel, Acamar Partners had a number of follow up diligence sessions and email exchanges with CarLotz and Deutsche Bank.

On September 17, 2020, Messrs. Solorzano, Duarte and Picaza had a call with Messrs. Carrel and Mitchell from TRP to discuss how the two firms could collaborate going forward and add value to CarLotz pre- and post-transaction. Later that day, Messrs. Solorzano, Duarte, Picaza, Carrel and Mitchell had a call with Mr. Bor to discuss potential PIPE investors, board of director candidates and the potential engagement of executive and director search firms.

Between September 18 and 20, 2020, Messrs. Solorzano, Duarte, Picaza, Bor and Carrel discussed the involvement, role, coordination and fees of the various third party advisors, as a consequence of which it was decided that the enterprise value entry level for investors should be revised to $827 million (equivalent to 0.88 times CarLotz' 2022 estimated revenue of $945 million), resulting in an enterprise value to CarLotz' existing stockholders of $750 million, net of costs and expenses.

On September 19 and 20, 2020, calls were held with Acamar Partners, CarLotz, Goldman Sachs, Deutsche Bank, Barclays, TRP and ICR to discuss the latest draft of investor materials for confidential investor marketing and conduct a dry run of the investor presentation.

On September 21, 2020, Mr. Solorzano discussed the opportunity with Acamar Partners' independent director Mr. James E. Skinner, who had previously received a copy of the confidential investor presentation and was very interested in the opportunity and learning more about CarLotz.

On September 22, 2020, Messrs. Solorzano, Duarte and Picaza organized a call with Messrs. Bor, Carrel and Mitchell to introduce them to Mr. Torres. Separately, the Acamar Partners team had a call with Acamar Partners' President, Mr. Raffaele Vitale, to update him on recent developments and the PIPE investor outreach plan.

From September 23 through October 15, 2020, Messrs. Torres, Solorzano, Bor, Foley and Imhof, accompanied by Mr. Ranjith Roy and Ms. Jacqueline Chayet of Goldman Sachs, held a number of confidential investor video meetings to discuss the proposed transaction with prospective investors in the PIPE Investment. Acamar Partners, CarLotz, TRP, Goldman Sachs and Deutsche Bank held daily update calls to brief the various parties about that day's calls and share any feedback received from the prospective PIPE investors.

On September 24, 2020, the Acamar Partners team had an internal update call to discuss the due diligence status and coordinate the various workflows.

On September 25, 2020, Messrs. Solorzano, Duarte and Picaza took part in a conference call with Messrs. Carrel, Mitchell and Bor, where William Blair & Company L.L.C. ("William Blair") presented their experience in the auto industry and, more specifically, in the used vehicle e-commerce space (having participated in the IPOs and follow-on offerings of both Carvana and Vroom, and in the *de-SPACing* of Shift), and explained how they could assist CarLotz with generating incremental investor interest between transaction announcement and closing.

Beginning on September 25, 2020, Goldman Sachs distributed the form of subscription agreement to prospective investors with respect to the PIPE Investment. Between the end of September and October 21, 2020, STB and Freshfields collectively negotiated the terms of the Subscription Agreements with the prospective investors, including with respect to the closing process, the conditions to closing the PIPE Investment, the representations and warranties of Acamar Partners and the Subscribers and the registration rights to be granted to the Subscribers. During this time, the prospective investors conveyed to Goldman Sachs their proposed subscription amounts.

On September 28, 2020, the Update Call Parties had a call to review the transaction timeline, the various workflows and pending items. During this call, CarLotz' auditors provided an update on their audit

of CarLotz' financial statement information and expected timing to close the audit and be able to issue the PCAOB opinion. Following this call, the Acamar Partners team had an internal update call to discuss the due diligence status and coordinate the various workflows.

Later that afternoon, representatives of Acamar Partners, including Messrs. Duarte and Picaza had the last due diligence call with the CarLotz team, concluding their business and financial diligence on the company and only pending the receipt of some additional follow up materials, which would be shared with Acamar Partners over the following week. During the same time, Mr. Solorzano discussed the opportunity with Acamar Partners' independent director, Mr. Domenico de Sole, who had previously received a copy of the confidential investor presentation and was very interested in the opportunity and learning more about CarLotz.

On September 29, 2020, Messrs. Solorzano, Duarte and Picaza had a call with Messrs. Bor and Imhof from CarLotz, Messrs. Carrel and Mitchell and Ms. Karen Hansen from TRP and CarLotz' auditors to discuss the necessary accounting and audit work, and pending inputs from the various parties, to complete the relevant sections of the Form S-4. The parties agreed that Messrs. Duarte and Picaza would introduce Ms. Jennifer Calabrese (Acamar Partners' accountant) and Withum (Acamar Partners' auditor) to Ms. Hansen and CarLotz' auditors, so they could coordinate any accounting and audit work required for the preparation of the Form S-4.

Between September 29 and October 19, 2020, Mr. Solorzano interviewed several candidates to complement CarLotz' management team or prospect candidates for the New CarLotz board of directors post-Closing, at the request of Messrs. Bor and Carrel.

On September 30, 2020, STB circulated a first version of the merger agreement.

Between September 30 and October 19, 2020, the Update Call Parties had frequent update calls to review the transaction timeline, the various workflows and pending items.

Between September 30 and October 2, 2020, Acamar Partners, CarLotz, TRP, Goldman Sachs and Deutsche Bank prepared an addendum to the confidential investor marketing materials to address questions that certain of the prospective PIPE investors had raised during the management presentations. This new document was uploaded to the virtual data room on October 2, 2020 and was made available to all prospective PIPE investors.

On October 4, 2020, Freshfields circulated a first version of the Form S-4.

On October 5, 2020, after discussing the key issues and proposed revisions to the merger agreement with, and receiving input from, members of the Transaction Committee, Freshfields sent their comments to the draft of the merger agreement previously circulated by STB proposing several key changes from STB's initial draft of the merger agreement, including rollover of CarLotz options into Acamar Partners options and making the proposed minimum cash condition, which is $125 million in cash and cash equivalents (after giving effect to the PIPE Investment, redemption and cash payments in the transaction), a condition to CarLotz' obligation to consummate the merger.

On October 6, 2020, Messrs. Picaza, Bor, Foley, Carrel and Mitchell had a call with ICR to discuss all matters related to communication and marketing of the transaction at and post announcement of the transaction. Later that day, Freshfields circulated a first draft of the Registration Rights and Lock-Up Agreement.

On October 9, 2020, Messrs. Solorzano, Duarte, Picaza, Bor, Carrel and Mitchell took part in another call with William Blair, discussing William Blair's recent experiences in the automotive sector and in assisting other companies in capital markets transactions and how they would envisage supporting the transaction.

Later that day, the Acamar Partners and STB teams discussed the latest draft of the merger agreement, key discrepancies versus the LOI and how to simplify certain formulas.

Later that day, the Acamar Partners team had a conference call with representatives of Goldman Sachs, Mr. Bor and Messrs. Carrel and Mitchell to discuss progress with the PIPE Investment and the strategy for the week to come. This call was followed by an Update Call Parties call.

On October 10, 2020, representatives of Goldman Sachs, Deutsche Bank and Barclays discussed progress with the PIPE Investment and, in light of prospective PIPE investor feedback and indicated orders to that date, agreed to aim to close the PIPE Investment by the end of the following week, targeting a transaction announcement during the week of October 19. Goldman Sachs conveyed this message to Acamar Partners, CarLotz and TRP on behalf of the banks.

On October 12, 2020, Messrs. Solorzano, Duarte, Picaza, Bor, Carrel and Mitchell discussed, on a conference call, certain of the open commercial points in the merger agreement. Some of these open items included (i) simplifying the language in the agreement by replacing some definitions and formulas with actual cash, share and option figures, (ii) agreeing to fix the Liquidation Preference Amount (vs. calculating it at closing), (iii) agreeing to a conversion of the CarLotz convertible note into Acamar Partners common stock, (iv) discussing the mechanics of the CarLotz employee options and how to partially hedge the dilution risk by retaining some of the stock merger consideration as treasury stock, (v) delaying the issuance of new shares under the seller earn-out until share price triggers are reached, to reduce dilution for investors, and (vi) increasing the Minimum Cash Condition to $175 million, but without giving effect to any cash payments in the transaction. All open points were agreed. Later that day, the Acamar Partners and STB teams discussed how to reflect the commercial agreement reached with Messrs. Bor, Carrel and Mitchell in the merger agreement. STB circulated a new version of the merger agreement to Acamar Partners later that night.

On October 13, 2020, Messrs. Picaza, Bor, Foley, Carrel and Mitchell had a call with ICR to discuss all matters related to communication and marketing of the transaction at and post announcement of the transaction. Following this call, Messrs. Duarte and Picaza had a call with STB to discuss the latest draft of the merger agreement and instruct STB to share the draft with CarLotz, TRP, Freshfields and the financial advisors. Acamar Partners and STB also had a discussion on the latest draft of the Form S-4 shared by Freshfields a few days earlier, and Acamar Partners shared some comments and input for some of the sections later that night.

Later that evening, STB shared a further revised draft of the merger agreement, addressing the form and amount of consideration payable in the proposed transaction, the earnout structure, the capital structure of CarLotz as of the Closing and conditionality of the transaction (including the Minimum Cash Condition), among other topics.

On October 14, 2020, Acamar Partners shared some additional comments on the Form S-4 with STB. Later that day, STB shared a new draft of the Form S-4 with CarLotz, TRP, Freshfields and the financial advisors.

On October 15, 2020, Messrs. Bor, Foley and Imhof participated in a management presentation to the Acamar Partners board of directors. The videoconference was attended by Acamar Partners' officers (Messrs. Torres, Solorzano, Vitale, Duarte and Picaza), Acamar Partners' independent directors (Messrs. de Sole, Skinner and Wong), and some other Acamar Partners and Sponsor team members. The management presentation was followed by a Q&A session.

Between October 15, 2020 and October 19, 2020, Messrs. Bor, Foley, Imhof, Carrel, Mitchell, Solorzano, Duarte, Picaza and other members of the Acamar Partners team had a number of calls with representatives of Goldman Sachs, Deutsche Bank and Barclays to discuss the orders and feedback received from potential PIPE investors in relation to the transaction and the PIPE Investment. During these calls, it was decided that Goldman Sachs would collect indications of interest from all potential PIPE investors contacted, aiming to conclude the PIPE Investment bookbuilding process by October 19, 2020. During these calls, Mr. Bor also informed the banks that, to demonstrate their support of CarLotz, TRP, Mr. Bor and the Sponsor would be prepared to participate in the PIPE Investment.

Between October 15, 2020 and October 21, 2020, CarLotz, TRP, Acamar Partners, Freshfields and STB had multiple conversations and email exchanges in relation to the transaction documentation (including the merger agreement and Form S-4).

On October 16, 2020, after discussing the key issues and proposed revisions to the merger agreement with, and receiving input from, members of the Transaction Committee, Freshfields sent their further comments on the draft of the merger agreement previously circulated by STB.

On October 17, 2020, Acamar Partners held a meeting of its board of directors. This meeting was attended by Messrs. de Sole, Skinner, Wong, Torres and Solorzano (Acamar Partners' directors) and Messrs. Duarte and Picaza. Prior to the meeting, the directors had been shared a document summarizing the key terms of the transaction, including the PIPE Investment and allocations, a summary of the key terms of the merger agreement, a summary of the due diligence done and key findings, a section identifying potential risk to the business and mitigants, a summary of CarLotz' financials and some analytics on the business and its performance, and a section containing a peer benchmarking and valuation views. After discussing the opportunity and addressing various questions from the participants, the Acamar Partners board of directors unanimously resolved to (i) approve entering into the merger agreement and ancillary agreements, (ii) approve the transactions contained in the merger agreement, (iii) approve entering into the Sponsor Letter Agreement, (iv) approve entering into the Stockholder Letter Agreement, (v) approve the issuance of common stock related to the consideration under the merger agreement and (vi) authorize the officers of Acamar Partners to execute all necessary filings.

On the morning of October 18, 2020, STB sent further comments on the draft of the merger agreement previously circulated by Freshfields addressing the CarLotz stockholders' consideration and outside date for the proposed transaction, among other topics.

Also, on October 18, 2020, the CarLotz board of directors held a video conference meeting, which was attended by all CarLotz directors as well as representatives from CarLotz management, TRP, Deutsche Bank and Freshfields. Prior to the meeting, the directors were provided with documents summarizing the key terms of the transaction, including the merger and the merger agreement, the PIPE Investment, the proposed amendment to the Existing CarLotz Charter and the ancillary agreements, as well as copies of each of the proposed transaction agreements and exhibits thereto. At the meeting, representatives of Deutsche Bank (which had previously disclosed its relationship with Acamar Partners) reviewed the terms of the proposed transaction, the current state of the SPAC market, the current state of the market for PIPE investments, the value associated with the earnout contemplated in the proposed transaction and provided a summary of the transaction process to-date as well as next steps. The CarLotz board of directors asked a number of questions and a discussion ensued. Subsequently, Mr. Bor provided an update on CarLotz' future plans, the transaction process and next steps on behalf of the CarLotz management.

At the same meeting, representatives of Freshfields reviewed the fiduciary duties of the CarLotz board of directors under Delaware law, discussed in detail the terms of the transaction and the transaction documents and provided an update on negotiations with STB. The presentation by Freshfields in respect of the transaction documents focused on, among other topics, the amount and composition of the transaction consideration, the terms of the earnout consideration contemplated in the transaction, the governance and management of CarLotz following the consummation of the proposed transaction, the Minimum Cash Condition and other conditionality with respect to the merger agreement, the proposed amendment to the Existing CarLotz Charter, the required stockholder vote (including the requirement to obtain the consent of 66⅔% of the voting power of the outstanding shares of CarLotz common stock held by CarLotz stockholders other than TRP, Michael W. Bor, Aaron S. Montgomery, William S. Boland (together with their family trusts) and KAR, which the CarLotz board of directors determined would not be deemed a disinterested stockholder for purposes of the requisite stockholder approvals for the transaction) and the key terms of each of the ancillary agreements. The CarLotz board of directors asked a number of questions and a discussion ensued. After such discussion and once all questions were answered, the CarLotz board of directors unanimously resolved to approve the merger, the merger agreement, the other transactions contemplated by the merger agreement and the ancillary agreements to the merger agreement and recommended that CarLotz stockholders adopt the merger agreement and approve the merger and the other transactions contemplated in the merger agreement. The TRP-affiliated directors and representatives then recused themselves. The remaining members of the CarLotz board of directors discussed the proposed amendment to the Existing CarLotz Charter. After such discussion and once all questions were answered, the remaining directors approved the proposed amendment to the Existing CarLotz Charter and resolved to recommend that CarLotz stockholders approve the proposed amendment to the Existing CarLotz Charter. The TRP-affiliated directors and representatives then returned to the meeting and the directors then discussed further details of the proposed transaction and next steps. A discussion ensued and all questions asked were answered.

Later that day, Messrs. Bor, Carrel, Mitchell, Duarte and Picaza and representatives of TRP, STB and Freshfields participated in a call to discuss the status and content of the draft Form S-4. In addition, representatives from Freshfields and representatives of STB had a further discussion to resolve the outstanding issues raised by STB's revised draft of the merger agreement.

On October 19, 2020, CarLotz and Acamar Partners executed an agreement extending the exclusivity period to 11:59 pm (Eastern Time) on Friday, October 23, 2020, in order to provide the parties additional time to complete negotiations with respect to the merger agreement and the PIPE Investment.

Also on October 19, 2020, Acamar Partners, CarLotz and TRP, in consultation with Goldman Sachs, Deutsche Bank and Barclays, decided to conclude the PIPE Investment bookbuilding process, confirm to each Subscriber its, her or his allocation, share with them the Subscription Agreement and merger agreement, and request to have the Subscription Agreement executed by 4:00pm Eastern Time on October 21, 2020. TRP, Mr. Bor and the Sponsor confirmed their participation in the PIPE Investment and delivered their executed Subscription Agreements with the other Subscribers on October 21, 2020.

Over the course of October 19, 2020 to October 21, 2020, various combinations of the Update Call Parties held several negotiation and drafting phone calls to finalize the terms of the proposed transaction and resolve the remaining outstanding issues and Freshfields and STB exchanged a series of drafts of the merger agreement and ancillary agreements. During this period, the open issues on which discussions between the parties focused included, among others: the Minimum Cash Condition, which Acamar Partners proposed to be a mutual condition; other conditionality in the merger agreement; treatment of CarLotz options in the proposed transaction; and the parties' disclosure schedules to the merger agreement.

On October 19, 2020, after discussing the key issues and proposed revisions to the merger agreement with, and receiving input from, members of the Transaction Committee, Freshfields sent their further comments on the draft of the merger agreement reflecting the agreed positions on the issues posed in the draft previously circulated by STB, including accepting the Minimum Cash Condition as a mutual condition.

On the morning of October 21, 2020, Freshfields circulated to the CarLotz board of directors an execution version of the merger agreement, together with information explaining the differences between the execution version of the merger agreement and the draft previously approved by the board and the form of subscription agreement to be used in connection with the PIPE Investment. Later that morning, by written consent, the CarLotz board of directors confirmed that the merger was in the best interests of the CarLotz stockholders, unanimously adopted and approved the execution version of the merger agreement and approved the transactions contemplated by the merger agreement.

On October 21, 2020, upon receiving confirmation that subscription agreements had been delivered with respect to the PIPE Investment in the amount of $125 million, Acamar Partners, Merger Sub and CarLotz executed the merger agreement, Acamar Partners, the Sponsor and CarLotz executed and delivered the Sponsor Letter Agreement and each CarLotz Major Stockholder executed and delivered the Stockholder Letter Agreement.

On October 22, 2020, Acamar Partners and CarLotz issued a press release publicly announcing the transaction.

From November 12, 2020 to November 30, 2020, the parties discussed the calculation of the earnout payment to the holders of the CarLotz options pursuant to the Calculation Spreadsheet and the appropriate form of such earnout payment.

On November 30, 2020, the parties reached agreement on the calculation of the earnout payment to the holders of the CarLotz options pursuant to the Calculation Spreadsheet and determined to issue such earnout payment in the form of restricted stock units, instead of options as provided in the original merger agreement.

On December 3, 2020, Freshfields sent STB an initial draft of Amendment No. 1 to the merger agreement, reflecting the agreed upon changes. On December 5, 2020, STB sent Freshfields a revised draft of Amendment No. 1 to the merger agreement. From December 5, 2020 to December 15, 2020, Freshfields

and STB had multiple conversations and email exchanges in relation to the draft Amendment No. 1 to the merger agreement, and finalized it.

On December 16, 2020, the parties executed Amendment No. 1 to the merger agreement.

