

CARS.COM INC.
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating & Corporate Governance Committee (the “Committee”) was created by the Board of Directors (the “Board”) of Cars.com Inc. (the “Company”) for the following purposes:

- (1) to assist the Board by identifying individuals qualified to become members of the Board of Directors of the Company, consistent with criteria approved by the Board and to recommend to the Board the director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of stockholders;
- (2) to advise and make recommendations to the Board on corporate governance matters and recommend to the Board the Corporate Governance Guidelines applicable to the Company and to assist the Board, through both internal and external resources, in becoming and remaining educated about corporate governance matters;
- (3) to lead the Board in its annual review of the performance of management and of the Board itself and its committees; and
- (4) to 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.

Committee 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. 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 Authority and Responsibilities

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 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.
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, which may include judgment, skill, diversity, 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. 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 the Company's directors.
3. 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.
4. 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 the Company or other sources.
5. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for 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.

6. 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.
7. The Committee shall annually, or more frequently as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
8. The Committee shall monitor compliance by Board members with the rules and guidelines of the Company's share ownership or retention guidelines or requirements that may be established.
9. The Committee shall on a periodic basis review the organization and succession planning for the Company's senior executive officers, and will do so in concert with the Compensation Committee.
10. The Committee shall maintain minutes or other records of meetings and activities of the Committee and make regular reports to the Board.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.