



**CARS.COM INC.
ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER**

The Board of Directors (the "Board") of Cars.com Inc. d/b/a Cars Commerce ("CARS"), has established the Environmental, Social and Governance Committee (the "Committee") as a committee of the Board with the authority, responsibilities and specific duties described in this Committee Charter (the "Charter").

Purpose

The purpose of the Committee is to (1) assist the Board in overseeing environmental, social, and governance ("ESG") matters, including those related to sustainability and climate change, that are relevant to CARS business, and devoting appropriate attention and effective response to stakeholder concerns regarding such matters, (2) provide general oversight of ESG initiatives, in coordination with other Board committees as appropriate, and (3) perform such other duties and responsibilities enumerated in and consistent with this Charter.

The Committee shall review CARS ESG policies, practices and positions to further its corporate citizenship and sustainability (including but not limited to issues related to the environment, climate change, human rights, labor rights, and diversity and inclusion), considering the impact on internal and external stakeholders.

Membership

The size of the Committee shall be determined by the Board in its sole discretion. The members of the Committee shall be appointed annually by the Board and will serve until their successors are appointed or earlier at the Board's discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board. The Board shall appoint one member of the Committee as its Chair. All members of the Committee shall meet the independence requirements of the New York Stock Exchange and any other applicable laws or regulations.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Chair shall preside at each meeting of the Committee. In the event the Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. The Committee shall maintain minutes or other records of meetings and activities of the Committee and make regular reports to the Board.

Responsibilities

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority (i) to retain and terminate any search firm to be used to identify director candidates and (ii) to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The following functions shall be the recurring activities of the Committee in carrying out its responsibilities outlined in this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional or substitute functions and adopt additional policies and procedures as may be appropriate considering changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

The Committee may form subcommittees of the Committee and may delegate authority to such a subcommittee, to one or more designated members of the Board, or to one or more designated Company officers.

Environmental

1. The Committee shall oversee and advise the Board on (a) CARS environmental sustainability goals, (b) CARS progress on environmental sustainability goals and initiatives, (c) CARS position in independent rating systems and (d) any reporting of such targets and CARS progress and position in rankings.
2. The Committee shall maintain oversight of communications on environmental sustainability matters and work with management to collect feedback on shareholder concerns related to environmental sustainability.

Social

1. The Committee shall review and discuss with management the human capital management matters relevant to CARS employees, including creating an equitable and fair work environment, workplace health and safety, diversity and inclusion, employee engagement, and policies promoting such outcomes.
2. The Committee shall review and provide guidance on CARS public policy advocacy efforts to confirm alignment with company policies and values.
3. The Committee shall oversee and review CARS policies on community involvement and corporate charitable activities.

Governance

1. The Committee shall recommend to the Board nominees for each committee of the Board as well as identifying who should chair each committee and who should chair the Board itself.
2. The Committee shall actively seek individuals qualified to become directors for recommendation to the Board, consistent with criteria identified by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In identifying and recommending individuals to stand for election, the Committee shall consider factors that it deems appropriate. The Board believes that a diverse board composed of highly qualified directors from varied backgrounds, who reflect the population demographics of CARS markets, employees, and customer base, promotes better corporate governance. As such, the Committee considers candidates who are highly qualified based on a number of factors, including their judgment, skill, risk management expertise, experience with businesses and other organizations of comparable size and complexity, and the extent to which the candidate would be a desirable addition or have a particular set of skills that would assist the Board in carrying out its functions, as well as diversity criteria including race, gender, sexual orientation, age, background, ethnicity and geography. To help find the appropriate candidates, the Committee, if appropriate, may engage qualified independent external advisors to conduct a search for qualified candidates.

3. The Committee shall consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of CARS directors.
4. The Committee shall identify Board members qualified to serve on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in this Charter or any other committee charter, if any, as well as any other factors it deems appropriate, including applicable law and New York Stock Exchange listing rules and the candidate's experience with the committee's goals and processes.
5. The Committee shall seek to ensure that customary vetting procedures and background checks are undertaken with respect to individuals suggested for potential Board membership by stockholders of CARS or other sources.
6. The Committee shall develop and execute an annual self- evaluation process for the Board and its committees. The Committee shall oversee the annual self-evaluations and present its findings and recommend any modifications as a result of the self-evaluations. The Committee shall also conduct its own annual performance review and evaluation of the Committee.
7. The Committee shall annually review and make recommendations to the Board, if appropriate, concerning any modifications or changes in the size, structure and composition of the Board and its committees.
8. The Committee shall periodically, review and assess the adequacy of the Corporate Governance Guidelines of CARS and recommend any proposed changes to the Board for approval.
9. The Committee shall monitor compliance by Board members with the rules and guidelines of CARS share ownership or retention guidelines or requirements that may be established.

10. The Committee shall on a periodic basis review the organization and succession planning for CARS senior executive officers and will do so in concert with the Compensation Committee.
11. The Committee shall review and assess the adequacy of this Charter and the charters of the other committees annually and recommend any proposed changes to the Board for approval.

Last Updated: December 8, 2022