The parties have continued and expect to continue regular discussions regarding the timing to consummate the merger.

**Recommendation of the CarLotz Board of Directors and Reasons for the Merger and the Charter Amendment**

After consideration, the CarLotz board of directors unanimously adopted resolutions (i) determining that the merger agreement, the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment) were advisable, fair to, and in the best interests of CarLotz and its stockholders, (ii) adopting the merger agreement and approving the merger and the other transactions contemplated thereby, in all respects, (iii) approving the Charter Amendment and (iv) directing that the merger agreement, the merger and the Charter Amendment be submitted to the holders of CarLotz common stock and CarLotz preferred stock for consideration and approval not only by the vote required by the Existing CarLotz Charter and applicable Delaware law, but also by the Supermajority Approval. The CarLotz board of directors unanimously recommends that CarLotz stockholders (including holders of 66⅔% of the outstanding shares of CarLotz common stock held by CarLotz Minority Stockholders) adopt the merger agreement, approve the merger and the other transactions contemplated by the merger agreement and approve the Charter Amendment by executing and delivering the written consent to be furnished to them.

In reaching its decision to adopt and approve, and declare advisable, the merger agreement, the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment) and resolving to recommend that CarLotz stockholders adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment), the CarLotz board of directors consulted with CarLotz' management, as well as its financial and legal advisors, and considered a number of factors, including its knowledge of CarLotz' business, operations, financial condition, earnings and prospects, and its knowledge of the financial and capital markets and the risks associated with pursuing an initial public offering of CarLotz. Among the various factors that the CarLotz board of directors considered in favor of its decision are:

- ***Other Alternatives.*** It is the belief of the CarLotz board of directors, after review of alternative strategic opportunities from time to time, that the merger represents the best potential transaction for CarLotz to create greater value for CarLotz stockholders, while also providing greater liquidity for CarLotz stockholders by owning stock in a public company.
- ***Advantages Over a Traditional IPO.*** Prior to executing the merger agreement, the CarLotz board of directors considered the alternative of a traditional IPO. The CarLotz board of directors considered that the merger provided certain advantages over a traditional IPO. In particular, the CarLotz board of directors considered that, based on available information at the time, including with respect to the conditions of the IPO market for companies of a similar size and industry as CarLotz, the merger with Acamar Partners was likely to provide for a more time- and cost-effective means to capital with a higher likelihood of completion in light of the PIPE transaction and greater valuation certainty.
- ***Terms of the Merger Agreement.*** The CarLotz board of directors considered the terms and conditions of the merger agreement, including but not limited to the nature and scope of the closing conditions and the likelihood of obtaining any necessary regulatory approvals, in addition to the transactions contemplated thereby, including the merger.
- ***Stockholder Approval Condition, Including Supermajority Approval.*** The CarLotz board of directors considered that the completion of the merger will require the adoption of the merger agreement and the approval of the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment) by CarLotz stockholders, including the Supermajority Approval.
- ***Size of New CarLotz.*** The CarLotz board of directors considered the merger implied enterprise value of approximately $827 million for CarLotz, providing CarLotz stockholders with the opportunity to hold an interest in a public company with a larger market capitalization.

- ***Benefit from Being a Public Company.*** The CarLotz board of directors believes that under new public ownership it will have the flexibility and financial resources to pursue and execute a growth strategy to increase revenues and stockholder value and will benefit from being publicly traded and can effectively utilize the broader access to capital and public profile that are associated with being a publicly traded company.
- ***Sponsor Letter Agreement.*** The CarLotz board of directors considered that the Sponsor agreed to vote shares representing approximately 20% of the aggregate voting power of Acamar Partners common stock in favor of the proposals required to effect the merger.
- ***Stockholder Letter Agreement***. The CarLotz board of directors considered that the CarLotz Major Stockholders executed and delivered a Stockholder Letter Agreement. Under the Stockholder Letter Agreement, each CarLotz Major Stockholder agreed, on or prior to the third business day following the date that this proxy statement/prospectus/consent solicitation statement is disseminated to CarLotz stockholders (which will occur following the date that the registration statement on Form S-4 of which this proxy statement/prospectus/consent solicitation statement is a part is declared effective by the SEC), to execute and deliver a written consent with respect to all of the shares of CarLotz common stock and CarLotz preferred stock, as applicable, that are owned by the CarLotz Major Stockholders adopting the merger agreement, approving the merger and approving the Charter Amendment, which represent 100% of the outstanding shares of CarLotz preferred stock and approximately 67.7% of the outstanding shares of CarLotz common stock and preferred stock (on an as-converted-to-common stock basis) combined. For a more detailed description of the Stockholder Letter Agreements, see the section titled "*Certain Other Agreements Related to the Merger — Stockholder Letter Agreement*".
- ***New CarLotz Stockholders Agreement***. The CarLotz board of directors considered that Acamar Partners will enter into a Stockholders Agreement with certain CarLotz stockholders. Under the New CarLotz Stockholders Agreement, following the merger, the New CarLotz board of directors will be composed of a certain number of directors selected by CarLotz and its stockholders and a certain number of directors selected by Acamar Partners. For a more detailed description of this New CarLotz Stockholders Agreement, see the section titled "*Certain Other Agreements Related to the Merger — New CarLotz Stockholders Agreement*".
- ***Registration Rights and Lock-Up Agreement***. The CarLotz board of directors also considered that New CarLotz will enter into a Registration Rights and Lock-Up Agreement with the Sponsor and certain CarLotz stockholders. Under the Registration Rights and Lock-Up Agreement, New CarLotz agreed to provide customary demand and "piggyback" registration rights. The Registration Rights and Lock-Up Agreement provides that New CarLotz will pay certain expenses relating to such registrations and indemnify the registration rights holders against (or make contributions in respect of) certain liabilities that may arise under the Securities Act. The Registration Rights and Lock-Up Agreement also provides that certain current CarLotz stockholders will not, during the New Holder Lock-Up Period (as defined therein), directly or indirectly, sell, transfer, assign, pledge, encumber, hypothecate or similarly dispose of, either voluntarily or involuntarily, or enter into any contract, option or other arrangement or understanding with respect to the sale, transfer, assignment, pledge, encumbrance, hypothecation or similar disposition of, any interest owned by such person or any interest (including a beneficial interest) in, or the ownership, control or possession of, any interest owned by such person. For a more detailed description of the Registration Rights and Lock-Up Agreement, see the section titled "*Certain Other Agreements Related to the Merger — Registration Rights and Lock-Up Agreement*".
- ***Inconsistency between the Existing CarLotz Charter and the CarLotz Shareholders' Agreement***. The CarLotz board of directors considered the following inconsistencies between the Existing CarLotz Charter and the CarLotz Shareholders' Agreement:

  *Different liquidity event definitions*. A liquidity event of CarLotz is defined differently in the Existing CarLotz Charter and the CarLotz Shareholders' Agreement. The definition of "Deemed Liquidation Event" in the Existing CarLotz Charter is narrower than the definition of "Sale of Company" in the CarLotz Shareholders' Agreement in that the Deemed Liquidation Event

definition excludes any business combination following the completion of which CarLotz stockholders continue to hold, in the aggregate, a majority of the voting power of the surviving entity or its parent entity.

*Clarity to the Distribution of the Merger Consideration.* As currently drafted, holders of CarLotz preferred stock would be entitled to their liquidation preference in the merger under the CarLotz Shareholders' Agreement, because the merger constitutes an "Approved Sale" under the CarLotz Shareholders' Agreement, but would not be entitled to the liquidation preference under the Existing CarLotz Charter. The CarLotz board of directors believes that it is in the best interest of CarLotz and its stockholders to eliminate such ambiguity, especially given that the consummation of the merger requires approval by holders of CarLotz preferred stock, as a separate class.

*Conformation to the CarLotz Shareholders' Agreement*. The CarLotz Shareholders' Agreement provides that, in the event of conflict between the Existing CarLotz Charter and the CarLotz Shareholders' Agreement, the Existing CarLotz Charter should be amended to conform to the CarLotz Shareholders' Agreement.

- ***Preferred Stock Consent Right***. The CarLotz board of directors considered that the CarLotz Shareholders' Agreement provides that the merger must be approved by the majority of the issued and outstanding CarLotz preferred stock, 100% of which is held by TRP.

The CarLotz board of directors also considered the following negative factors:

- ***Risk that the merger may not be completed.*** The CarLotz board of directors considered the risk that the merger might not be consummated in a timely manner or at all due to a failure to obtain required stockholder approval or failure to satisfy various conditions to closing.
- ***Impact on reputation and business if the merger is not completed.*** The CarLotz board of directors considered the possibility that the merger might not be completed and that there may be an adverse effect of the public announcement of the merger on CarLotz' reputation and business in the event the merger is not completed.
- ***Expenses and challenges.*** The CarLotz board of directors considered the expenses to be incurred in connection with the merger and related administrative challenges associated with combining the companies.
- ***Costs of being a public company.*** The CarLotz board of directors considered the additional public company expenses and obligations that CarLotz' business will be subject to following the merger that it has not previously been subject to.
- ***Restrictions on operation of CarLotz' business.*** The CarLotz board of directors considered the fact that, although CarLotz will continue to exercise, consistent with the terms and conditions of the merger agreement, control and supervision over its operations prior to the completion of the merger, the merger agreement generally obligates CarLotz, subject to Acamar Partners' prior consent (which consent may not be unreasonably withheld, delayed or conditioned), to conduct its business in the ordinary course of business consistent with past practice and in accordance with specified restrictions, which might delay or prevent CarLotz from undertaking certain business opportunities that might arise pending completion of the merger.
- ***Interests of CarLotz' executive officers and directors.*** The CarLotz board of directors considered the fact that certain executive officers and directors of CarLotz have interests in the merger that may be different from, or in addition to, the interests of CarLotz stockholders generally, including the manner in which they would be affected by the merger, and the other matters disclosed in the section titled "*The Merger — Interests of CarLotz' Directors and Executive Officers in the Merger*".
- ***Interests of TRP and CarLotz directors appointed by TRP.*** The CarLotz board of directors considered the fact that TRP, the sole holder of CarLotz preferred stock, and certain directors of CarLotz appointed by TRP have interests in the Charter Amendment that are different from the interests of holders of CarLotz common stock. See "*The Merger — Interests of CarLotz' Directors and Executive Officers in the Merger*".

- ***Other risks.*** The CarLotz board of directors considered various other risks associated with the combined organization and the merger, including the risks described in the section titled "*Risk Factors*".

The foregoing discussion of the factors considered by the CarLotz board of directors is not intended to be exhaustive but, rather, includes the material factors considered by the CarLotz board of directors. In reaching its decision to adopt and approve, and declare advisable, the merger agreement, the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment), the CarLotz board of directors did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The CarLotz board of directors considered all these factors as a whole, including discussions with, and questioning of, CarLotz' management and financial and legal advisors and, overall, considered these factors to be favorable to, and to support, its determination.

The CarLotz board of directors concluded that the potentially negative factors associated with the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment) were outweighed by the potential benefits that it expected CarLotz stockholders would receive as a result of the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment), including the belief of the CarLotz board of directors that the merger would maximize the immediate value of shares of CarLotz common stock and preferred stock and eliminate the risk and uncertainty affecting the future prospects of CarLotz, including the potential execution risks associated with an initial public offering of CarLotz common stock and preferred stock and pursuing its business plan as a public company. Accordingly, the CarLotz board of directors determined that the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment) are advisable and fair to, and in the best interests of, CarLotz and its stockholders, and adopted and approved, and declared advisable, the merger agreement, the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment). The CarLotz board of directors unanimously recommends that CarLotz stockholders (including holders of at least 66⅔% of the outstanding shares of CarLotz common stock held by the CarLotz Minority Stockholders) adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement and approve the Charter Amendment by executing and delivering the written consent to be furnished to them.

**Recommendation of the Acamar Partners Board of Directors and Reasons for the Merger**

The Acamar Partners board of directors, in evaluating the merger, reviewed a number of materials, including the investor presentation, the transaction documentation, valuation materials prepared by Acamar Partners' financial advisors and certain financial analysis and due diligence summary materials prepared by Acamar Partners' management, and consulted with Acamar Partners' management and legal advisors. In reaching its unanimous resolution (i) that the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Acamar Partners and its stockholders and (ii) to recommend that Acamar Partners stockholders adopt the merger agreement and approve the business combination and the transactions contemplated thereby, the Acamar Partners board of directors considered a range of factors, including, but not limited to, the factors discussed below. In light of the number and wide variety of factors considered in connection with its evaluation of the merger, the Acamar Partners board of directors did not consider it practicable to, and did not attempt to, quantify or otherwise assign relative weights to the specific factors that it considered in reaching its determination and supporting its decision. The Acamar Partners board of directors viewed its decision as being based on all of the information available and the factors presented to and considered by it. In addition, individual directors may have given different weight to different factors. This explanation of Acamar Partners' reasons for the merger and all other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors discussed under "*Forward-Looking Statements; Market, Ranking and Other Industry Data*".

In approving the merger, the Acamar Partners board of directors determined not to obtain a fairness opinion. Acamar Partners' officers have over 20 years of experience evaluating the financial merits of and investing in companies from a wide range of industries, as well as identifying, valuing and executing potential merger and acquisition opportunities. Acamar Partners' directors have decades of experience evaluating business opportunities and operating businesses in a wide range of verticals within the consumer sector.

Acamar Partners' officers and directors determined that the team had sufficient experience and was capable of making the necessary analyses and determinations to evaluate the proposed business combination with CarLotz. In assessing the valuation offered for CarLotz, Acamar Partners' officers and directors took into consideration the capital markets and valuation views shared by their financial advisor (including relative valuations and other performance metrics of a number of public peers), as well as the various growth areas in which the team could support CarLotz. In view of, among others, the due diligence and financial analysis done by the Acamar Partners team, CarLotz' business plan, CarLotz' superior expected revenue and gross profit growth and financial return metrics (including medium-term run rate gross profit margin, EBITDA margin and net contribution per unit) compared to peers in the industry, Acamar Partners' discounted cash flow valuation analysis (based on internal assumptions and customary practices), and the relative discount to publicly listed peers such as Carvana and Vroom in terms of enterprise value to the 2022 expected revenue and gross profit, Acamar Partners' directors assessed that the valuation offered for CarLotz was fair.

In evaluating the merger, the Acamar Partners board of directors considered the criteria and guidelines to evaluate prospective business opportunities set by the Acamar Partners management team in the Acamar Partners IPO prospectus:

- Focus on the European or North American consumer and retail sectors
- Large and growing total addressable market
- A fragmented industry with potential for consolidation
- Supportive macroeconomic backdrop and resilient business model
- Relevant position within its market segment
- Multiple revenue and earnings growth drivers
- Strong and sustainable free cash flow generation, historically or near term
- Potential to leverage the combined company's operational expertise and relationship network
- Committed, talented and capable team
- Digital technology as an opportunity

Following a presentation from Acamar Partners' management team, the Acamar Partners board of directors determined that CarLotz meets all the above criteria:

- The U.S. used vehicle market is very large ($841 billion or 42 million vehicles bought/sold each year) and very fragmented. The top 100 dealer groups represent about 6% of the market, and e-commerce currently has less than 1% penetration despite 97% of auto purchases involving some degree of online research, making this an industry prone to disruption and consolidation;
- The U.S. used vehicle market has grown at an approximately 5% CAGR over the last five years, and has historically been more resilient to market shocks than the overall auto industry or other discretionary consumer spending products and services;
- CarLotz is one of the largest privately-held used vehicle retail disruptors in the U.S. and the industry's only consignment-to-retail sales platform. The company's unique asset-light consignment-based sales model limits inventory risk and allows the company to grow in a capital efficient way;
- CarLotz has multiple near-term revenue growth opportunities, including a well thought-through nationwide expansion plan, growth from further account penetration within the company's main corporate vehicle sourcing partners, a better buyer and seller experience and more insightful analytics through investment in core technologies (front-end and back-end), and an improvement in brand recognition and awareness through targeted campaigns both at the company level and in each of the new hub locations;
- CarLotz is expected to deliver better than peers' revenue and gross profit growth over the next three years and is the one of the only run-rate EBITDA profitable and cash-flow breakeven digital disruptors currently;

- CarLotz is expected to achieve best-in-class unit economics, including one of the highest gross profit margins, lowest customer acquisition costs and highest net contribution margin, highest expected EBITDA margin (by 2023) and greatest expected return on invested capital;
- CarLotz has a strong, very talented and visionary management team, led by CEO and co-founder Michael W. Bor, who is capable of delivering the company's ambitious business plan; and
- Acamar Partners can be a value added partner to CarLotz given its extensive experience in retail, including footprint expansion, experience designing and implementing initiatives aimed at increasing the customer's lifetime value (e.g., CRM, loyalty programs), experience building brands and increasing market awareness about them, experience taking several businesses public and stewarding them through what it means to be listed, and experience helping businesses identify and execute accretive acquisition opportunities.

The Acamar Partners board of directors also considered a number of other factors pertaining to the merger as generally supporting its decision to enter into the merger agreement and the transactions contemplated thereby, including, but not limited to, the following material factors:

- *Due Diligence*. Due diligence examinations of CarLotz and discussions with CarLotz' management and Acamar Partners' management team and legal advisors concerning Acamar Partners' due diligence examination of CarLotz;
- *Financial Condition*. The Acamar Partners board of directors also considered factors such as CarLotz' historical financial results, outlook, financial plan and debt structure, as well as valuations and trading of publicly traded companies and valuations of precedent merger and acquisition targets in similar and adjacent sectors;
- *Negotiated Transaction*. The financial and other terms of the merger agreement and the fact that such terms and conditions are reasonable and were the product of arm's-length negotiations between Acamar Partners and CarLotz;
- *Earnout*. The fact that CarLotz existing stockholders have agreed to subject part of the merger consideration to share price contingencies, better aligning their interest with those of Acamar Partners stockholders and the Subscribers;
- *Lock-Up*. The CarLotz founders and senior management of CarLotz have agreed to be subject to a six-month lockup in respect of their New CarLotz common stock; and
- *Other Alternatives*. The Acamar Partners board of directors believes, after a thorough review of other business combination opportunities reasonably available to Acamar Partners, that the proposed merger represents the best potential business combination for Acamar Partners and the most attractive opportunity for Acamar Partners' management to accelerate its business plan based upon the process utilized to evaluate and assess other potential acquisition targets, and the Acamar Partners board of directors believes that such process has not presented a better alternative.

