

**CARS.COM INC.**  
**COMPENSATION COMMITTEE CHARTER**

**Purpose**

The Compensation Committee (the “Committee”) was created by the Board of Directors (the “Board”) of Cars.com Inc. (the “Company”) to discharge the Board’s responsibilities relating to the Company’s compensation philosophy and the compensation of the Chief Executive Officer of the Company (the “CEO”), the Company’s other senior officers as designated by the Committee in consultation with the CEO (collectively, including the CEO, the “Senior Officers”), and the members of the Board. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Senior Officers.

**Compensation Committee Membership**

The size of the Committee shall be determined by the Board in its sole discretion, but shall consist of no fewer than three members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) and any other applicable laws or regulations. At least two members of the Committee also shall qualify as “outside” directors within the meaning of Internal Revenue Code Section 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed 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.

**Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. The Chair shall preside at each meeting. 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.

**Committee Responsibilities and Authority**

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.

1. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance considering those goals and objectives and determine and approve the CEO's compensation level based on this evaluation. In determining the components of CEO compensation, the Committee may consider several factors, including the Company's performance and relative shareholder return, the CEO's performance, the value of similar awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Senior Officers.
3. The Committee shall monitor compliance by participants with the rules and guidelines of the Company's equity-based plans; however, compliance by participants with any share ownership or retention guidelines or requirements that may be established will be monitored by the Nominating and Corporate Governance Committee.
4. The Committee shall, periodically and as and when appropriate, review and recommend to the full Board the appropriate level and manner of compensation of directors, including equity-based compensation.
5. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Senior Officers: (a) all other performance awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Senior Officers and individuals who formerly served as Senior Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
6. The Committee shall review and approve all equity compensation plans of the Company and amendments to those plans that by the terms of the plans require approval of the Committee. The Committee shall grant equity awards to Senior Officers and allocate an aggregate number of equity awards eligible for award by management on delegated authority under any of these plans. The Committee shall monitor compliance by participants with rules and guidelines of the Company's equity-based plans.
7. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included.
8. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
9. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.

10. The Committee shall review and oversee the risk assessment of the Company's compensation programs, and advise the Audit Committee of the Board, as deemed necessary or appropriate, of financial risk-related matters arising from, or relating to, the Company's compensation programs, and report the same to the Board.
11. The Committee shall periodically review the organization and succession planning for the Senior Officers, and will do so in concert with the Nominating and Corporate Governance Committee.
12. The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
13. The Committee shall conduct its own annual performance review and evaluation of the Committee.
14. The Committee shall maintain minutes or other records of meetings and activities of the Committee and make regular reports to the Board.
15. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
16. 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.