

**CHARTER OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF
TRUECAR, INC.**

(Adopted: February 23, 2020)

ARTICLE I: PURPOSE

Section 1.1. Purpose. The purpose of the Executive Committee (the “*Executive Committee*”) of the Board of Directors (the “*Board*”) of TrueCar, Inc. (the “*Company*”) is to assist with coordinating the Board’s activities and to be in a position to act expeditiously with the full authority of the Board in intervals between meetings of the Board, except to the extent limited by this charter.

ARTICLE II: COMPOSITION

Section 2.1. Membership and Appointment. The membership of the Executive Committee shall consist of the chairperson of the Board and the chairperson of each of the Audit Committee of the Board, the Compensation and Workforce Committee of the Board, the Nominating and Corporate Governance Committee of the Board and the Risk Committee of the Board, each of whom shall automatically serve *ex officio* during their service in such positions, and shall automatically be removed from the Executive Committee upon the termination of their service in such positions. The Board may, from time to time, but shall not be required to, provide for the Company’s Chief Executive Officer to serve as an additional *ex officio* member of the Committee (if he or she is a member of the Board), or to appoint additional members of the Board to the Executive Committee, who shall serve for such term or terms as the Board may determine or until their earlier resignation or death and may be removed by the Board at any time with or without cause. Any vacancy on the Executive Committee, occurring for whatever reason, may be filled only by the Board.

Section 2.2. Qualifications. The Board may, from time to time, establish additional qualifications for membership on the Executive Committee.

Section 2.3. Chairperson. The chairperson of the Board shall serve as the chairperson of the Executive Committee.

ARTICLE III: AUTHORITY

Section 3.1. Authority. The Executive Committee shall, subject to the limitations set forth in Section 3.2, to the fullest extent permitted by applicable law and the Certificate of Incorporation and Bylaws of the Company, have the authority to take any action that the Board otherwise could take.

Section 3.2. Limitations on Authority. Notwithstanding Section 3.1, the Executive Committee shall not, and shall have no authority to:

- (a) Adopt, amend or repeal, or recommend to the Company’s stockholders the adoption, amendment or repeal of, any portion of the Certificate of Incorporation or Bylaws of the Company.
- (b) Approve or adopt, or recommend to the Company’s stockholders, any action or matter expressly required by applicable law to be submitted to stockholders for approval, including, but not limited to, the adoption of a merger agreement pursuant to Section 251(c) of the General Corporation

Law of the State of Delaware or the approval of the issuance of substantial amounts of equity under applicable Nasdaq Stock Market Rules.

(c) Authorize the Company's execution or delivery of definitive documentation, or make a recommendation to the Company's stockholders on behalf of the Board, with respect to a transaction or series of related transactions that, if consummated, would result in (i) a change of control of the Company or (ii) the Company's acquiring, purchasing, selling, disposing of or otherwise transferring securities or other assets worth more than an amount equal to 50% of the Company's total revenues during the most recently completed fiscal year of the Company preceding the date of such authorization or recommendation.

(d) Take any action that applicable law (including stock exchange regulations), the Certificate of Incorporation or Bylaws of the Company or a resolution of the Board expressly so stating reserves to the Board alone.

ARTICLE IV: MEETINGS AND PROCEDURES

Section 4.1. Meetings.

(a) The Executive Committee shall meet at such times and places as the Board or the Executive Committee determines. The chairperson of the Executive Committee shall preside at each meeting. The chairperson shall approve the agenda for the Executive Committee's meetings and any member may suggest items for consideration. If the chairperson is not present, an acting chair may be designated by the Executive Committee members present. Except as otherwise provided in this charter, the Executive Committee shall be governed by the same rules regarding meetings (including with respect to meetings in person or by telephone or similar communications), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board under the Bylaws of the Company.

(b) The Executive Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

(c) The Executive Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Executive Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including directors who are not members of the Executive Committee.

Section 4.2. Reporting to the Board of Directors. The Executive Committee shall report regularly to the Board regarding its activities and recommendations as appropriate.

Section 4.3. Authority to Retain Advisors.

(a) The Executive Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of any consultant, outside legal counsel or other advisor as it deems necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this charter (each, an "*Advisor*"). The Executive Committee shall have direct responsibility for and shall set the compensation and oversee the work of any Advisor. The Company shall provide appropriate funding, as determined by the Executive Committee, to pay any such Advisor and any administrative expenses of the Executive Committee that the Executive Committee determines are necessary or appropriate in carrying out its activities.

(b) The Executive Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisor, and the authority granted to the Executive Committee pursuant to this charter shall not affect the ability or obligation of the Executive Committee to exercise its own judgment in fulfillment of its duties hereunder.

Section 4.4. Subcommittees. The Executive Committee may form subcommittees for any purpose that the Executive Committee deems appropriate and may delegate to such subcommittees such of its responsibilities, power and authority as the Executive Committee deems appropriate. If designated, any subcommittee shall establish its own schedule and maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

Section 4.5. Compensation. Members of the Executive Committee shall not receive any fees for their service as Executive Committee members unless the Board otherwise determines in its sole discretion.