The Acamar Partners board of directors also considered a variety of uncertainties and risks and other potentially negative factors concerning the merger, including, but not limited to, the following:

- *Macroeconomic Risks*. Macroeconomic uncertainty and the effects it could have on New CarLotz' revenues;
- *Redemption Risk*. The potential that a significant number of Acamar Partners stockholders elect to redeem their shares prior to the consummation of the merger and pursuant to Acamar Partners' existing charter, which would potentially make the merger more difficult or impossible to complete;
- *Stockholder Vote*. The risk that Acamar Partners stockholders may fail to provide the respective votes necessary to effect the merger;
- *Closing Conditions*. The fact that the completion of the merger is conditioned on the satisfaction of certain closing conditions that are not within Acamar Partners' control;
- *Litigation*. The possibility of litigation challenging the merger or that an adverse judgment granting permanent injunctive relief could indefinitely enjoin consummation of the merger;

- *Listing Risks*. The challenges associated with preparing CarLotz, a private entity, for the applicable disclosure and listing requirements to which New CarLotz will be subject as a publicly traded company on Nasdaq;
- *Benefits May Not Be Achieved*. The risks that the potential benefits of the merger may not be fully achieved or may not be achieved within the expected timeframe;
- *Liquidation of Acamar Partners*. The risks and costs to Acamar Partners if the merger is not completed, including the risk of diverting management focus and resources from other business combination opportunities;
- *Costs Savings and Growth Initiatives May Not be Achieved*. The risk that the cost savings and growth initiatives may not be fully achieved or may not be achieved within the expected timeframe;
- *No Third-Party Valuation*. The risk that Acamar Partners did not obtain a third-party valuation or fairness opinion in connection with the merger;
- *Acamar Partners Stockholders Receiving a Minority Position in CarLotz*. The risk that Acamar Partners stockholders will hold a minority position in CarLotz; and
- *Fees and Expenses*. The fees and expenses associated with completing the merger.

In addition to considering the factors described above, the Acamar Partners board of directors also considered other factors including, without limitation:

- *Interests of Certain Persons*. Some officers and directors of Acamar Partners may have interests in the merger (see "— *Interests of Acamar Partners' Directors and Officers in the Merger*"); and
- *Other Risk Factors*. Various other risk factors associated with the business of CarLotz, as described in the section entitled "*Risk Factors*" appearing elsewhere in this proxy statement/prospectus/consent solicitation statement.

The Acamar Partners board of directors concluded that the potential benefits that it expected Acamar Partners and its stockholders to achieve as a result of the merger outweighed the potentially negative and other factors associated with the merger. The Acamar Partners board of directors also noted that Acamar Partners stockholders would have a substantial economic interest in New CarLotz (depending on the level of Acamar Partners stockholders that sought redemption of their public shares into cash). Accordingly, the Acamar Partners board of directors unanimously determined that the merger and the transactions contemplated by the merger agreement were advisable and in the best interests of Acamar Partners and its stockholders.

**Interests of Acamar Partners' Directors and Officers in the Merger**

In considering the unanimous recommendation of the Acamar Partners board of directors with respect to adopting the merger agreement and approving the merger and the other transactions contemplated by the merger agreement, stockholders should keep in mind that certain members of the Acamar Partners board of directors and executive officers of Acamar Partners have interests in such proposals that are different from, or in addition to, those of Acamar Partners' stockholders generally. In particular:

- If the merger or another business combination is not consummated by February 26, 2021 (or later, as such term may be extended in accordance with the organizational documents of Acamar Partners and the merger agreement), Acamar Partners will cease all operations except for the purpose of winding up, redeeming 100% of the outstanding public shares for cash and, subject to the approval of its remaining stockholders and its board of directors, dissolving and liquidating. In such event, the 7,639,330 Founder Shares held by the Sponsor, which were acquired for an aggregate purchase price of $25,000 prior to the Acamar Partners IPO, would be worthless because the holders are not entitled to participate in any redemption or distribution with respect to such shares. Such shares had an aggregate market value of $79,067,065.50 based upon the closing price of $10.35 per share on Nasdaq on December 21, 2020.

  The Sponsor purchased an aggregate of 6,074,310 Private Placement Warrants from Acamar Partners for an aggregate purchase price of $9,111,465 (or $1.50 per Private Placement Warrant).

The purchase of the Private Placement Warrants took place on a private placement basis simultaneously with the consummation of the Acamar Partners IPO and the underwriters' election to partially exercise their option to purchase additional Acamar Partners units. A portion of the proceeds Acamar Partners received from these purchases were placed in the Trust Account. Such warrants had an aggregate market value of $11,541,189.00 based upon the closing price of $1.90 per warrant on Nasdaq on December 21, 2020. The Private Placement Warrants will become worthless if Acamar Partners does not consummate a business combination by February 26, 2021 (or later, as such term may be extended in accordance with the organizational documents of Acamar Partners and the merger agreement).

- As part of the PIPE Investment, the Sponsor has committed to purchase 250,000 PIPE Shares for $2,500,000.
- In addition, pursuant to the New CarLotz Stockholders Agreement, the Sponsor will have the right to nominate two directors (one of them being independent) to the New CarLotz board of directors so long as it holds at least 3% of the outstanding shares of New CarLotz, and the Sponsor is a party to the Registration Rights and Lock-up Agreement, pursuant to which New CarLotz will provide the Sponsor certain "demand" registration rights as described in "*Certain Other Agreements Related to the Merger — Registration Rights and Lock-up Agreement*", which description is incorporated herein by reference.
- Mr. Solorzano and Mr. Skinner will be members of the New CarLotz board of directors after the closing of the merger. As such, in the future, Mr. Solorzano and Mr. Skinner will receive any cash fees, stock options or stock awards that the New CarLotz board of directors determines to pay to its non-executive directors.
- If Acamar Partners is unable to complete a business combination within the required time period, its executive officers will be personally liable under certain circumstances described herein to ensure that the proceeds in the Trust Account are not reduced by the claims of target businesses or claims of vendors or other entities that are owed money by Acamar Partners for services rendered or contracted for or products sold to Acamar Partners. If Acamar Partners consummates a business combination, on the other hand, Acamar Partners will be liable for all such claims.
- The continued indemnification of current directors and officers and the continuation of directors' and officers' liability insurance.

**Interests of CarLotz' Directors and Executive Officers in the Merger**

In considering the unanimous recommendation of the CarLotz board of directors with respect to adopting the merger agreement and approving the merger and the other transactions contemplated by the merger agreement (including the Charter Amendment), CarLotz stockholders should be aware that certain members of the CarLotz board of directors and executive officers of CarLotz, as well as TRP, have interests in the merger and the Charter Amendment that may be different from, or in addition to, your interests as a CarLotz stockholder. The CarLotz board of directors was aware of such interests during its deliberations on the merits of the merger and the Charter Amendment and in deciding to recommend that CarLotz stockholders (including holders of at least 66⅔% of the outstanding shares of CarLotz common stock held by the CarLotz Minority Stockholders) submit written consents in favor of the CarLotz Merger Proposal and the CarLotz Charter Amendment Proposal.

CarLotz stockholders (including holders of at least 66⅔% of the outstanding shares of CarLotz common stock held by the CarLotz Minority Stockholders) should take these interests into account in deciding whether to deliver written consent in favor of the CarLotz Merger Proposal and CarLotz Charter Amendment Proposal. These interests are described in more detail below.

- Certain of CarLotz' directors and executive officers are expected to become directors or executive officers of New CarLotz upon the effective time of the merger. Specifically, the following individuals who are currently executive officers of CarLotz are expected to become executive officers of New CarLotz upon the effective time of the merger, serving in the offices set forth opposite their names below.

| Name | Office |
|---|---|
| Michael W. Bor | Chief Executive Officer |
| John W. Foley II | Chief Operating Officer |
| Daniel A. Valerian | Chief Technology Officer |
| Elizabeth Sanders | Chief Administrative Officer |
| Rebecca C. Polak | Chief Commercial Officer and General Counsel |
| Thomas W. Stoltz | Chief Financial Officer |
| Michael Chapman | Chief Marketing Officer |
| Robert Imhof | Senior Vice President of Finance & Accounting |

- In addition, pursuant to the New CarLotz Stockholders Agreement, TRP will have the right to nominate two directors to the New CarLotz board of directors so long as it holds at least 10% of the outstanding shares of New CarLotz stock, and Michael W. Bor will be nominated to the New CarLotz board of directors so long as he is the CEO of New CarLotz or holds at least 10% of the outstanding shares of New CarLotz stock, and each of the CarLotz Major Stockholders is a party to the Registration Rights and Lock-Up Agreement, pursuant to which New CarLotz will provide to each of them certain "demand" registration rights as described in "*Certain Other Agreements Related to the Merger — Registration Rights and Lock-Up Agreement*", which description is incorporated herein by reference.
- Certain of CarLotz' executive officers hold vested and unvested CarLotz options. The treatment of such CarLotz options in connection with the merger is described in "*The Merger Agreement — Treatment of CarLotz Securities*", which description is incorporated by reference herein. The ownership of such CarLotz options by its executive officers is set forth in the tables below.

| | Vested CarLotz options | Unvested CarLotz options |
|---|---|---|
| ***Named Executive Officers*** | | |
| Michael W. Bor | 25,000 | 110,188 |
| John W. Foley II | 15,000 | 102,688 |
| Daniel A. Valerian | 35,000 | 79,000 |
| ***All Other Executive Officers as a Group*** | 1,000 | 40,000 |
| ***Non-Executive Directors*** | | |
| Steven G. Carrel | — | — |
| David R. Mitchell | — | — |
| Michael Vellucci | — | — |
| Aaron S. Montgomery | 25,000 | — |
| William S. Boland | 25,000 | — |
| Robert Kurnick | — | — |

- The merger agreement provides that Acamar Partners and the surviving corporation will cause all rights of indemnification, advancement of expenses and exculpation existing in favor of any present or former director or officer of CarLotz or any of its subsidiaries (the "CarLotz indemnified persons") to survive the merger and continue in full force and effect for at least six years after the effective time of the merger. Following the effective time of the merger, the surviving corporation will indemnify and hold harmless, to the fullest extent permitted by applicable law, any CarLotz indemnified persons against any costs or expenses, judgments, fines, losses, claims, damages or liabilities incurred in connection with any threatened or actual action or proceeding arising out of such individual's role as a director or officer of CarLotz, including matters, acts or omissions occurring in connection with the approval of the merger agreement and the transactions contemplated by the merger agreement, including the merger and the Charter Amendment. Additionally, for a period of six years after the effective time of the merger, New CarLotz will maintain in effect the policies of

directors' and officers' liability insurance currently maintained by CarLotz or policies of at least the same coverage and amounts containing terms and conditions no less advantageous with respect to claims arising out of or relating to events that occurred before or at the effective time of the merger, provided that New CarLotz is not obligated to expend on an annual basis an amount in excess of 300% of the current annual premium paid by CarLotz. In lieu of such policies, New CarLotz may purchase a "tail" directors' and officers' liability insurance policy, provided that such policy covers the matters currently covered by directors' and officers' liability insurance and such policy is maintained in effect for six years following the effective time of the merger.

- Following the effective time of the merger, New CarLotz will continue to maintain the various employee benefit plans and health and welfare programs in place at CarLotz immediately prior to the consummation of the merger, including medical, dental, vision, disability, life insurance, 401(k) plan, paid vacation, sick leave, holidays and employee assistance programs in which the named executive officers will participate. For additional details, see "*Executive Compensation — Employee Benefits*".
- In connection with the merger, the Acamar Partners board of directors expects to adopt the 2020 Plan, subject to the approval of Acamar Partners stockholders, under which New CarLotz may grant cash and equity-based incentive awards to eligible service providers in order to attract, motivate and retain the appropriate talent necessary to effectuate the New CarLotz business. See "*Proposal No. 11 — The Incentive Plan Proposal — Summary of the 2020 Plan*" for the material terms of the 2020 Plan. We expect that New CarLotz will use stock-based awards to promote its interests by providing New CarLotz executives, key employees and other service providers, including New CarLotz' named executive officers and directors, the opportunity to acquire equity interests as an incentive for their remaining in New CarLotz' service and aligning their interests with those of New CarLotz and Acamar Partners stockholders. We intend to grant certain equity awards to the New CarLotz executive officers and directors in connection with the merger, as described below.
- In connection with the merger, the CarLotz board of directors has approved transaction bonuses in the aggregate amount of $1,500,000 to be payable to members of CarLotz' management, including a total of $1,125,000 for executive officers, including the named executive officers as follows:

| Name | Transaction Bonus ($) |
|---|---|
| Michael W. Bor | 450,000 |
| John W. Foley | 350,000 |
| Daniel A. Valerian | 150,000 |

- After the consummation of the merger, non-employee members of the New CarLotz board of directors will be eligible to receive cash and equity compensation in accordance with the CarLotz, Inc. Non-Employee Director Compensation Policy (the "Director Compensation Policy").

  Pursuant to the Director Compensation Policy, each non-employee director will receive an annual retainer of $40,000. In addition, the audit committee chair will receive an additional retainer of $15,000 and other audit committee members will receive an additional retainer of $7,500. The compensation committee chair will receive an additional retainer of $12,000 and other compensation committee members will receive an additional retainer of $6,000. The nominating and governance committee chair will receive an additional retainer of $8,000 and other nominating and governance committee members will receive an additional retainer of $4,000.

  Each non-employee director will be granted an annual award of restricted stock units with a grant-date value equal to $135,000, and will receive a prorated portion of such award in connection with the merger.
- In connection with the execution of the merger agreement, on October 21 2020, each of the CarLotz Major Stockholders delivered a Stockholder Letter Agreement. Pursuant to the Stockholder Letter Agreement, the CarLotz Major Stockholders have agreed, on or prior to the third business day following the date that this proxy statement/prospectus/consent solicitation statement is disseminated to CarLotz stockholders (which will occur following the date that the registration statement on

Form S-4 of which this proxy statement/prospectus/consent solicitation statement is a part is declared effective by the SEC), to execute and deliver a written consent with respect to all of the shares of CarLotz common stock and CarLotz preferred stock, as applicable, that are owned by the CarLotz Major Stockholders adopting the merger agreement, approving the merger and approving the Charter Amendment. As of the CarLotz record date, the CarLotz Major Stockholders collectively held 100% of the issued and outstanding shares of CarLotz preferred stock and approximately 67.7% of the issued and outstanding shares of CarLotz common stock and CarLotz preferred stock.

- Michael W. Bor, Aaron S. Montgomery and William S. Boland, on a joint and several basis, personally guarantee CarLotz' obligations under the floor plan facility. Upon the completion of the merger, they will be released from such guarantee obligations.
- TRP holds 100% of the outstanding shares of CarLotz preferred stock. Under the CarLotz Shareholders' Agreement, CarLotz may not effect a change of control or a sale of the company without the approval of the holders of a majority of the issued and outstanding shares of CarLotz preferred stock, voting as a separate class. As a result, the merger must be approved by TRP.
- Each of TRP, Michael W. Bor, Aaron S. Montgomery and William S. Boland (as well as all holders of CarLotz common stock) are party to the CarLotz Shareholders' Agreement. Upon the completion of the merger, the CarLotz Shareholders' Agreement will be terminated and be of no further force or effect.
- The Charter Amendment will eliminate an inconsistency between the Existing CarLotz Charter and the CarLotz Shareholders' Agreement regarding the amount to be received by holders of CarLotz preferred stock in the merger, in particular, whether or not holders of CarLotz preferred stock are entitled to their liquidation preference.

  Pursuant to the CarLotz Shareholders' Agreement, upon the consummation of the merger, which constitutes an "Approved Sale" thereunder, the merger consideration would be allocated to CarLotz stockholders as if CarLotz' assets had been sold and the consideration therefor distributed in accordance with the Existing CarLotz Charter. Therefore, holders of CarLotz preferred stock would be entitled to their liquidation preference in the merger under the CarLotz Shareholders' Agreement because the merger consideration would be paid to CarLotz stockholders as if a Deemed Liquidation Event (a sale of CarLotz' assets) had occurred.

  On the other hand, however, as the Existing CarLotz Charter is currently drafted, the merger would not constitute a "Deemed Liquidation Event", because current CarLotz stockholders will continue to hold, in the aggregate, a majority of the voting power of New CarLotz following the Closing, and therefore, holders of CarLotz preferred stock would not be entitled to their liquidation preference in the merger.

  The Charter Amendment seeks to eliminate such inconsistency by harmonizing the definition of "Deemed Liquidation Event" under the Existing CarLotz Charter and the definition of "Sale of Company" under the CarLotz Shareholders' Agreement, and thereby clarifying that the merger constitutes a "Deemed Liquidation Event". As a result, under both the CarLotz Shareholders' Agreement and the Existing CarLotz Charter, as amended, TRP, as the sole holder of the outstanding shares of CarLotz preferred stock, would be entitled to receive, prior to any distribution to holders of CarLotz common stock, its liquidation preference, which is equal to 1.5 times the sum of its original investment amount plus the accrued but unpaid dividends thereon ($36,986,654.80 as established in the merger agreement). Thereafter, the remaining proceeds will be distributed among the holders of shares of CarLotz preferred stock (on an as-converted-to-common stock basis) and CarLotz common stock on a pro rata basis.
- TRP and CarLotz are party to a Management Services Agreement (the "Management Services Agreement"), pursuant to which TRP provides services to CarLotz. Upon the completion of the merger, the Management Services Agreement will be terminated and be of no further force or effect.
- **New Employment Agreements**

  In connection with the consummation of the merger, we intend to enter into new employment agreements (the "New Employment Agreements") with our executive officers. The New Employment

Agreements will supersede all prior employment agreements or offer letters between CarLotz and these executive officers.

The New Employment Agreements for the named executive officers, as well as two recently hired executive officers, our Chief Financial Officer and our Chief Commercial Officer and General Counsel, are expected to provide for the following economic terms:

| Name | Annual Base Salary ($) | Target Bonus (%) |
|---|---|---|
| Michael W. Bor<br>*Chief Executive Officer* | 600,000 | 100 |
| John W. Foley<br>*Chief Operating Officer* | 400,000 | 75 |
| Daniel A. Valerian<br>*Chief Technology Officer* | 350,000 | 50 |
| Rebecca C. Polak<br>*Chief Commercial Officer and General Counsel* | 400,000 | 75 |
| Thomas W. Stoltz<br>*Chief Financial Officer* | 340,000 | 50 |

In addition, we intend to grant the executives stock options and restricted stock units on the Closing Date.

Mr. Bor will receive stock options with an aggregate value of $1,000,000 and restricted stock units with an aggregate value of $1,000,000. Mr. Foley will receive stock options with an aggregate value of $500,000 and restricted stock units with an aggregate value of $500,000. Mr. Valerian will receive stock options with an aggregate value of $350,000 and restricted stock units with an aggregate value of $350,000. For these purposes, options will be valued based on Black-Scholes calculations.

