

**CHARTER OF THE DISCLOSURE COMMITTEE
OF TRUECAR, INC.**

(Revised and adopted: April 1, 2019; Originally Effective: May 16, 2014)

This Charter (this “*Charter*”) of the Disclosure Committee (the “*Committee*”) of TrueCar, Inc., a Delaware corporation (the “*Company*”), has been adopted by the Chief Executive Officer and Principal Financial Officer (the “*Senior Officers*”) of the Company.

ARTICLE I: PURPOSE

Section 1.1. Statement of Policy. It is the Company’s policy that all public disclosure made by the Company be accurate and complete, fairly present in all material respects the Company’s financial condition and results of operations and be made on a timely basis as required by applicable laws and securities exchange requirements.

Section 1.2. Purpose of the Committee. The purpose of the Committee is to ensure that the information contained in the Disclosure Statements is recorded, processed, summarized and reported accurately to senior management of the Company, including the Senior Officers, as appropriate to allow timely decisions regarding such disclosure. “*Disclosure Statements*” means, collectively, (a) the periodic and current reports, proxy statements, information statements, registration statements and other information the Company files with or furnishes to the Securities and Exchange Commission (the “*SEC*”), (b) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company’s stockholders, (c) correspondence broadly disseminated to stockholders, (d) presentations of financial information or earnings guidance and other presentations to stockholders or the investment community and (e) disclosures relating to the Company’s results of operations and financial position or its securities posted to its website or through social media channels.

ARTICLE II: MEMBERSHIP AND ORGANIZATION

Section 2.1. Co-Chairs. The Company’s Principal Accounting Officer and General Counsel shall co-chair the Committee and shall be responsible for setting the agenda of the Committee at its meetings (or at any meeting of a subgroup of the Committee), coordinating the activities of the Committee and implementing the information gathering processes in accordance with the requirements of this Charter within the various departments of the Company.

Section 2.2. Membership. The membership of the Committee shall consist of the Senior Officers, the co-chairs of the Committee and such other officers and employees of the Company as the Senior Officers may consider appropriate. In establishing the Committee’s membership, care shall be taken to ensure that individuals performing functions related to sales, risk management, investor relations, human resources, legal matters and each material department of the Company are represented. Representatives of the Company’s outside legal counsel, independent auditors and other personnel of the Company or representatives of its outside advisors may be invited to attend meetings of the Committee, as the Committee deems necessary or appropriate in performing its functions.

Section 2.3. Membership Changes. The Controller shall, from time to time, consider whether changes in the Company’s business, operations, organization, management or personnel warrant changes to the membership of the Committee and may, at any time, with the approval of the Senior Officers, make such changes to the Committee’s membership as they deem appropriate.

Section 2.4. Assumption and Delegation of Responsibility. The Senior Officers at their option may at any time assume any or all of the responsibilities of the Committee identified in this Charter or may designate two or more members of the Committee (at least one of whom shall be an attorney with expertise in SEC rules and regulations with respect to disclosure and at least one of whom shall be knowledgeable about accounting and SEC financial reporting) who shall have the power, acting collectively, to review and approve (subject to execution by the relevant directors

and officers of the Company, to the extent applicable) Disclosure Statements other than periodic reports when time or circumstances do not permit the full Committee to meet.

ARTICLE III: RESPONSIBILITIES AND AUTHORITY

Section 3.1. Responsibilities. The Committee shall assist the Senior Officers in fulfilling their responsibility to oversee the accuracy, completeness and timeliness of the public disclosure made by the Company by performing the following tasks and such other tasks as the Senior Officers may from time to time determine, subject in each case to the supervision and oversight of the Senior Officers:

- (a) Design, adopt and implement appropriate procedures and policies, and monitor the integrity and effectiveness thereof, to ensure (i) accurate and timely collection and reporting of information for inclusion in the Company's Disclosure Statements and (ii) that information is accumulated and communicated to management as appropriate to allow timely decisions regarding such disclosure.
- (b) Establish and review timelines relating to the preparation and filing of the Company's Disclosure Statements.
- (c) Establish as appropriate policies and procedures to ensure relevant Company personnel timely report to the Committee information potentially requiring disclosure.
- (d) Participate in discussions and make recommendations to the Senior Officers regarding decisions related to the materiality of information and the determination of disclosure obligations with respect to Disclosure Statements.
- (e) Establish responsibility and lines of communication throughout the Company's operations and business units for collecting relevant information on a timely basis, including making periodic inquiries with relevant Company personnel possessing information potentially requiring disclosure.
- (f) Review drafts of the Company's Disclosure Statements, including final drafts.
- (g) Meet periodically during the preparation of the Company's quarterly earnings press releases and other Disclosure Statements to discuss disclosure matters and filings made by the Company to ensure completeness and accuracy of content.
- (h) Coordinate, as necessary, the review of Company's Disclosure Statements with the Senior Officers, the Company's independent accountants, internal auditors (if any), outside legal counsel and the Audit Committee (the "**Audit Committee**") of the Board of Directors of the Company (the "**Board**").
- (i) Periodically report to the Principal Financial Officer and to the Chair of the Audit Committee on disclosure issues and the Committee's findings regarding the effectiveness of its procedures and policies, including any weaknesses identified therein or in the Company's disclosure controls and procedures generally.

Section 3.2. Access. In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel, including the Board, the Audit Committee and the Company's internal auditors, independent public accountants and internal and outside counsel.

ARTICLE IV: MEETINGS

Section 4.1. Meetings upon Request. The Committee shall meet at the request of either Senior Officer or co-chair, or as the Committee otherwise deems appropriate.

Section 4.2. Meeting Frequency. The Committee shall meet as frequently as necessary to (a) review and ensure the accuracy and completeness of the Disclosure Statements and (b) evaluate the disclosure controls and procedures

and determine whether any changes thereto are necessary or advisable in connection with the preparation of the Company's Disclosure Statements, taking into account developments since the Committee's most recent meeting, including changes to the Company's business, operations, organization or management and any change in economic, regulatory or industry conditions.

Section 4.3. Minimum Number of Meetings. In no event shall the Committee meet less than four times per calendar year.

ARTICLE V: INTERPRETATION AND AMENDMENT

Section 5.1. Interpretation. Any questions of interpretation of this Charter or questions regarding the Committee's procedures, responsibilities and powers shall be determined by a Senior Officer or, in the absence of both Senior Officers, by the co-chairs collectively.

Section 5.2. Amendment. This Charter may only be amended by both of the Senior Officers, acting collectively.