

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
TRUECAR, INC.

(Revised and Adopted: October 25, 2018; Originally Effective: May 16, 2014)

ARTICLE I: PURPOSE

Section 1.1. Purpose. The purpose of the Nominating and Corporate Governance Committee (the “*Nominating Committee*”) of the Board of Directors (the “*Board*”) of TrueCar, Inc. (the “*Company*”) is to carry out the responsibilities delegated by the Board herein and from time to time relating to the Company’s director nomination process and procedures and its corporate governance policies and any related matters required by applicable securities laws, including to:

- (a) Assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and recommend to the Board that the Board select specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected.
- (b) Recommend members for each Board committee.
- (c) Develop and maintain the Company’s corporate governance and related policies.
- (d) Oversee the evaluation of the Board.

ARTICLE II: COMPOSITION

Section 2.1. Membership and Appointment. The Nominating Committee shall consist of at least two members of the Board. Members of the Nominating Committee shall be appointed by the Board, 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 Nominating Committee, occurring for whatever reason, may be filled only by the Board.

Section 2.2. Qualifications. Each member of the Nominating Committee must meet the independence requirements of the Nasdaq Stock Market (“*Nasdaq*”) and such other qualifications as may be established by the Board from time to time.

Section 2.3. Chairperson. The Board may designate a chairperson of the Nominating Committee. In the absence of that designation, the Nominating Committee may designate a chairperson by majority vote of the Nominating Committee members.

ARTICLE III: RESPONSIBILITIES

Section 3.1. Responsibilities. The Nominating Committee shall have the authority to carry out the principal recurring responsibilities set forth in this Article III and to perform such other functions as the Board may direct and that are otherwise consistent with the purpose of the Nominating Committee and applicable law, rules and regulations. In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company’s outside legal counsel, the Company’s independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee.

Section 3.2. Board Composition, Evaluation and Nominating Activities. The Nominating Committee shall:

(a) Determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “*Director Criteria*”).

(b) Evaluate the current composition, organization and governance of the Board and its committees and make appropriate recommendations on such matters to the Board for approval consistent with the Director Criteria.

(c) Search for, identify, evaluate and recommend for selection by the Board candidates to fill newly-created positions or vacancies on the Board consistent with the Director Criteria, and review any candidates that are recommended by stockholders in compliance with the Company’s certificate of incorporation, bylaws and stockholder nominations and recommendations policies and procedures, and applicable laws, rules and regulations.

(d) Review and consider any nominations of director candidates validly made by the Company’s stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation, bylaws and stockholder nominations and recommendations policies and procedures.

(e) Recommend for selection by the Board the director nominees by class, to stand for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected.

(f) Consider the Board’s leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Nominating Committee deems appropriate.

(g) Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.

(h) Evaluate the performance of individual members of the Board and, if appropriate, recommend termination of membership of individual directors for cause or for other appropriate reasons.

(i) Evaluate the “independence” of directors and director nominees against the independence requirements of Nasdaq and the Securities Exchange Act of 1934, as amended, and the regulations promulgated thereunder.

Section 3.3. Board Committees. The Nominating Committee shall:

(a) Review annually the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.

(b) Recommend to the Board persons to be members and chairpersons of the various committees.

Section 3.4. Corporate Governance. The Nominating Committee shall:

(a) Develop and adopt a set of corporate governance policies, procedures and guidelines applicable to the Company.

(b) Review periodically the Company’s corporate governance policies, procedures and guidelines and their application and adopt any changes it deems appropriate to such guidelines.

(c) Oversee the Company’s corporate governance practices, including identifying best practices, and reviewing, considering and recommending to the Board for approval any potential changes to the Company’s certificate of incorporation and bylaws.

(d) Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees by their members, and oversee the conduct of this annual evaluation.

(e) Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.

(f) Review and discuss with management the disclosure regarding the Company's corporate governance practices, including information regarding the operations of the Nominating Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

(g) Overseeing director orientation and continuing education.

Section 3.5. Conflicts of Interest. The Nominating Committee shall:

(a) Review and monitor compliance with the Company's Code of Business Conduct and Ethics and investigate any alleged breach or violation thereof.

(b) Review, consider and resolve questions of actual and potential conflicts of interest of Board members and executive officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.

Section 3.6. Committee Charter Review. The Nominating Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.

Section 3.7. Performance Review. The Nominating Committee shall review and assess the performance of the Nominating Committee on an annual basis.

ARTICLE IV: MEETINGS AND PROCEDURES

Section 4.1. Meetings.

(a) The Nominating Committee shall meet at least two times per year at such times and places as the Nominating Committee determines. The chairperson of the Nominating Committee shall preside at each meeting. The chairperson shall approve the agenda for the Nominating Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Nominating Committee members present. Except as otherwise provided in this charter, the Nominating 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 Company's bylaws, as they may be amended from time to time.

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

(c) The Nominating 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.

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

Section 4.3. Authority to Retain Advisors. The Nominating Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of any outside legal counsel, search firm and such

other advisors 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 Nominating Committee shall have direct responsibility for and shall set the compensation and oversee the work of any such Advisor. The Company shall provide appropriate funding, as determined by the Nominating Committee, to pay any such Advisor and any administrative expenses of the Nominating Committee that are necessary or appropriate in carrying out its activities. The Nominating Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisor, and the authority granted to the Nominating Committee pursuant to this charter shall not affect the ability or obligation of the Nominating Committee to exercise its own judgment in fulfillment of its duties hereunder.

Section 4.4. Subcommittees. The Nominating Committee may form subcommittees for any purpose that the Nominating Committee deems appropriate and may delegate to such subcommittees such of its responsibilities, power and authority as the Nominating Committee deems appropriate. If designated, each such 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. The Nominating Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Nominating Committee as a whole.

Section 4.5. Compensation. Members of the Nominating Committee shall receive such fees, if any, for their service as committee members as may be determined by the Board in its sole discretion.