The equity awards granted to Ms. Polak and Mr. Stoltz will be determined based on a formula. Ms. Polak will receive a number of restricted stock units equal to the sum of (i) 344,700 times the excess, if any, of the exercise price of her options over $10.00 divided by the option exercise price and (ii) 86,175, and a number of stock options equal to 344,700 minus the number of restricted stock units described in clause (i). Mr. Stoltz will receive a number of restricted stock units equal to 574,500 times the excess, if any, of the exercise price of his stock options over $10.00 divided by the option exercise price and a number of stock options equal to 574,500 minus the number of his restricted stock units.

The equity awards provided for in the New Employment Agreements will be granted under the 2020 Plan after the Closing Date and generally will be subject to time-based vesting in equal annual installments over a four-year period. Ms. Polak's earnout restricted stock units will vest on the same terms and conditions as apply to the earnout-based employee equity awards described in the merger agreement and her continued employment through the applicable vesting date. All stock options will have an exercise price equal to the fair market value per share of New CarLotz common stock on the grant date and will expire on the tenth anniversary of the grant date.

Pursuant to the terms of his New Employment Agreement, Mr. Stoltz will receive a signing bonus of $150,000 within 30 days following consummation of the merger. Ms. Polak has received a signing bonus of $120,000.

The New Employment Agreements will also generally include severance provisions. Pursuant to Mr. Bor's New Employment Agreement, upon a termination of his employment by us for any reason other than for Cause (and not due to death or disability) or by Mr. Bor for Good Reason, if not in a Change in Control Period (as each such term is defined in his New Employment Agreement), Mr. Bor will receive (i) an amount in cash equal to 12 months of his then-existing base salary, (ii) a pro-rated portion of the bonus he would have earned had he remained employed through the end of the year of such termination and (iii) accelerated vesting and, if applicable, exercisability of the number of

shares of New CarLotz common stock subject to his then outstanding equity awards that would otherwise have become vested during the 12-month period following the date of termination, with performance-based awards vesting based on actual performance.

Upon a termination of employment by us for any reason other than for Cause (and not due to death or disability) or by Mr. Bor for Good Reason, in each case in a Change in Control Period, Mr. Bor will receive (i) an amount in cash equal to 12 months of his then-existing base salary, (ii) cash in an amount equal to his full target bonus, (iii) a pro-rated portion (based on the number of days Mr. Bor was employed during the calendar year in which the termination occurs) of the annual bonus he would have earned had he remained employed through the end of the year of such termination and (iv) full acceleration of his equity awards.

Pursuant to the New Employment Agreements with the other executives who have severance benefits, upon a termination of employment by us for any reason other than for Cause (and not due to death or disability) or by the executive for Good Reason, if not in a Change in Control Period (as each such term will be defined in the relevant New Employment Agreement), the executive will receive an amount in cash equal to 12 months of such executive's then-existing base salary. Upon a termination of employment by us for any reason other than for Cause (and not due to death or disability) or by the executive for Good Reason, in each case in a Change in Control Period, the executive will receive an amount in cash equal to 12 months of such executive's then-existing base salary, a pro-rated portion of the bonus he or she would have earned had they remained employed through the end of the year and a full acceleration of equity awards, with performance-based awards vesting based on actual performance.

Under the New Employment Agreements, the executives will be subject to restrictive covenants, including non-competition, non-solicitation and confidentiality provisions that apply for at least one year following termination of employment. In addition, any severance payment listed above is conditioned upon the executive agreeing to a general release of claims in favor of us.

The New Employment Agreements will be assumed by New CarLotz upon consummation of the merger.

- CarLotz entered into consulting agreements on October 6, 2020 and October 7, 2020 with Messrs. Boland and Montgomery, respectively. The initial term of the consulting agreements is one year, although either party may extend the agreement if mutually agreed upon. The consulting agreements provide that, for a fee of $50.00 per hour for project-based tasks, each of Messrs. Boland and Montgomery will consult and provide strategic project-based services to CarLotz as assigned by the CarLotz chief executive officer.
- As part of the PIPE Investment, TRP has committed to purchase 1,000,000 PIPE Shares for $10,000,000 and Michael W. Bor has committed to purchase 166,000 PIPE Shares for $1,660,000.

**Regulatory Approvals Required for the Merger**

The completion of the merger is subject to expiration or early termination of the waiting period under the HSR Act. Each of Acamar Partners and CarLotz agreed to use its reasonable best efforts to obtain all required regulatory approvals and to request early termination of any waiting period under the HSR Act. Acamar Partners and CarLotz each filed the appropriate notices and applications to obtain the necessary regulatory approvals. The request for early termination of the waiting period under the HSR Act was granted effective on November 20, 2020. As a result, the regulatory approvals to which the completion of the merger is subject have been obtained.

*HSR Act*

Under the HSR Act and related rules, the merger and related transactions may not be completed until notifications have been filed with and certain information has been furnished to the Antitrust Division of the Department of Justice (the "Antitrust Division") and the Federal Trade Commission (the "FTC") and all statutory waiting period requirements have been satisfied. Acamar Partners and CarLotz each filed Notification and Report Forms with the Antitrust Division and the FTC. The request for early termination of the waiting period was granted effective on November 20, 2020.

CSC

# Notice of Service of Process

**null / ALL**
**Transmittal Number: 23495851**
**Date Processed: 07/16/2021**

**Primary Contact:**
Joseba Picaza
Acamar Partners Acquisition Corp.
1450 Brickell Ave
Ste 2130
Miami, FL 33131-3444

| | |
|---|---|
| **Entity:** | Acamar Partners Acquisition Corp.<br>Entity ID Number 3874484 |
| **Entity Served:** | Acamar Partners Acquisition Corp (n/k/a Carlotz, Inc.) |
| **Title of Action:** | Rigrodsky Law, P.A. vs. Acamar Partners Acquisition Corp (n/k/a Carlotz, Inc.) |
| **Document(s) Type:** | Summons/Complaint |
| **Nature of Action:** | Contract |
| **Court/Agency:** | Nassau County Supreme Court, NY |
| **Case/Reference No:** | Not Shown |
| **Jurisdiction Served:** | Delaware |
| **Date Served on CSC:** | 07/14/2021 |
| **Answer or Appearance Due:** | 30 Days |
| **Originally Served On:** | CSC |
| **How Served:** | Personal Service |
| Sender Information: | Gina M. Serra<br>516-683-3516 |

Information contained on this transmittal form is for record keeping, notification and forwarding the attached document(s). It does not constitute a legal opinion. The recipient is responsible for interpreting the documents and taking appropriate action.

**To avoid potential delay, please do not send your response to CSC**

**SUPREME COURT OF THE STATE OF NEW YORK**
**COUNTY OF NASSAU**

| | | |
|---|---|---|
| RIGRODSKY LAW, P.A., | : | Index No. |
| Plaintiff, | : | **SUMMONS** |
| v. | : | |
| ACAMAR PARTNERS ACQUISITION CORP. (N/K/A CARLOTZ, INC.), JUAN CARLOS TORRES CARRETERO, LUIS IGNACIO SOLORZANO AIZPURU, DOMENICO DE SOLE, JAMES E. SKINNER, TECK H. WONG, ACAMAR PARTNERS SUB, INC., and CARLOTZ, INC. (N/K/A CARLOTZ GROUP, INC.), | : | |
| Defendants. | : | |

To the above-named defendants:

YOU ARE HEREBY SUMMONED to answer the complaint in this action and to serve a copy of your answer, or, if the complaint is not served with this summons, to serve a notice of appearance, on the plaintiff's attorneys within 20 days after the service of this summons, exclusive of the day of service (or within 30 days after the service is complete if this summons is not personally delivered to you within the State of New York); and in case of your failure to appear or answer, judgment will be taken against you by default for the relief demanded in the complaint.

Plaintiff designates Nassau County as the place of trial. The basis of venue is, *inter alia*, that plaintiff's headquarters are located in this County.

Dated: June 2, 2021

**RIGRODSKY LAW, P.A.**

By: */s/ Gina M. Serra*

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*Attorneys for Plaintiff*

**SUPREME COURT OF THE STATE OF NEW YORK**
**COUNTY OF NASSAU**

| | |
|---|---|
| RIGRODSKY LAW, P.A., | Index No. |
| Plaintiff, | **COMPLAINT FOR ATTORNEYS' FEES AND EXPENSES** |
| v. | |
| ACAMAR PARTNERS ACQUISITION CORP. (N/K/A CARLOTZ, INC.), JUAN CARLOS TORRES CARRETERO, LUIS IGNACIO SOLORZANO AIZPURU, DOMENICO DE SOLE, JAMES E. SKINNER, TECK H. WONG, ACAMAR PARTNERS SUB, INC., and CARLOTZ, INC. (N/K/A CARLOTZ GROUP, INC.), | **JURY TRIAL DEMANDED** |
| Defendants. | |

Plaintiff Rigrodsky Law, P.A. ("Rigrodsky Law" or "Plaintiff"), for this complaint against Defendants (defined below), alleges the following upon knowledge, information, and/or belief:

## NATURE OF THE ACTION

1. Plaintiff brings this action against defendants Acamar Partners Acquisition Corp. (now known as CarLotz, Inc.) ("Acamar" or the "Company"), its former Board of Directors (the "Board"), CarLotz, Inc. (now known as CarLotz Group, Inc.) ("CarLotz"), and Acamar Partners Sub, Inc. ("Merger Sub") (collectively, "Defendants") to recover Plaintiff's fees and expenses as set forth below.

2. On October 21, 2020, Acamar's Board caused the Company to enter into an agreement and plan of merger (the "Merger Agreement") with CarLotz and Merger Sub.

3. Pursuant to the terms of the Merger Agreement, among other things: (i) Merger Sub merged with and into CarLotz, with CarLotz surviving as a wholly-owned subsidiary of Acamar;

and (ii) each share of CarLotz common stock was converted into the right to receive cash and newly-issued shares of Acamar Class A common stock (the "Transaction").

4. On October 29, 2020, Defendants filed a Form S-4 Registration Statement with the United States Securities and Exchange Commission ("SEC") in connection with the Transaction (the "Registration Statement").

5. On November 9, 2020, Plaintiff sent a letter to counsel for Acamar (the "Demand Letter"), which asserted that the Registration Statement omitted material information regarding the Transaction and demanded that such information be disclosed to the Company's stockholders prior to the vote on the Transaction.

6. On December 7, 2020, counsel for Acamar acknowledged receipt of the Demand Letter and stated that counsel would review the Demand Letter.

7. On December 16, December 23, and December 30, 2020, Defendants filed amendments to the Registration Statement, which were substantively identical to the Registration Statement.

8. Plaintiff followed up with counsel for Acamar on December 30, 2020 and January 6, 2021.

9. On January 7, 2021, counsel for Acamar stated that counsel was checking on the status and would be in touch to discuss the Demand Letter.

10. Later on January 7, 2021, a complaint was filed in the Court of Chancery of the State of Delaware (the "Chancery Action"), alleging two of the claims asserted in the Demand Letter.

11. On January 8, 2021, Plaintiff filed a complaint on behalf of plaintiff Marc Waterman (the "Stockholder") in the Supreme Court of the State of New York, County of New

York (the "Complaint," attached hereto as Exhibit A, filed in the "Action"), alleging the claims set forth in the Demand Letter. Plaintiff sent the Complaint to counsel for Acamar that same day via email and informed counsel for Acamar that Plaintiff was preparing a motion to enjoin the stockholder vote on the Transaction, which was scheduled for January 20, 2021.

12. On January 10, 2021, counsel for Acamar informed Plaintiff that counsel would be "happy to discuss addressing [the Stockholder's] disclosure concerns."

13. On January 11, 2021, Plaintiff and counsel for Acamar spoke by telephone and counsel for Acamar informed Plaintiff that Defendants would be filing an amendment to the Registration Statement, which would address and moot the Stockholder's claims regarding the materially incomplete Registration Statement.

14. On January 12, 2021, Defendants filed a Form 8-K with the SEC, which contained material supplemental disclosures that addressed and mooted the claims asserted in the Demand Letter and Complaint regarding the materially incomplete Registration Statement (the "Supplemental Disclosures," attached hereto as Exhibit B). The Supplemental Disclosures explicitly stated that "*the Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions.*"[1] Ex. B at 3

[1] The Supplemental Disclosures defined "Legal Actions" as the Action and the Chancery Action:

> [T]wo putative stockholder lawsuits have been filed against the Company, certain of its officers and directors, Merger Sub and CarLotz in the Court of Chancery in the State of Delaware and the Supreme Court of the State of New York, County of New York, respectively, captioned *Cody Laidlaw v. Acamar Partners Acquisition Corp. et al.*, C.A. No. 2021-0016-SG (Del. Ch.) and *Marc Waterman v. Acamar Partners Acquisition Corp. et al.*, Index No. 650148/2021 (N.Y. Sup. Ct., New York Cty.) (the "Legal Actions"). The Legal Actions allege that the members of the board of directors of the Company (the "Board") breached their fiduciary duties in connection with the merger by omitting material information with respect to the merger from the Definitive Proxy Statement/Prospectus, and that certain other defendants aided and abetted such breaches. . . .

(emphasis added).

15. That same day, counsel for Acamar sent an email to Plaintiff stating: "FYI, here's the 8-K: https://www.sec.gov/Archives/edgar/data/1759008/000110465921003223/tm212811d2_8k.htm."

16. Following the stockholder vote on the Transaction, Plaintiff attempted to negotiate in good faith with counsel for Defendants regarding reasonable attorneys' fees and expenses for the substantial common benefit that the Supplemental Disclosures provided to the Company's stockholders.

17. However, counsel for Defendants have stated that they will not agree to pay any fees or expenses to Plaintiff.

18. On the other hand, counsel for Defendants agreed to pay attorneys' fees and expenses to counsel for plaintiff in the Chancery Action in the amount of $175,000 in connection with the two claims[2] that were mooted in the Chancery Action by the Supplemental Disclosures. *See* Exhibit C hereto.

19. Through this action, Plaintiff seeks attorneys' fees and expenses in the amount of $275,000.

## JURISDICTION AND VENUE

20. This Court has jurisdiction over the defendants named herein pursuant to New York Civil Practice Law and Rules ("CPLR") § 301 and/or 302. This Court has personal jurisdiction over defendants because, among other things, Plaintiff's headquarters are located in this County.

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Ex. B at 2.

[2] As discussed below, the Demand Letter and Complaint also contained those two claims, in addition to three other claims that were mooted by the Supplemental Disclosures.

The exercise of jurisdiction by this Court is permissible under traditional notions of fair play and substantial justice.

21. Venue is proper in this Court pursuant to CPLR § 503. Among other things, Plaintiff's headquarters are located in this County.

**PARTIES**

22. Plaintiff is a professional association organized under the laws of the State of Delaware with headquarters located at 825 East Gate Boulevard, Suite 300, Garden City, New York 11530.

23. Defendant Acamar was a Delaware corporation and maintained its principal executive offices at 1450 Brickell Avenue, Suite 2130, Miami, Florida 33131 prior to the Transaction. According to the Registration Statement, Acamar was a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses. Acamar's common stock was traded on the NASDAQ under the ticker symbol "ACAM." Following the Transaction, Acamar changed its name to CarLotz, Inc. and applied for continued listing on NASDAQ under the symbols "LOTZ" and "LOTZW."

24. Defendant Juan Carlos Torres Carretero was Chairman of the Board of the Company prior to the Transaction.

25. Defendant Luis Ignacio Solorzano Aizpuru ("Aizpuru") was Chief Executive Officer and a director of the Company prior to the Transaction. Aizpuru now serves as a director of CarLotz.

26. Defendant Domenico de Sole was a director of the Company prior to the Transaction.

27. Defendant James E. Skinner ("Skinner") was a director of the Company prior to the Transaction. Skinner now serves as a director of CarLotz.

28. Defendant Teck H. Wong was a director of the Company prior to the Transaction.

29. Defendant CarLotz is a Delaware corporation and maintains its corporate headquarters at 611 Bainbridge Street, Suite 100, Richmond, Virginia 23224. According to the Registration Statement, CarLotz is a leading consignment-to-retail used vehicle marketplace that provides its corporate vehicle sourcing partners and retail sellers of used vehicles with the ability to access the previously unavailable retail sales channel while simultaneously providing buyers with prices that are, on average, below those of traditional dealerships.

30. Defendant Merger Sub was a Delaware corporation and a wholly-owned subsidiary of Acamar prior to the Transaction. According to the Registration Statement, Merger Sub was incorporated by Acamar on October 16, 2020 to facilitate the Transaction.

## SUBSTANTIVE ALLEGATIONS

### *Background of the Transaction*

31. On October 21, 2020, Acamar's Board caused the Company to enter into the Merger Agreement with CarLotz and Merger Sub.

32. Pursuant to the terms of the Merger Agreement, among other things: (i) Merger Sub merged with and into CarLotz, with CarLotz surviving as a wholly-owned subsidiary of Acamar; and (ii) each share of CarLotz common stock was converted into the right to receive cash and newly-issued shares of Acamar Class A common stock.

33. According to the press release announcing the Transaction:

> Acamar Partners Acquisition Corp. (Nasdaq: ACAM) ("Acamar Partners"), a publicly-traded special purpose acquisition company, and CarLotz, Inc. ("CarLotz" or the "Company"), one of the largest privately-held used vehicle retail disruptors with the industry's only consignment-to-retail sales platform, announced today they

executed a definitive business combination agreement that would make CarLotz a public company. At closing, anticipated in the fourth quarter of 2020, the combined company will be named CarLotz, Inc. and is expected to remain listed on Nasdaq and trade under the new ticker symbol LOTZ. . . .

Transaction Overview

The transaction implies a pro forma enterprise valuation for CarLotz of $827 million, or 0.88x 2022 estimated revenue of $945 million and 6.8x 2022 estimated gross profit of $121 million. Existing CarLotz shareholders will roll over the vast majority of their existing equity, retaining 59% of the combined company's pro forma equity.

The transaction will be fully funded by a combination of Acamar Partners' up to $311 million cash-in-trust and $125 million of PIPE proceeds, which have been fully committed by a pool of institutional and strategic investors, enabling the combined entity to retain up to $321 million of cash following the transaction (assuming no redemptions by Acamar Partners' existing shareholders) to support working capital and fund the Company's growth.

The Board of Directors of each of Acamar Partners and CarLotz have unanimously approved the transaction. The transaction will require the approval of the stockholders of both Acamar Partners and CarLotz, and is subject to other customary closing conditions, including the receipt of certain regulatory approvals. The transaction is expected to fully fund CarLotz' expansion and growth initiatives, including investments in core technology and capital expenditures for a nationwide hub expansion. The transaction is expected to close in the fourth quarter of 2020. . . .

Advisors

CarLotz advisors include Deutsche Bank Securities serving as lead financial and capital markets advisor, Barclays serving as financial and capital markets co-advisor, William Blair serving as capital markets co-advisor and Freshfields Bruckhaus Deringer serving as legal counsel. Acamar Partners advisors include Goldman Sachs as sole financial advisor and placement agent for the PIPE and Simpson Thacher & Bartlett serving as legal counsel.

***The Registration Statement Omitted Material Information Regarding the Transaction***

34. On October 29, 2020, Defendants filed the Registration Statement with the SEC, which recommended that Acamar's stockholders vote to approve the Transaction.

35. On November 9, 2020, Plaintiff sent the Demand Letter to counsel for Defendants, which asserted that the Registration Statement omitted material information regarding the Transaction and demanded that such information be disclosed to the Company's stockholders prior to the vote on the Transaction.

36. On December 7, 2020, counsel for Acamar acknowledged receipt of the Demand Letter and stated that counsel would review the Demand Letter.

37. On December 16, December 23, and December 30, 2020, Defendants filed amendments to the Registration Statement, which were substantively identical to the Registration Statement.

38. Plaintiff followed up with counsel for Acamar on December 30, 2020 and January 6, 2021.

39. On January 7, 2021, counsel for Acamar stated that counsel was checking on the status and would be in touch to discuss the Demand Letter.

40. Later on January 7, 2021, the Chancery Action was filed, alleging two of the claims asserted in the Demand Letter.[3] *See* Exhibit D hereto.

41. On January 8, 2021, Plaintiff filed the Complaint in the Action, which alleged the claims set forth in the Demand Letter. *See* Ex. A.

42. Plaintiff sent the Complaint to counsel for Acamar that same day via email and informed counsel for Acamar that Plaintiff was preparing a motion to enjoin the stockholder vote on the Transaction, which was scheduled for January 20, 2021.

[3] As discussed in greater detail below, the Supplemental Disclosures addressed two disclosure claims asserted in the Chancery Action, each of which was also alleged in the Action.

43. On January 10, 2021, counsel for Acamar informed Plaintiff that counsel would be "happy to discuss addressing [the Stockholder's] disclosure concerns."

44. On January 11, 2021, Plaintiff and counsel for Acamar spoke by telephone and counsel for Acamar informed Plaintiff that Defendants would be filing an amendment to the Registration Statement, which would address and moot the Stockholder's claims regarding the materially incomplete Registration Statement.

45. On January 12, 2021, Defendants filed the material Supplemental Disclosures, which addressed and mooted the claims asserted in the Demand Letter and Complaint regarding the materially incomplete Registration Statement. *See* Ex. B. The Supplemental Disclosures explicitly stated that "*the Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions*." *Id.* at 3 (emphasis added).

46. That same day, counsel for Acamar sent an email to Plaintiff stating: "FYI, here's the 8-K: https://www.sec.gov/Archives/edgar/data/1759008/000110465921003223/tm212811d2_8k.htm."

***The Supplemental Disclosures Were Material to Acamar's Stockholders***

47. As set forth below, the Supplemental Disclosures were material to Acamar's stockholders.

Financial Projections and Financial Analyses

48. As set forth in the Registration Statement, Acamar's directors determined that "the valuation offered for CarLotz was fair," and recommended that Acamar's stockholders vote to approve the Transaction, due to:

> [F]inancial analysis done by the Acamar Partners team, CarLotz' business plan, CarLotz' superior expected revenue and gross profit growth and financial return

> metrics (including medium-term run rate gross profit margin, EBITDA margin and net contribution per unit) compared to peers in the industry, Acamar Partners' discounted cash flow valuation analysis (based on internal assumptions and customary practices), and the relative discount to publicly listed peers such as Carvana and Vroom in terms of enterprise value to the 2022 expected revenue and gross profit.

*See* Exhibit E (relevant portions of the final Registration Statement) at 101-02.

49. However, as asserted in the Demand Letter and the Complaint, the Registration Statement failed to disclose any financial projections for CarLotz (*see* Ex. A at ¶ 23), or a fair summary of the financial analyses performed by the Company's management, including the "valuation materials prepared by Acamar Partners' financial advisors and certain financial analysis . . . summary materials prepared by Acamar Partners' management." Ex. A at ¶ 28; Ex. E at 101.

50. The Supplemental Disclosures cured each of these material omissions.

51. First, the Supplemental Disclosures disclosed CarLotz's financial projections that helped form the basis for the Board's recommendation of the Transaction:

> Certain Financial Projections
>
> As a private company, CarLotz does not, as a matter of course, make public projections as to future performance, revenues, earnings or other results of operations, and generally does not create forecasts for extended periods due to, among other things, the speculative nature of modeling and forecasting future performance, the inherent difficulty of predicting financial performance for future periods and the likelihood that the underlying assumptions and estimates may not be realized, or that actual results will not be significantly higher or lower than projected, particularly since such information by its nature becomes less reliable and subject to greater uncertainty with each successive year. However, in connection with CarLotz' evaluation of potential strategic alternatives and specifically the merger, CarLotz management prepared certain five-year financial forecasts which were provided to Acamar Partners in connection with the process leading to the merger. The financial forecasts provided below are based on figures provided by CarLotz to Acamar Partners as part of the merger due diligence which Acamar Partners used for its discounted cash flow analysis (the "Projections"). Acamar Partners used its own estimates for cost of capital and timing of the discounted cash flows, and calculated the free cash flow figures shown in the Projections disclosed below as EBITDA less capital expenditures (recurring and

non-recurring), changes in working capital and estimated cash taxes of 26%:

| $ Million | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 |
|---|---|---|---|---|---|---|
| Revenue | 110.2 | 356.3 | 944.6 | 1,644.6 | 2,422.8 | 3,266.5 |
| EBITDA | (2.6) | (44.9) | 10.1 | 90.4 | 191.9 | 318.0 |
| FCF | | (119.6) | (62.6) | 32.4 | 105.4 | 197.0 |

*See* Ex. B at 6-7.

52. As a general matter, financial projections are "among the most highly-prized disclosures by investors," as stockholders "cannot hope to [] replicate management's inside view of [a] company's prospects." *In re Netsmart Techs., Inc. S'holders Litig.*, 924 A.2d 171, 203 (Del. Ch. 2007). Courts have repeatedly held that financial forecasts are material because they provide stockholders with a basis to project the future financial performance of a company, and allow them to better understand the financial analyses performed in connection with a proposed transaction. *See, e.g., In re BioClinica, Inc. S'holder Litig.*, Consol. C.A. No. 8272-VCG, 2013 WL 673736, at *18 (Del. Ch. Feb. 25, 2013) (holding that projections of the future value of the company are valuable to a stockholder when deciding whether to exchange his or her ownership for the consideration offered); *Brown v. Brewer*, Case No. CV 06-3731, 2010 U.S. Dist. LEXIS 60863, at *70 (C.D. Cal. June 17, 2010).

53. Second, the Supplemental Disclosures provided a fair summary of the financial analyses performed in connection with the Transaction, including a discounted cash flow analysis:

> This section included a valuation benchmarking analysis and discounted cash flow analysis prepared by Acamar Partners, which are described further below, and a comparison of selected companies, prepared by Goldman Sachs for Acamar Partners, which benchmarked certain financial metrics for CarLotz compared with other publicly traded companies, including Carvana, Vroom and Shift and selected other e-commerce companies, high growth internet retailers and auto dealers based on a variety of historical and forward-looking multiples such as sales, gross profit, earnings before interest, taxes, depreciation, and amortization ("EBITDA") and other financial measures based on current trading multiples. . . .

Valuation Benchmarking*

In its valuation benchmarking analysis, Acamar Partners analyzed the relative valuation multiples of the following publicly traded companies: Carvana, Vroom and Shift, which are the public peers that Acamar Partners considered most relevant (but multiples for other e-commerce companies, high growth internet retailers and auto dealers were also considered). Acamar Partners calculated various financial multiples for each company as summarized below:

| Company | TEV / 2022E Revenue | TEV / 2022E Gross Profit | TEV / 2022E Revenue / 2020E – 2023E Revenue CAGR | TEV / 2022E Gross profit / 2020E – 2023 E Gross profit CAGR |
|---|---|---|---|---|
| **Carvana** | 4.06x | 25.7x | 10.42x | 55.2x |
| **Vroom** | 1.42x | 14.2x | 2.16x | 13.5x |
| **Shift[a]** | 0.77x | 6.2x | 0.84x | 5.0x |
| **Mean** | 2.08x | 15.4x | 4.48x | 24.6x |
| **CarLotz** | 0.88x | 6.8x | 0.60x | 4.1x |

*Note: These comparisons are for illustrative purposes and should not be relied upon as being necessarily indicative of future results. Market data as of September 22, 2020. CarLotz represents fully-distributed Total Enterprise Value ("TEV") of $827 million.

(a) Shift 2019A-2022E financial information per Shift's September 2020 Investor Presentation. Shift's 2023E financial information estimated for purposes of this presentation assuming 2022-2023E revenue growth rate of 70.0%, 2023E gross profit margin of 14.0% and 2023E EBITDA margin of 2.5% based on estimated extrapolations to achieve the Long-Term Targets provided in Shift's September 2020 Investor Presentation. Assumes implied shares of 73.1 million from pro forma capitalization disclosed by Shift in its September 2020 Investor Presentation and share price of $12.67 as of September 22, 2020.

Acamar Partners further analyzed CarLotz' expected growth and profitability in comparison to the above peer set:**

| Company | 2020E-2023E Revenue CAGR (%) | 2020E – 2023E Gross Profit CAGR (%) | 2020E – 2023E Avg. gross margin (%) | 2023E Gross profit margin (%) | 2023E EBITDA margin (%) | 2023E ROIC[b](%) |
|---|---|---|---|---|---|---|
| **Carvana** | 39.0% | 46.5% | 15.1% | 16.0% | 4.3% | 12.6% |
| **Vroom** | 65.5% | 104.8% | 8.9% | 10.8% | 0.8% | 8.9% |
| **Shift[a]** | 91.7% | 123.7% | 11.4% | 14.0% | 2.5% | 6.5% |
| **Mean** | 65.4% | 91.7% | 11.8% | 13.6% | 2.5% | 6.7% |
| **CarLotz** | 146.2% | 166.9% | 12.5% | 14.1% | 5.5% | 18.8% |

**Note: These comparisons are for illustrative purposes and should not be relied upon as being necessarily indicative of future results. Metrics that are considered non-GAAP financial measures such as EBITDA margin are presented on a non-GAAP basis without reconciliations of such forward-looking non-GAAP measures

due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliation. Market data as of September 22, 2020.

(a) Shift 2019A-2022E financial information per from Shift's September 2020 Investor Presentation. Shift 2023E financial information estimated for purposes of this presentation assuming 2022-2023E revenue growth rate of 70.0%, 2023E gross profit margin of 14.0% and 2023E EBITDA margin of 2.5% based on estimated extrapolations to achieve the Long-Term Targets provided in Shift's September 2020 Investor Presentation.

(b) Equal to 2023E after-tax EBIT (assuming 25.0% tax rate) divided by aggregate of book value of equity plus book value of minority interest plus book value of debt as of June 30, 2020, plus cumulative capital expenditures from June 30, 2020 – December 31, 2023. CarLotz and Shift financials pro forma for current contemplated respective transactions.

***Discounted Cash Flow Analysis***

Acamar Partners performed a discounted cash flow analysis based on the Projections. Acamar Partners analyzed the discounted present value of the projected unlevered free cash flows for the calendar years ending December 31, 2021 through 2025. Acamar Partners management calculated the terminal value using a perpetual growth methodology. Acamar Partners used the calendar year ending December 31, 2025 as the final year for the analyses and applied perpetual growth rates, selected in Acamar Partners' professional judgment and experience, ranging from 5.0% to 9.0%, to the projected unlevered free cash flows to calculate a terminal value. The terminal values and projected unlevered free cash flows were discounted using rates ranging from 14.5% to 18.5%, which reflected the weighted average after-tax cost of capital derived by application of the Capital Asset Pricing Model. Acamar Partners reviewed the ranges of present enterprise value from $791.0 million to $2,306.6 million derived in the discounted cash flow analyses and compared them to the $827 million enterprise value implied by the merger consideration:

***Enterprise Value Sensitivity ($ million)***

| | Terminal Growth | | | | |
|---|---|---|---|---|---|
| **WACC** | **5.0%** | **6.0%** | **7.0%** | **8.0%** | **9.0%** |
| **14.5%** | 1,302.1 | 1,464.6 | 1,670.4 | 1,939.6 | 2,306.6 |
| **15.5%** | 1,136.6 | 1,264.7 | 1,423.0 | 1,623.6 | 1,885.8 |
| **16.5%** | 1,000.6 | 1,103.8 | 1,228.7 | 1,383.0 | 1,578.4 |
| **17.5%** | 887.1 | 971.5 | 1,072.1 | 1,193.8 | 1,344.2 |
| **18.5%** | 791.0 | 861.1 | 943.5 | 1,041.5 | 1,160.2 |

***Enterprise Value / Revenue 2022E Sensitivity***

| | Terminal Growth | | | | |
|---|---|---|---|---|---|
| **WACC** | **5.0%** | **6.0%** | **7.0%** | **8.0%** | **9.0%** |
| **14.5%** | 1.4x | 1.6x | 1.8x | 2.1x | 2.4x |
| **15.5%** | 1.2x | 1.3x | 1.5x | 1.7x | 2.0x |
| **16.5%** | 1.1x | 1.2x | 1.3x | 1.5x | 1.7x |
| **17.5%** | 0.9x | 1.0x | 1.1x | 1.3x | 1.4x |
| **18.5%** | 0.8x | 0.9x | 1.0x | 1.1x | 1.2x |

Ex. B at 3-6.

54. Stockholders are entitled to a fair summary of the financial analyses performed by a company and its investment bankers. *See, e.g., In re Pure Res., Inc. S'holders Litig.*, 808 A.2d 421, 449 (Del. Ch. 2002). "[T]he valuation methods used . . . as well as the key inputs and range of ultimate values generated by those analyses must also be fairly disclosed" to stockholders. *Netsmart*, 924 A.2d at 203-04. Moreover, courts have recognized that the discounted cash flow "analysis [is] arguably the most important valuation metric" for a company's stockholders. *Laborers Local 235 Benefit Funds v. Starent Networks, Corp.*, C.A. No. 5002-CC, 2009 Del. Ch. LEXIS 210, at *1-2 (Del. Ch. Nov. 18, 2009); *In re Toys "R" Us, Inc. S'holder Litig.*, 877 A.2d 975, 1013 (Del. Ch. 2005); *Neal v. Alabama By-Prods. Corp.*, C.A. No. No. 8282, 1990 Del. Ch. LEXIS 127, at *20 (Del. Ch. Aug. 1, 1990) ("[The discounted cash flow analysis] is considered by experts to be the preeminent valuation methodology.").

55. Prior to these Supplemental Disclosures, Acamar's stockholders lacked understanding as to how the Company's officers and directors valued CarLotz and the Transaction. The Supplemental Disclosures cured this material omission and allowed the Company's stockholders to make an informed decision with respect to the Transaction.

Engagement of Acamar's Financial Advisor

56. As set forth in the Registration Statement, on September 4, 2020, Acamar determined to engage Goldman Sachs & Co. LLC ("Goldman") as its financial and capital markets

advisor in connection with the Transaction. Ex. E at 89. Goldman subsequently assisted and advised Acamar throughout the process leading up to the Transaction. *See id.* at 89-97.

57. However, as asserted in the Demand Letter and Complaint, the Registration Statement failed to disclose the terms of Goldman's engagement, including, among other things, whether the financial advisor performed past services for any parties to the Merger Agreement or their affiliates. Ex. A at ¶ 27.

58. The Supplemental Disclosures remedied this material omission solely in response to the Demand Letter and Complaint[4]:

> During the two-year period ended October 22, 2020, Goldman Sachs has recognized no compensation for financial advisory and underwriting services provided by its investment banking division to Carlotz, TRP or their respective affiliates (including, if applicable, any portfolio companies). Acamar Partners retained Goldman Sachs as its financial and capital markets advisor. In this capacity, representatives of Goldman Sachs provided Acamar Partners with financial advice and assistance, including assisting Acamar Partners in negotiating the financial aspects of the transactions contemplated in connection with the merger. . . . At various times during the course of Goldman Sachs' engagement as financial advisor to Acamar Partners, representatives of Goldman Sachs discussed with Acamar Partners management various considerations with respect to the merger, which discussions included certain analyses prepared by representatives of Goldman Sachs. Certain analyses and information contained therein were prepared by Goldman Sachs based on requests from Acamar Partners management, discussions between Acamar Partners management and the representatives of Goldman Sachs regarding what analyses and information would be helpful to Acamar Partners at various points during the course of the transaction, and Goldman Sachs' professional judgment and experience, but not with a view towards those financial analyses supporting a fairness opinion. Certain analyses and information contained therein were included in materials sent to the Acamar Partners Board on October 17, 2020, described below.

Ex. B at 5.

59. Due to "the central role played by investment banks in the evaluation, exploration, selection, and implementation of strategic alternatives," courts require the full and fair disclosure

[4] The Chancery Action did not make this allegation.

of investment banker engagement terms and potential conflicts of interest. *See In re Del Monte Foods Co. S'holders Litig.*, 25 A.3d 813, 832 (Del. Ch. 2011).

Timing of Post-Transaction Directorship Communications

60. The Demand Letter and Complaint alleged that the Registration Statement failed to disclose the timing and nature of all communications regarding post-transaction employment and directorships. Ex. A at 29.[5]

61. As a general matter, this information is necessary for stockholders to understand potential interests of officers and directors, as the information can provide illumination concerning any motivations that would prevent fiduciaries from acting solely in the best interests of a company's stockholders. *See generally In re Lear Corp. S'holder Litig.*, 926 A.2d 94, 98 (Del. Ch. 2007) (holding that stockholders were entitled to know which member of management negotiating the transaction had material economic motivations that differed from public stockholders); *see also Millenco L.P. v. meVC Draper Fisher Jurvetson Fund I, Inc.*, 824 A.2d 11, 15 (Del. Ch. 2002) (stating that the "relevant inquiry is not whether an actual conflict of interest exists, but rather whether full disclosure of potential conflicts of interest has been made"); *In re Atheros Commc'ns, Inc. S'holder Litig.*, Consol. C.A. No. 6124-VCN, 2011 Del. Ch. LEXIS 36, at *40 (Del. Ch. Mar. 4, 2011) (holding that insider conflicts of interest must be disclosed).

62. As set forth in the Registration Statement, Acamar presented its initial offer to CarLotz on September 11, 2020:

> On September 11, 2020, based on the materials and information made available to Acamar Partners and its preliminary due diligence performed, and following a series of internal calls (including with Acamar Partners' board chairman, Mr. Torres) and meetings to discuss valuation and a proposed transaction structure. Acamar Partners presented to CarLotz a non-binding Letter of Intent (the "Acamar Partners LOI") proposing to combine with CarLotz for a fully-distributed enterprise

[5] The Chancery Action did not make this allegation.

> value between $650 million and $700 million (depending on the mutual agreement of the parties), reflecting an enterprise value entry price for investors of $713 million to $763 million (equivalent to 0.75 to 0.81 times CarLotz' 2022 estimated revenue of $945 million). The Acamar Partners LOI also provided for (i) a PIPE Investment in the amount of $100 million to supplement Acamar Partners' cash in trust, (ii) an earn-out on 3.8 million of the Sponsor's promote shares and 7.5 million of the shares issuable to CarLotz' existing stockholders in the merger (with 50% of the earn-out shares to be released if the shares of New CarLotz common stock trade above $12.50 for 20 trading days in any 30 consecutive trading days period and the remaining 50% to be released if the shares of New CarLotz common stock trade above $15.00 for 20 trading days in any 30 consecutive trading days period) and (iii) an exclusivity in favor of Acamar Partners through October 5, 2020.

Ex. E at 90.

63. The Supplemental Disclosures informed Acamar's stockholders for the first time that "[t]he Acamar Partners [letter of intent] also proposed that the Sponsor would be entitled to nominate two directors (including one independent director) for New CarLotz so long as it holds 3% of the outstanding shares of the combined company, which was ultimately reflected in the New CarLotz Stockholders Agreement." Ex. B at 6.

64. Defendants Aizpuru and Skinner, who were previously directors of Acamar, now serve as directors of CarLotz.

65. The fact that Acamar's initial offer to CarLotz proposed that two directors serve on the board of the combined company was material to Acamar's stockholders, and the Supplemental Disclosures cured this material omission solely in response to the Demand Letter and Complaint.

Terms of Non-Disclosure Agreements

66. According to the Registration Statement, during the process leading up to the execution of the Merger Agreement, "Acamar Partners entered into non-disclosure agreements and received and reviewed detailed information in relation to 50 potential acquisition targets." Ex. E at 87.

67. As alleged in the Demand Letter and Complaint, the Registration Statement failed to disclose the terms of the non-disclosure agreements executed by the Company. Ex. A at ¶ 25.[6]

68. In the merger context, non-disclosure agreements may contain standstill and/or "don't ask, don't waive" provisions that restrict parties' abilities to request waivers of standstill provisions and make offers. Without being provided the terms of non-disclosure agreements, stockholders may have the mistaken belief that, if potentially interested parties wished to come forward with offers, they were permitted to do so, when in fact they were contractually prohibited from doing so. *See, e.g., In re Ancestry.com, Inc. S'holder Litig.*, Consol. C.A. No. 7988-CS (Del. Ch. Dec. 17, 2012) (granting injunction pending disclosure of don't ask, don't waive standstills even after they had been waived and noting that stockholders were operating under a "false impression that any of the folks who signed the standstill could have made a superior proposal. That's not true. They could only make it by breaching the standstill.").

69. The Supplemental Disclosures provided the terms of the non-disclosure agreements executed by the Company solely in response to the Demand Letter and Complaint. Ex. B at 3.

***The Demand Letter and Complaint Caused the Supplemental Disclosures***

70. The above-referenced material Supplemental Disclosures were caused by the Demand Letter and Complaint.

71. As set forth in the Supplemental Disclosures:

> Since the Registration Statement was declared effective, two putative stockholder lawsuits have been filed against the Company, certain of its officers and directors, Merger Sub and CarLotz in the Court of Chancery in the State of Delaware and the Supreme Court of the State of New York, County of New York, respectively, captioned *Cody Laidlaw v. Acamar Partners Acquisition Corp. et al.*, C.A. No. 2021-0016-SG (Del. Ch.) and *Marc Waterman v. Acamar Partners Acquisition Corp. et al.*, Index No. 650148/2021 (N.Y. Sup. Ct., New York Cty.) (the "Legal Actions"). The Legal Actions allege that the members of the board of directors of

[6] The Chancery Action did not make this allegation.

> the Company (the "Board") breached their fiduciary duties in connection with the merger by omitting material information with respect to the merger from the Definitive Proxy Statement/Prospectus, and that certain other defendants aided and abetted such breaches. . . .
>
> *[S]ince the outcome of these lawsuits is uncertain, cannot be predicted with any certainty and may cause delays to the closing of the merger, and to eliminate the burden and expense of litigation, the Company has decided to make the following supplemental disclosures. . . .*
>
> *[T]he Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions.*

Ex. B at 2-3 (emphasis added).

***The Supplemental Disclosures Conferred a Substantial Common Benefit on Acamar's Stockholders that Warrants an Award of Attorneys' Fees and Expenses***

72. The Supplemental Disclosures conferred a substantial common benefit on Acamar's stockholders as they allowed stockholders to meaningfully assess the fairness of the Transaction and determine whether to vote in support thereof.[7]

73. Plaintiff is entitled to an award of fees and expenses for its efforts and conferring a "substantial" or "common" benefit on the members of an ascertainable class.[8] *See Mills v. Electric Auto-Lite*, 396 U.S. 375, 396 (1970). In *Mills*, the Supreme Court held that vindicating Section 14(a)'s statutory policy of "informed corporate suffrage" confers a substantial benefit upon stockholders sufficient to warrant awarding attorney's fees. *Id.* Since *Mills*, both federal and state jurisprudence reflect that it has become "well established that non-monetary benefits, such as promoting fair and informed corporate suffrage . . . support a fee award." *Koppel v. Wien*, 743 F.2d 129, 134-35 (2d Cir. 1984).

---

[7] On January 20, 2021, a majority of Acamar's stockholders voted to approve the Transaction, and the Transaction was consummated on January 21, 2021.

[8] As of December 30, 2020, there were over 30 million shares of Acamar common stock outstanding, held by hundreds, if not thousands, of individuals or entities scattered throughout the country.

74. Courts across the country have recognized the importance of an informed stockholder vote under *Mills* and have approved attorney fee awards based on supplemental disclosures similar to those obtained by Plaintiff here. *See, e.g., In re Celera Corp. S'holder Litig.*, C.A. No. 6304-VCP, 2012 WL 1020471, at *32-33 (Del. Ch. Mar. 23, 2012), *aff'd in part and rev'd in part by* C.A. No. 212, 2012 (Del. Dec. 27, 2012) (contested award of $650,000 in attorneys' fees for supplemental disclosures); *In re Sepracor Inc. S'holders Litig.*, C.A. No. 487-VCS (Del. Ch. May 21, 2010) (award of $550,000 in attorneys' fees for supplemental disclosures); *Scarantino v. Silver Bay Realty Trust Corp.*, Case No. 17-cv-01066 (D. Minn. June 8, 2017) ($350,000 fee); *Kim v. BATS Global Markets, Inc.*, Case No. 2:16-cv-02817 (D. Kan. Jan 13, 2017) ($350,000 fee); *Garcia v. Kate Spade & Co.*, Case No. 17-cv-4177 (S.D.N.Y. Aug. 28, 2017) ($320,000 fee); *Joel Rosenfeld IRA v. Cynosure, Inc.*, Case No. 17-10309 (D. Mass. Feb. 5, 2018) ($300,000 fee); *Gieske v. Whole Foods Market Inc.*, Case No. 17-cv-684 (W.D. Tex. Sept. 26, 2017) ($280,000 fee); *In re Time Warner, Inc. S'holder Litig.*, Case No. 1:17-cv-00399 (S.D.N.Y. Mar. 1, 2017) ($240,000 fee); *Pajnigar v. Arctic Cat, Inc.*, Case No. 17-cv-00443 (D. Minn. Mar. 27, 2017) ($237,500 fee); *Guerra v. Linear Tech. Corp.*, Case No. 4:16-cv-05514 (N.D. Cal. Oct. 24, 2016) ($195,000 fee).

***The Supplemental Disclosures Conferred a Substantial Benefit on Defendants and Defendants are Liable for Plaintiff's Reasonable Attorneys' Fees and Expenses***

75. Not only did the Supplemental Disclosures confer a substantial common benefit on Acamar's stockholders, but they substantially benefitted Defendants by curing their breaches of fiduciary duties or the aiding and abetting thereof and violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") for failing to disclose material information in the Registration Statement, and allowed Defendants to avoid further liability in connection therewith.

76. Indeed, the Supplemental Disclosures explicitly stated that, "since the outcome of these lawsuits is uncertain, cannot be predicted with any certainty and may cause delays to the closing of the merger, and to eliminate the burden and expense of litigation, the Company has decided to make the following supplemental disclosures." Ex. B at 2.

77. Accordingly, Defendants are liable for Plaintiff's reasonable fees and expenses for the substantial benefits conferred on both Acamar's stockholders and Defendants through the Supplemental Disclosures.

***Defendants Claim Plaintiff is Not Entitled to Any Fee, But Agreed to Pay Plaintiff in the Chancery Action $175,000 in Connection with Two Supplemental Disclosures***

78. Following the stockholder vote on the Transaction, Plaintiff attempted to negotiate in good faith with counsel for Defendants regarding reasonable fees and expenses for the substantial common benefit that the Supplemental Disclosures provided to the Company's stockholders.

79. However, counsel for Defendants stated that they will not agree to pay any fees or expenses to Plaintiff.

80. Meanwhile, counsel for Defendants agreed to pay attorneys' fees and expenses in the amount of $175,000 to counsel for plaintiff in the Chancery Action in connection with two claims that were mooted by the Supplemental Disclosures, both of which were alleged in the Demand Letter and Complaint. *See* Ex. C.

81. The Demand Letter and Complaint not only caused the Supplemental Disclosures regarding CarLotz's financial projections and the financial analyses, but were also the sole cause of the material Supplemental Disclosures regarding: (i) Goldman's engagement; (ii) the timing of the post-transaction directorship communications; and (iii) the terms of the non-disclosure agreements executed during the process leading up to the Transaction.

82. Plaintiff is clearly entitled to $175,000 for the benefits created by the Supplemental Disclosures regarding CarLotz's financial projections and the financial analyses. Plaintiff is also entitled to $100,000 for the additional three Supplemental Disclosures that were caused solely by the Demand Letter and Complaint.

83. Accordingly, Plaintiff seeks fees and expenses in the amount of $275,000.

**CAUSE OF ACTION**
**Against Defendants for Attorneys' Fees and Expenses**

84. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

85. Following discussions between the parties, and as a direct result of Plaintiff's efforts, the Demand Letter, and the Complaint, Defendants filed the Supplemental Disclosures.

86. As set forth above, the Supplemental Disclosures: (i) cured the material omissions in the Registration Statement; (ii) conferred a substantial common benefit on Acamar's stockholders and allowed them to cast an informed vote on the Transaction; and (iii) conferred a substantial benefit on Defendants by curing their breaches of fiduciary duties or the aiding and abetting thereof and violations of Sections 14(a) and 20(a) of the Exchange Act, and allowed Defendants to avoid further liability in connection therewith.

87. Plaintiff is entitled to be paid reasonable fees and expenses by Defendants for its services rendered and for obtaining the material Supplemental Disclosures.

88. The failure to award Plaintiff's fees and expenses will result in the unjust enrichment of Defendants.

**PRAYER FOR RELIEF**

**WHEREFORE**, Plaintiff prays for judgment and relief against Defendants as follows:

A. An aggregate award of attorneys' fees and expenses in the amount of $275,000; and

B. Such other and further relief as the Court may deem just and proper.

Dated: June 2, 2021

**RIGRODSKY LAW, P.A.**

By: */s/ Gina M. Serra*

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CSC

# Notice of Service of Process

**null / ALL**
**Transmittal Number: 23495264**
**Date Processed: 07/16/2021**

**Primary Contact:**
Joseba Picaza
Acamar Partners Acquisition Corp.
1450 Brickell Ave
Ste 2130
Miami, FL 33131-3444

| | |
|---|---|
| **Entity:** | CarLotz, Inc.<br>Entity ID Number 3874484 |
| **Entity Served:** | Carlotz, Inc. (n/k/a Carlotz Group, Inc.) |
| **Title of Action:** | Rigrodsky Law, P.A. vs. Acamar Partners Acquisition Corp. (n/k/a Carlotz, Inc.) |
| **Document(s) Type:** | Summons/Complaint |
| **Nature of Action:** | Contract |
| **Court/Agency:** | Nassau County Supreme Court, NY |
| **Case/Reference No:** | Not Shown |
| **Jurisdiction Served:** | Delaware |
| **Date Served on CSC:** | 07/14/2021 |
| **Answer or Appearance Due:** | 30 Days |
| **Originally Served On:** | CSC |
| **How Served:** | Personal Service |
| Sender Information: | Gina M. Serra<br>516-683-3516 |

Information contained on this transmittal form is for record keeping, notification and forwarding the attached document(s). It does not constitute a legal opinion. The recipient is responsible for interpreting the documents and taking appropriate action.

**To avoid potential delay, please do not send your response to CSC**

251 Little Falls Drive, Wilmington, Delaware 19808-1674 (888) 690-2882 | sop@cscglobal.com

**SUPREME COURT OF THE STATE OF NEW YORK**
**COUNTY OF NASSAU**

| | | |
|---|---|---|
| RIGRODSKY LAW, P.A., | X | |
| | : | Index No. |
| Plaintiff, | : | |
| | : | **SUMMONS** |
| v. | : | |
| ACAMAR PARTNERS ACQUISITION CORP. (N/K/A CARLOTZ, INC.), JUAN CARLOS TORRES CARRETERO, LUIS IGNACIO SOLORZANO AIZPURU, DOMENICO DE SOLE, JAMES E. SKINNER, TECK H. WONG, ACAMAR PARTNERS SUB, INC., and CARLOTZ, INC. (N/K/A CARLOTZ GROUP, INC.), | : | |
| Defendants. | : | |
| | X | |

To the above-named defendants:

YOU ARE HEREBY SUMMONED to answer the complaint in this action and to serve a copy of your answer, or, if the complaint is not served with this summons, to serve a notice of appearance, on the plaintiff's attorneys within 20 days after the service of this summons, exclusive of the day of service (or within 30 days after the service is complete if this summons is not personally delivered to you within the State of New York); and in case of your failure to appear or answer, judgment will be taken against you by default for the relief demanded in the complaint.

Plaintiff designates Nassau County as the place of trial. The basis of venue is, *inter alia*, that plaintiff's headquarters are located in this County.

Dated: June 2, 2021

**RIGRODSKY LAW, P.A.**

By: */s/ Gina M. Serra*

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*Attorneys for Plaintiff*

**SUPREME COURT OF THE STATE OF NEW YORK**
**COUNTY OF NASSAU**

| | | |
|---|---|---|
| RIGRODSKY LAW, P.A., | : | Index No. |
| Plaintiff, | : | **COMPLAINT FOR ATTORNEYS' FEES AND EXPENSES** |
| v. | : | |
| ACAMAR PARTNERS ACQUISITION CORP. (N/K/A CARLOTZ, INC.), JUAN CARLOS TORRES CARRETERO, LUIS IGNACIO SOLORZANO AIZPURU, DOMENICO DE SOLE, JAMES E. SKINNER, TECK H. WONG, ACAMAR PARTNERS SUB, INC., and CARLOTZ, INC. (N/K/A CARLOTZ GROUP, INC.), | : | **JURY TRIAL DEMANDED** |
| Defendants. | : | |

Plaintiff Rigrodsky Law, P.A. ("Rigrodsky Law" or "Plaintiff"), for this complaint against Defendants (defined below), alleges the following upon knowledge, information, and/or belief:

## NATURE OF THE ACTION

1. Plaintiff brings this action against defendants Acamar Partners Acquisition Corp. (now known as CarLotz, Inc.) ("Acamar" or the "Company"), its former Board of Directors (the "Board"), CarLotz, Inc. (now known as CarLotz Group, Inc.) ("CarLotz"), and Acamar Partners Sub, Inc. ("Merger Sub") (collectively, "Defendants") to recover Plaintiff's fees and expenses as set forth below.

2. On October 21, 2020, Acamar's Board caused the Company to enter into an agreement and plan of merger (the "Merger Agreement") with CarLotz and Merger Sub.

3. Pursuant to the terms of the Merger Agreement, among other things: (i) Merger Sub merged with and into CarLotz, with CarLotz surviving as a wholly-owned subsidiary of Acamar;

and (ii) each share of CarLotz common stock was converted into the right to receive cash and newly-issued shares of Acamar Class A common stock (the "Transaction").

4. On October 29, 2020, Defendants filed a Form S-4 Registration Statement with the United States Securities and Exchange Commission ("SEC") in connection with the Transaction (the "Registration Statement").

5. On November 9, 2020, Plaintiff sent a letter to counsel for Acamar (the "Demand Letter"), which asserted that the Registration Statement omitted material information regarding the Transaction and demanded that such information be disclosed to the Company's stockholders prior to the vote on the Transaction.

6. On December 7, 2020, counsel for Acamar acknowledged receipt of the Demand Letter and stated that counsel would review the Demand Letter.

7. On December 16, December 23, and December 30, 2020, Defendants filed amendments to the Registration Statement, which were substantively identical to the Registration Statement.

8. Plaintiff followed up with counsel for Acamar on December 30, 2020 and January 6, 2021.

9. On January 7, 2021, counsel for Acamar stated that counsel was checking on the status and would be in touch to discuss the Demand Letter.

10. Later on January 7, 2021, a complaint was filed in the Court of Chancery of the State of Delaware (the "Chancery Action"), alleging two of the claims asserted in the Demand Letter.

11. On January 8, 2021, Plaintiff filed a complaint on behalf of plaintiff Marc Waterman (the "Stockholder") in the Supreme Court of the State of New York, County of New

York (the "Complaint," attached hereto as Exhibit A, filed in the "Action"), alleging the claims set forth in the Demand Letter. Plaintiff sent the Complaint to counsel for Acamar that same day via email and informed counsel for Acamar that Plaintiff was preparing a motion to enjoin the stockholder vote on the Transaction, which was scheduled for January 20, 2021.

12. On January 10, 2021, counsel for Acamar informed Plaintiff that counsel would be "happy to discuss addressing [the Stockholder's] disclosure concerns."

13. On January 11, 2021, Plaintiff and counsel for Acamar spoke by telephone and counsel for Acamar informed Plaintiff that Defendants would be filing an amendment to the Registration Statement, which would address and moot the Stockholder's claims regarding the materially incomplete Registration Statement.

14. On January 12, 2021, Defendants filed a Form 8-K with the SEC, which contained material supplemental disclosures that addressed and mooted the claims asserted in the Demand Letter and Complaint regarding the materially incomplete Registration Statement (the "Supplemental Disclosures," attached hereto as Exhibit B). The Supplemental Disclosures explicitly stated that "*the Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions.*"[1] Ex. B at 3

[1] The Supplemental Disclosures defined "Legal Actions" as the Action and the Chancery Action:

> [T]wo putative stockholder lawsuits have been filed against the Company, certain of its officers and directors, Merger Sub and CarLotz in the Court of Chancery in the State of Delaware and the Supreme Court of the State of New York, County of New York, respectively, captioned *Cody Laidlaw v. Acamar Partners Acquisition Corp. et al.*, C.A. No. 2021-0016-SG (Del. Ch.) and *Marc Waterman v. Acamar Partners Acquisition Corp. et al.*, Index No. 650148/2021 (N.Y. Sup. Ct., New York Cty.) (the "Legal Actions"). The Legal Actions allege that the members of the board of directors of the Company (the "Board") breached their fiduciary duties in connection with the merger by omitting material information with respect to the merger from the Definitive Proxy Statement/Prospectus, and that certain other defendants aided and abetted such breaches. . . .

(emphasis added).

15. That same day, counsel for Acamar sent an email to Plaintiff stating: "FYI, here's the 8-K: https://www.sec.gov/Archives/edgar/data/1759008/000110465921003223/tm212811d2_8k.htm."

16. Following the stockholder vote on the Transaction, Plaintiff attempted to negotiate in good faith with counsel for Defendants regarding reasonable attorneys' fees and expenses for the substantial common benefit that the Supplemental Disclosures provided to the Company's stockholders.

17. However, counsel for Defendants have stated that they will not agree to pay any fees or expenses to Plaintiff.

18. On the other hand, counsel for Defendants agreed to pay attorneys' fees and expenses to counsel for plaintiff in the Chancery Action in the amount of $175,000 in connection with the two claims[2] that were mooted in the Chancery Action by the Supplemental Disclosures. *See* Exhibit C hereto.

19. Through this action, Plaintiff seeks attorneys' fees and expenses in the amount of $275,000.

## JURISDICTION AND VENUE

20. This Court has jurisdiction over the defendants named herein pursuant to New York Civil Practice Law and Rules ("CPLR") § 301 and/or 302. This Court has personal jurisdiction over defendants because, among other things, Plaintiff's headquarters are located in this County.

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Ex. B at 2.

[2] As discussed below, the Demand Letter and Complaint also contained those two claims, in addition to three other claims that were mooted by the Supplemental Disclosures.

The exercise of jurisdiction by this Court is permissible under traditional notions of fair play and substantial justice.

21. Venue is proper in this Court pursuant to CPLR § 503. Among other things, Plaintiff's headquarters are located in this County.

**PARTIES**

22. Plaintiff is a professional association organized under the laws of the State of Delaware with headquarters located at 825 East Gate Boulevard, Suite 300, Garden City, New York 11530.

23. Defendant Acamar was a Delaware corporation and maintained its principal executive offices at 1450 Brickell Avenue, Suite 2130, Miami, Florida 33131 prior to the Transaction. According to the Registration Statement, Acamar was a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses. Acamar's common stock was traded on the NASDAQ under the ticker symbol "ACAM." Following the Transaction, Acamar changed its name to CarLotz, Inc. and applied for continued listing on NASDAQ under the symbols "LOTZ" and "LOTZW."

24. Defendant Juan Carlos Torres Carretero was Chairman of the Board of the Company prior to the Transaction.

25. Defendant Luis Ignacio Solorzano Aizpuru ("Aizpuru") was Chief Executive Officer and a director of the Company prior to the Transaction. Aizpuru now serves as a director of CarLotz.

26. Defendant Domenico de Sole was a director of the Company prior to the Transaction.

27. Defendant James E. Skinner ("Skinner") was a director of the Company prior to the Transaction. Skinner now serves as a director of CarLotz.

28. Defendant Teck H. Wong was a director of the Company prior to the Transaction.

29. Defendant CarLotz is a Delaware corporation and maintains its corporate headquarters at 611 Bainbridge Street, Suite 100, Richmond, Virginia 23224. According to the Registration Statement, CarLotz is a leading consignment-to-retail used vehicle marketplace that provides its corporate vehicle sourcing partners and retail sellers of used vehicles with the ability to access the previously unavailable retail sales channel while simultaneously providing buyers with prices that are, on average, below those of traditional dealerships.

30. Defendant Merger Sub was a Delaware corporation and a wholly-owned subsidiary of Acamar prior to the Transaction. According to the Registration Statement, Merger Sub was incorporated by Acamar on October 16, 2020 to facilitate the Transaction.

## SUBSTANTIVE ALLEGATIONS

### *Background of the Transaction*

31. On October 21, 2020, Acamar's Board caused the Company to enter into the Merger Agreement with CarLotz and Merger Sub.

32. Pursuant to the terms of the Merger Agreement, among other things: (i) Merger Sub merged with and into CarLotz, with CarLotz surviving as a wholly-owned subsidiary of Acamar; and (ii) each share of CarLotz common stock was converted into the right to receive cash and newly-issued shares of Acamar Class A common stock.

33. According to the press release announcing the Transaction:

> Acamar Partners Acquisition Corp. (Nasdaq: ACAM) ("Acamar Partners"), a publicly-traded special purpose acquisition company, and CarLotz, Inc. ("CarLotz" or the "Company"), one of the largest privately-held used vehicle retail disruptors with the industry's only consignment-to-retail sales platform, announced today they

executed a definitive business combination agreement that would make CarLotz a public company. At closing, anticipated in the fourth quarter of 2020, the combined company will be named CarLotz, Inc. and is expected to remain listed on Nasdaq and trade under the new ticker symbol LOTZ. . . .

Transaction Overview

The transaction implies a pro forma enterprise valuation for CarLotz of $827 million, or 0.88x 2022 estimated revenue of $945 million and 6.8x 2022 estimated gross profit of $121 million. Existing CarLotz shareholders will roll over the vast majority of their existing equity, retaining 59% of the combined company's pro forma equity.

The transaction will be fully funded by a combination of Acamar Partners' up to $311 million cash-in-trust and $125 million of PIPE proceeds, which have been fully committed by a pool of institutional and strategic investors, enabling the combined entity to retain up to $321 million of cash following the transaction (assuming no redemptions by Acamar Partners' existing shareholders) to support working capital and fund the Company's growth.

The Board of Directors of each of Acamar Partners and CarLotz have unanimously approved the transaction. The transaction will require the approval of the stockholders of both Acamar Partners and CarLotz, and is subject to other customary closing conditions, including the receipt of certain regulatory approvals. The transaction is expected to fully fund CarLotz' expansion and growth initiatives, including investments in core technology and capital expenditures for a nationwide hub expansion. The transaction is expected to close in the fourth quarter of 2020. . . .

Advisors

CarLotz advisors include Deutsche Bank Securities serving as lead financial and capital markets advisor, Barclays serving as financial and capital markets co-advisor, William Blair serving as capital markets co-advisor and Freshfields Bruckhaus Deringer serving as legal counsel. Acamar Partners advisors include Goldman Sachs as sole financial advisor and placement agent for the PIPE and Simpson Thacher & Bartlett serving as legal counsel.

***The Registration Statement Omitted Material Information Regarding the Transaction***

34. On October 29, 2020, Defendants filed the Registration Statement with the SEC, which recommended that Acamar's stockholders vote to approve the Transaction.

35. On November 9, 2020, Plaintiff sent the Demand Letter to counsel for Defendants, which asserted that the Registration Statement omitted material information regarding the Transaction and demanded that such information be disclosed to the Company's stockholders prior to the vote on the Transaction.

36. On December 7, 2020, counsel for Acamar acknowledged receipt of the Demand Letter and stated that counsel would review the Demand Letter.

37. On December 16, December 23, and December 30, 2020, Defendants filed amendments to the Registration Statement, which were substantively identical to the Registration Statement.

38. Plaintiff followed up with counsel for Acamar on December 30, 2020 and January 6, 2021.

39. On January 7, 2021, counsel for Acamar stated that counsel was checking on the status and would be in touch to discuss the Demand Letter.

40. Later on January 7, 2021, the Chancery Action was filed, alleging two of the claims asserted in the Demand Letter.[3] *See* Exhibit D hereto.

41. On January 8, 2021, Plaintiff filed the Complaint in the Action, which alleged the claims set forth in the Demand Letter. *See* Ex. A.

42. Plaintiff sent the Complaint to counsel for Acamar that same day via email and informed counsel for Acamar that Plaintiff was preparing a motion to enjoin the stockholder vote on the Transaction, which was scheduled for January 20, 2021.

[3] As discussed in greater detail below, the Supplemental Disclosures addressed two disclosure claims asserted in the Chancery Action, each of which was also alleged in the Action.

43. On January 10, 2021, counsel for Acamar informed Plaintiff that counsel would be "happy to discuss addressing [the Stockholder's] disclosure concerns."

44. On January 11, 2021, Plaintiff and counsel for Acamar spoke by telephone and counsel for Acamar informed Plaintiff that Defendants would be filing an amendment to the Registration Statement, which would address and moot the Stockholder's claims regarding the materially incomplete Registration Statement.

45. On January 12, 2021, Defendants filed the material Supplemental Disclosures, which addressed and mooted the claims asserted in the Demand Letter and Complaint regarding the materially incomplete Registration Statement. *See* Ex. B. The Supplemental Disclosures explicitly stated that "*the Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions*." *Id.* at 3 (emphasis added).

46. That same day, counsel for Acamar sent an email to Plaintiff stating: "FYI, here's the 8-K: https://www.sec.gov/Archives/edgar/data/1759008/000110465921003223/tm212811d2_8k.htm."

***The Supplemental Disclosures Were Material to Acamar's Stockholders***

47. As set forth below, the Supplemental Disclosures were material to Acamar's stockholders.

Financial Projections and Financial Analyses

48. As set forth in the Registration Statement, Acamar's directors determined that "the valuation offered for CarLotz was fair," and recommended that Acamar's stockholders vote to approve the Transaction, due to:

> [F]inancial analysis done by the Acamar Partners team, CarLotz' business plan, CarLotz' superior expected revenue and gross profit growth and financial return

> metrics (including medium-term run rate gross profit margin, EBITDA margin and net contribution per unit) compared to peers in the industry, Acamar Partners' discounted cash flow valuation analysis (based on internal assumptions and customary practices), and the relative discount to publicly listed peers such as Carvana and Vroom in terms of enterprise value to the 2022 expected revenue and gross profit.

*See* Exhibit E (relevant portions of the final Registration Statement) at 101-02.

49. However, as asserted in the Demand Letter and the Complaint, the Registration Statement failed to disclose any financial projections for CarLotz (*see* Ex. A at ¶ 23), or a fair summary of the financial analyses performed by the Company's management, including the "valuation materials prepared by Acamar Partners' financial advisors and certain financial analysis . . . summary materials prepared by Acamar Partners' management." Ex. A at ¶ 28; Ex. E at 101.

50. The Supplemental Disclosures cured each of these material omissions.

51. First, the Supplemental Disclosures disclosed CarLotz's financial projections that helped form the basis for the Board's recommendation of the Transaction:

> Certain Financial Projections
>
> As a private company, CarLotz does not, as a matter of course, make public projections as to future performance, revenues, earnings or other results of operations, and generally does not create forecasts for extended periods due to, among other things, the speculative nature of modeling and forecasting future performance, the inherent difficulty of predicting financial performance for future periods and the likelihood that the underlying assumptions and estimates may not be realized, or that actual results will not be significantly higher or lower than projected, particularly since such information by its nature becomes less reliable and subject to greater uncertainty with each successive year. However, in connection with CarLotz' evaluation of potential strategic alternatives and specifically the merger, CarLotz management prepared certain five-year financial forecasts which were provided to Acamar Partners in connection with the process leading to the merger. The financial forecasts provided below are based on figures provided by CarLotz to Acamar Partners as part of the merger due diligence which Acamar Partners used for its discounted cash flow analysis (the "Projections"). Acamar Partners used its own estimates for cost of capital and timing of the discounted cash flows, and calculated the free cash flow figures shown in the Projections disclosed below as EBITDA less capital expenditures (recurring and

non-recurring), changes in working capital and estimated cash taxes of 26%:

| $ Million | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 |
|---|---|---|---|---|---|---|
| Revenue | 110.2 | 356.3 | 944.6 | 1,644.6 | 2,422.8 | 3,266.5 |
| EBITDA | (2.6) | (44.9) | 10.1 | 90.4 | 191.9 | 318.0 |
| FCF | | (119.6) | (62.6) | 32.4 | 105.4 | 197.0 |

*See* Ex. B at 6-7.

52. As a general matter, financial projections are "among the most highly-prized disclosures by investors," as stockholders "cannot hope to [] replicate management's inside view of [a] company's prospects." *In re Netsmart Techs., Inc. S'holders Litig.*, 924 A.2d 171, 203 (Del. Ch. 2007). Courts have repeatedly held that financial forecasts are material because they provide stockholders with a basis to project the future financial performance of a company, and allow them to better understand the financial analyses performed in connection with a proposed transaction. *See, e.g., In re BioClinica, Inc. S'holder Litig.*, Consol. C.A. No. 8272-VCG, 2013 WL 673736, at *18 (Del. Ch. Feb. 25, 2013) (holding that projections of the future value of the company are valuable to a stockholder when deciding whether to exchange his or her ownership for the consideration offered); *Brown v. Brewer*, Case No. CV 06-3731, 2010 U.S. Dist. LEXIS 60863, at *70 (C.D. Cal. June 17, 2010).

53. Second, the Supplemental Disclosures provided a fair summary of the financial analyses performed in connection with the Transaction, including a discounted cash flow analysis:

> This section included a valuation benchmarking analysis and discounted cash flow analysis prepared by Acamar Partners, which are described further below, and a comparison of selected companies, prepared by Goldman Sachs for Acamar Partners, which benchmarked certain financial metrics for CarLotz compared with other publicly traded companies, including Carvana, Vroom and Shift and selected other e-commerce companies, high growth internet retailers and auto dealers based on a variety of historical and forward-looking multiples such as sales, gross profit, earnings before interest, taxes, depreciation, and amortization ("EBITDA") and other financial measures based on current trading multiples. . . .

Valuation Benchmarking*

In its valuation benchmarking analysis, Acamar Partners analyzed the relative valuation multiples of the following publicly traded companies: Carvana, Vroom and Shift, which are the public peers that Acamar Partners considered most relevant (but multiples for other e-commerce companies, high growth internet retailers and auto dealers were also considered). Acamar Partners calculated various financial multiples for each company as summarized below:

| Company | TEV / 2022E Revenue | TEV / 2022E Gross Profit | TEV / 2022E Revenue / 2020E – 2023E Revenue CAGR | TEV / 2022E Gross profit / 2020E – 2023 E Gross profit CAGR |
|---|---|---|---|---|
| **Carvana** | 4.06x | 25.7x | 10.42x | 55.2x |
| **Vroom** | 1.42x | 14.2x | 2.16x | 13.5x |
| **Shift[a]** | 0.77x | 6.2x | 0.84x | 5.0x |
| **Mean** | 2.08x | 15.4x | 4.48x | 24.6x |
| **CarLotz** | 0.88x | 6.8x | 0.60x | 4.1x |

*Note: These comparisons are for illustrative purposes and should not be relied upon as being necessarily indicative of future results. Market data as of September 22, 2020. CarLotz represents fully-distributed Total Enterprise Value ("TEV") of $827 million.

(a) Shift 2019A-2022E financial information per Shift's September 2020 Investor Presentation. Shift's 2023E financial information estimated for purposes of this presentation assuming 2022-2023E revenue growth rate of 70.0%, 2023E gross profit margin of 14.0% and 2023E EBITDA margin of 2.5% based on estimated extrapolations to achieve the Long-Term Targets provided in Shift's September 2020 Investor Presentation. Assumes implied shares of 73.1 million from pro forma capitalization disclosed by Shift in its September 2020 Investor Presentation and share price of $12.67 as of September 22, 2020.

Acamar Partners further analyzed CarLotz' expected growth and profitability in comparison to the above peer set:**

| Company | 2020E-2023E Revenue CAGR (%) | 2020E – 2023E Gross Profit CAGR (%) | 2020E – 2023E Avg. gross margin (%) | 2023E Gross profit margin (%) | 2023E EBITDA margin (%) | 2023E ROIC[b](%) |
|---|---|---|---|---|---|---|
| **Carvana** | 39.0% | 46.5% | 15.1% | 16.0% | 4.3% | 12.6% |
| **Vroom** | 65.5% | 104.8% | 8.9% | 10.8% | 0.8% | 8.9% |
| **Shift[a]** | 91.7% | 123.7% | 11.4% | 14.0% | 2.5% | 6.5% |
| **Mean** | 65.4% | 91.7% | 11.8% | 13.6% | 2.5% | 6.7% |
| **CarLotz** | 146.2% | 166.9% | 12.5% | 14.1% | 5.5% | 18.8% |

**Note: These comparisons are for illustrative purposes and should not be relied upon as being necessarily indicative of future results. Metrics that are considered non-GAAP financial measures such as EBITDA margin are presented on a non-GAAP basis without reconciliations of such forward-looking non-GAAP measures

due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliation. Market data as of September 22, 2020.

(a) Shift 2019A-2022E financial information per from Shift's September 2020 Investor Presentation. Shift 2023E financial information estimated for purposes of this presentation assuming 2022-2023E revenue growth rate of 70.0%, 2023E gross profit margin of 14.0% and 2023E EBITDA margin of 2.5% based on estimated extrapolations to achieve the Long-Term Targets provided in Shift's September 2020 Investor Presentation.

(b) Equal to 2023E after-tax EBIT (assuming 25.0% tax rate) divided by aggregate of book value of equity plus book value of minority interest plus book value of debt as of June 30, 2020, plus cumulative capital expenditures from June 30, 2020 – December 31, 2023. CarLotz and Shift financials pro forma for current contemplated respective transactions.

***Discounted Cash Flow Analysis***

Acamar Partners performed a discounted cash flow analysis based on the Projections. Acamar Partners analyzed the discounted present value of the projected unlevered free cash flows for the calendar years ending December 31, 2021 through 2025. Acamar Partners management calculated the terminal value using a perpetual growth methodology. Acamar Partners used the calendar year ending December 31, 2025 as the final year for the analyses and applied perpetual growth rates, selected in Acamar Partners' professional judgment and experience, ranging from 5.0% to 9.0%, to the projected unlevered free cash flows to calculate a terminal value. The terminal values and projected unlevered free cash flows were discounted using rates ranging from 14.5% to 18.5%, which reflected the weighted average after-tax cost of capital derived by application of the Capital Asset Pricing Model. Acamar Partners reviewed the ranges of present enterprise value from $791.0 million to $2,306.6 million derived in the discounted cash flow analyses and compared them to the $827 million enterprise value implied by the merger consideration:

***Enterprise Value Sensitivity ($ million)***

| | Terminal Growth | | | | |
|---|---|---|---|---|---|
| **WACC** | **5.0%** | **6.0%** | **7.0%** | **8.0%** | **9.0%** |
| **14.5%** | 1,302.1 | 1,464.6 | 1,670.4 | 1,939.6 | 2,306.6 |
| **15.5%** | 1,136.6 | 1,264.7 | 1,423.0 | 1,623.6 | 1,885.8 |
| **16.5%** | 1,000.6 | 1,103.8 | 1,228.7 | 1,383.0 | 1,578.4 |
| **17.5%** | 887.1 | 971.5 | 1,072.1 | 1,193.8 | 1,344.2 |
| **18.5%** | 791.0 | 861.1 | 943.5 | 1,041.5 | 1,160.2 |

***Enterprise Value / Revenue 2022E Sensitivity***

| | Terminal Growth | | | | |
|---|---|---|---|---|---|
| **WACC** | **5.0%** | **6.0%** | **7.0%** | **8.0%** | **9.0%** |
| **14.5%** | 1.4x | 1.6x | 1.8x | 2.1x | 2.4x |
| **15.5%** | 1.2x | 1.3x | 1.5x | 1.7x | 2.0x |
| **16.5%** | 1.1x | 1.2x | 1.3x | 1.5x | 1.7x |
| **17.5%** | 0.9x | 1.0x | 1.1x | 1.3x | 1.4x |
| **18.5%** | 0.8x | 0.9x | 1.0x | 1.1x | 1.2x |

Ex. B at 3-6.

54. Stockholders are entitled to a fair summary of the financial analyses performed by a company and its investment bankers. *See, e.g., In re Pure Res., Inc. S'holders Litig.*, 808 A.2d 421, 449 (Del. Ch. 2002). "[T]he valuation methods used . . . as well as the key inputs and range of ultimate values generated by those analyses must also be fairly disclosed" to stockholders. *Netsmart*, 924 A.2d at 203-04. Moreover, courts have recognized that the discounted cash flow "analysis [is] arguably the most important valuation metric" for a company's stockholders. *Laborers Local 235 Benefit Funds v. Starent Networks, Corp.*, C.A. No. 5002-CC, 2009 Del. Ch. LEXIS 210, at *1-2 (Del. Ch. Nov. 18, 2009); *In re Toys "R" Us, Inc. S'holder Litig.*, 877 A.2d 975, 1013 (Del. Ch. 2005); *Neal v. Alabama By-Prods. Corp.*, C.A. No. No. 8282, 1990 Del. Ch. LEXIS 127, at *20 (Del. Ch. Aug. 1, 1990) ("[The discounted cash flow analysis] is considered by experts to be the preeminent valuation methodology.").

55. Prior to these Supplemental Disclosures, Acamar's stockholders lacked understanding as to how the Company's officers and directors valued CarLotz and the Transaction. The Supplemental Disclosures cured this material omission and allowed the Company's stockholders to make an informed decision with respect to the Transaction.

Engagement of Acamar's Financial Advisor

56. As set forth in the Registration Statement, on September 4, 2020, Acamar determined to engage Goldman Sachs & Co. LLC ("Goldman") as its financial and capital markets

advisor in connection with the Transaction. Ex. E at 89. Goldman subsequently assisted and advised Acamar throughout the process leading up to the Transaction. *See id.* at 89-97.

57. However, as asserted in the Demand Letter and Complaint, the Registration Statement failed to disclose the terms of Goldman's engagement, including, among other things, whether the financial advisor performed past services for any parties to the Merger Agreement or their affiliates. Ex. A at ¶ 27.

58. The Supplemental Disclosures remedied this material omission solely in response to the Demand Letter and Complaint[4]:

> During the two-year period ended October 22, 2020, Goldman Sachs has recognized no compensation for financial advisory and underwriting services provided by its investment banking division to Carlotz, TRP or their respective affiliates (including, if applicable, any portfolio companies). Acamar Partners retained Goldman Sachs as its financial and capital markets advisor. In this capacity, representatives of Goldman Sachs provided Acamar Partners with financial advice and assistance, including assisting Acamar Partners in negotiating the financial aspects of the transactions contemplated in connection with the merger. . . . At various times during the course of Goldman Sachs' engagement as financial advisor to Acamar Partners, representatives of Goldman Sachs discussed with Acamar Partners management various considerations with respect to the merger, which discussions included certain analyses prepared by representatives of Goldman Sachs. Certain analyses and information contained therein were prepared by Goldman Sachs based on requests from Acamar Partners management, discussions between Acamar Partners management and the representatives of Goldman Sachs regarding what analyses and information would be helpful to Acamar Partners at various points during the course of the transaction, and Goldman Sachs' professional judgment and experience, but not with a view towards those financial analyses supporting a fairness opinion. Certain analyses and information contained therein were included in materials sent to the Acamar Partners Board on October 17, 2020, described below.

Ex. B at 5.

59. Due to "the central role played by investment banks in the evaluation, exploration, selection, and implementation of strategic alternatives," courts require the full and fair disclosure

[4] The Chancery Action did not make this allegation.

of investment banker engagement terms and potential conflicts of interest. *See In re Del Monte Foods Co. S'holders Litig.*, 25 A.3d 813, 832 (Del. Ch. 2011).

Timing of Post-Transaction Directorship Communications

60. The Demand Letter and Complaint alleged that the Registration Statement failed to disclose the timing and nature of all communications regarding post-transaction employment and directorships. Ex. A at 29.[5]

61. As a general matter, this information is necessary for stockholders to understand potential interests of officers and directors, as the information can provide illumination concerning any motivations that would prevent fiduciaries from acting solely in the best interests of a company's stockholders. *See generally In re Lear Corp. S'holder Litig.*, 926 A.2d 94, 98 (Del. Ch. 2007) (holding that stockholders were entitled to know which member of management negotiating the transaction had material economic motivations that differed from public stockholders); *see also Millenco L.P. v. meVC Draper Fisher Jurvetson Fund I, Inc.*, 824 A.2d 11, 15 (Del. Ch. 2002) (stating that the "relevant inquiry is not whether an actual conflict of interest exists, but rather whether full disclosure of potential conflicts of interest has been made"); *In re Atheros Commc'ns, Inc. S'holder Litig.*, Consol. C.A. No. 6124-VCN, 2011 Del. Ch. LEXIS 36, at *40 (Del. Ch. Mar. 4, 2011) (holding that insider conflicts of interest must be disclosed).

62. As set forth in the Registration Statement, Acamar presented its initial offer to CarLotz on September 11, 2020:

> On September 11, 2020, based on the materials and information made available to Acamar Partners and its preliminary due diligence performed, and following a series of internal calls (including with Acamar Partners' board chairman, Mr. Torres) and meetings to discuss valuation and a proposed transaction structure. Acamar Partners presented to CarLotz a non-binding Letter of Intent (the "Acamar Partners LOI") proposing to combine with CarLotz for a fully-distributed enterprise

[5] The Chancery Action did not make this allegation.

> value between $650 million and $700 million (depending on the mutual agreement of the parties), reflecting an enterprise value entry price for investors of $713 million to $763 million (equivalent to 0.75 to 0.81 times CarLotz' 2022 estimated revenue of $945 million). The Acamar Partners LOI also provided for (i) a PIPE Investment in the amount of $100 million to supplement Acamar Partners' cash in trust, (ii) an earn-out on 3.8 million of the Sponsor's promote shares and 7.5 million of the shares issuable to CarLotz' existing stockholders in the merger (with 50% of the earn-out shares to be released if the shares of New CarLotz common stock trade above $12.50 for 20 trading days in any 30 consecutive trading days period and the remaining 50% to be released if the shares of New CarLotz common stock trade above $15.00 for 20 trading days in any 30 consecutive trading days period) and (iii) an exclusivity in favor of Acamar Partners through October 5, 2020.

Ex. E at 90.

63. The Supplemental Disclosures informed Acamar's stockholders for the first time that "[t]he Acamar Partners [letter of intent] also proposed that the Sponsor would be entitled to nominate two directors (including one independent director) for New CarLotz so long as it holds 3% of the outstanding shares of the combined company, which was ultimately reflected in the New CarLotz Stockholders Agreement." Ex. B at 6.

64. Defendants Aizpuru and Skinner, who were previously directors of Acamar, now serve as directors of CarLotz.

65. The fact that Acamar's initial offer to CarLotz proposed that two directors serve on the board of the combined company was material to Acamar's stockholders, and the Supplemental Disclosures cured this material omission solely in response to the Demand Letter and Complaint.

Terms of Non-Disclosure Agreements

66. According to the Registration Statement, during the process leading up to the execution of the Merger Agreement, "Acamar Partners entered into non-disclosure agreements and received and reviewed detailed information in relation to 50 potential acquisition targets." Ex. E at 87.

67. As alleged in the Demand Letter and Complaint, the Registration Statement failed to disclose the terms of the non-disclosure agreements executed by the Company. Ex. A at ¶ 25.[6]

68. In the merger context, non-disclosure agreements may contain standstill and/or "don't ask, don't waive" provisions that restrict parties' abilities to request waivers of standstill provisions and make offers. Without being provided the terms of non-disclosure agreements, stockholders may have the mistaken belief that, if potentially interested parties wished to come forward with offers, they were permitted to do so, when in fact they were contractually prohibited from doing so. *See, e.g., In re Ancestry.com, Inc. S'holder Litig.*, Consol. C.A. No. 7988-CS (Del. Ch. Dec. 17, 2012) (granting injunction pending disclosure of don't ask, don't waive standstills even after they had been waived and noting that stockholders were operating under a "false impression that any of the folks who signed the standstill could have made a superior proposal. That's not true. They could only make it by breaching the standstill.").

69. The Supplemental Disclosures provided the terms of the non-disclosure agreements executed by the Company solely in response to the Demand Letter and Complaint. Ex. B at 3.

***The Demand Letter and Complaint Caused the Supplemental Disclosures***

70. The above-referenced material Supplemental Disclosures were caused by the Demand Letter and Complaint.

71. As set forth in the Supplemental Disclosures:

> Since the Registration Statement was declared effective, two putative stockholder lawsuits have been filed against the Company, certain of its officers and directors, Merger Sub and CarLotz in the Court of Chancery in the State of Delaware and the Supreme Court of the State of New York, County of New York, respectively, captioned *Cody Laidlaw v. Acamar Partners Acquisition Corp. et al.*, C.A. No. 2021-0016-SG (Del. Ch.) and *Marc Waterman v. Acamar Partners Acquisition Corp. et al.*, Index No. 650148/2021 (N.Y. Sup. Ct., New York Cty.) (the "Legal Actions"). The Legal Actions allege that the members of the board of directors of

[6] The Chancery Action did not make this allegation.

> the Company (the "Board") breached their fiduciary duties in connection with the merger by omitting material information with respect to the merger from the Definitive Proxy Statement/Prospectus, and that certain other defendants aided and abetted such breaches. . . .
>
> *[S]ince the outcome of these lawsuits is uncertain, cannot be predicted with any certainty and may cause delays to the closing of the merger, and to eliminate the burden and expense of litigation, the Company has decided to make the following supplemental disclosures. . . .*
>
> *[T]he Company makes the following supplemental disclosure solely for the purpose of mooting any alleged disclosure issues asserted in the Legal Actions.*

Ex. B at 2-3 (emphasis added).

***The Supplemental Disclosures Conferred a Substantial Common Benefit on Acamar's Stockholders that Warrants an Award of Attorneys' Fees and Expenses***

72. The Supplemental Disclosures conferred a substantial common benefit on Acamar's stockholders as they allowed stockholders to meaningfully assess the fairness of the Transaction and determine whether to vote in support thereof.[7]

73. Plaintiff is entitled to an award of fees and expenses for its efforts and conferring a "substantial" or "common" benefit on the members of an ascertainable class.[8] *See Mills v. Electric Auto-Lite*, 396 U.S. 375, 396 (1970). In *Mills*, the Supreme Court held that vindicating Section 14(a)'s statutory policy of "informed corporate suffrage" confers a substantial benefit upon stockholders sufficient to warrant awarding attorney's fees. *Id.* Since *Mills*, both federal and state jurisprudence reflect that it has become "well established that non-monetary benefits, such as promoting fair and informed corporate suffrage . . . support a fee award." *Koppel v. Wien*, 743 F.2d 129, 134-35 (2d Cir. 1984).

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[7] On January 20, 2021, a majority of Acamar's stockholders voted to approve the Transaction, and the Transaction was consummated on January 21, 2021.

[8] As of December 30, 2020, there were over 30 million shares of Acamar common stock outstanding, held by hundreds, if not thousands, of individuals or entities scattered throughout the country.

74. Courts across the country have recognized the importance of an informed stockholder vote under *Mills* and have approved attorney fee awards based on supplemental disclosures similar to those obtained by Plaintiff here. *See, e.g., In re Celera Corp. S'holder Litig.*, C.A. No. 6304-VCP, 2012 WL 1020471, at *32-33 (Del. Ch. Mar. 23, 2012), *aff'd in part and rev'd in part by* C.A. No. 212, 2012 (Del. Dec. 27, 2012) (contested award of $650,000 in attorneys' fees for supplemental disclosures); *In re Sepracor Inc. S'holders Litig.*, C.A. No. 487-VCS (Del. Ch. May 21, 2010) (award of $550,000 in attorneys' fees for supplemental disclosures); *Scarantino v. Silver Bay Realty Trust Corp.*, Case No. 17-cv-01066 (D. Minn. June 8, 2017) ($350,000 fee); *Kim v. BATS Global Markets, Inc.*, Case No. 2:16-cv-02817 (D. Kan. Jan 13, 2017) ($350,000 fee); *Garcia v. Kate Spade & Co.*, Case No. 17-cv-4177 (S.D.N.Y. Aug. 28, 2017) ($320,000 fee); *Joel Rosenfeld IRA v. Cynosure, Inc.*, Case No. 17-10309 (D. Mass. Feb. 5, 2018) ($300,000 fee); *Gieske v. Whole Foods Market Inc.*, Case No. 17-cv-684 (W.D. Tex. Sept. 26, 2017) ($280,000 fee); *In re Time Warner, Inc. S'holder Litig.*, Case No. 1:17-cv-00399 (S.D.N.Y. Mar. 1, 2017) ($240,000 fee); *Pajnigar v. Arctic Cat, Inc.*, Case No. 17-cv-00443 (D. Minn. Mar. 27, 2017) ($237,500 fee); *Guerra v. Linear Tech. Corp.*, Case No. 4:16-cv-05514 (N.D. Cal. Oct. 24, 2016) ($195,000 fee).

***The Supplemental Disclosures Conferred a Substantial Benefit on Defendants and Defendants are Liable for Plaintiff's Reasonable Attorneys' Fees and Expenses***

75. Not only did the Supplemental Disclosures confer a substantial common benefit on Acamar's stockholders, but they substantially benefitted Defendants by curing their breaches of fiduciary duties or the aiding and abetting thereof and violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") for failing to disclose material information in the Registration Statement, and allowed Defendants to avoid further liability in connection therewith.

76. Indeed, the Supplemental Disclosures explicitly stated that, "since the outcome of these lawsuits is uncertain, cannot be predicted with any certainty and may cause delays to the closing of the merger, and to eliminate the burden and expense of litigation, the Company has decided to make the following supplemental disclosures." Ex. B at 2.

77. Accordingly, Defendants are liable for Plaintiff's reasonable fees and expenses for the substantial benefits conferred on both Acamar's stockholders and Defendants through the Supplemental Disclosures.

***Defendants Claim Plaintiff is Not Entitled to Any Fee, But Agreed to Pay Plaintiff in the Chancery Action $175,000 in Connection with Two Supplemental Disclosures***

78. Following the stockholder vote on the Transaction, Plaintiff attempted to negotiate in good faith with counsel for Defendants regarding reasonable fees and expenses for the substantial common benefit that the Supplemental Disclosures provided to the Company's stockholders.

79. However, counsel for Defendants stated that they will not agree to pay any fees or expenses to Plaintiff.

80. Meanwhile, counsel for Defendants agreed to pay attorneys' fees and expenses in the amount of $175,000 to counsel for plaintiff in the Chancery Action in connection with two claims that were mooted by the Supplemental Disclosures, both of which were alleged in the Demand Letter and Complaint. *See* Ex. C.

81. The Demand Letter and Complaint not only caused the Supplemental Disclosures regarding CarLotz's financial projections and the financial analyses, but were also the sole cause of the material Supplemental Disclosures regarding: (i) Goldman's engagement; (ii) the timing of the post-transaction directorship communications; and (iii) the terms of the non-disclosure agreements executed during the process leading up to the Transaction.

82. Plaintiff is clearly entitled to $175,000 for the benefits created by the Supplemental Disclosures regarding CarLotz's financial projections and the financial analyses. Plaintiff is also entitled to $100,000 for the additional three Supplemental Disclosures that were caused solely by the Demand Letter and Complaint.

83. Accordingly, Plaintiff seeks fees and expenses in the amount of $275,000.

**CAUSE OF ACTION**
**Against Defendants for Attorneys' Fees and Expenses**

84. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

85. Following discussions between the parties, and as a direct result of Plaintiff's efforts, the Demand Letter, and the Complaint, Defendants filed the Supplemental Disclosures.

86. As set forth above, the Supplemental Disclosures: (i) cured the material omissions in the Registration Statement; (ii) conferred a substantial common benefit on Acamar's stockholders and allowed them to cast an informed vote on the Transaction; and (iii) conferred a substantial benefit on Defendants by curing their breaches of fiduciary duties or the aiding and abetting thereof and violations of Sections 14(a) and 20(a) of the Exchange Act, and allowed Defendants to avoid further liability in connection therewith.

87. Plaintiff is entitled to be paid reasonable fees and expenses by Defendants for its services rendered and for obtaining the material Supplemental Disclosures.

88. The failure to award Plaintiff's fees and expenses will result in the unjust enrichment of Defendants.

**PRAYER FOR RELIEF**

**WHEREFORE**, Plaintiff prays for judgment and relief against Defendants as follows:

A. An aggregate award of attorneys' fees and expenses in the amount of $275,000; and

B. Such other and further relief as the Court may deem just and proper.

Dated: June 2, 2021

**RIGRODSKY LAW, P.A.**

By: */s/ Gina M. Serra*

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