



## *Code of Conduct*



300 S. Riverside Plaza, Suite 1000 | Chicago, IL 60606

A message from Alex Vetter, President & CEO:

Dear fellow employees,

I couldn't be prouder of the company that Cars.com has become and the leadership we have shown our industry. I am equally excited about the future of our great company and the hard-working and dedicated people who make it that way. We have more work to do, but our efforts could be jeopardized if we do not maintain our reputation as an honest, ethical company and trusted business partner. This Code of Conduct is an important tool in ensuring that our behavior measures up to expectations of ethical corporate conduct that I have for each and every one of us at Cars.com. The Code provides answers to your questions about how you should conduct yourself on behalf of Cars.com. If the Code doesn't have an answer, it should direct you to the appropriate resource.

You have my unwavering commitment that we will always be a company with the highest ethical standards. This is the expectation that I have for myself and also for each of you. Thank you for all that you do to lead by example and act in an ethical manner. The dynamic and thriving culture at Cars.com is a product of the attitudes and behavior of each and every one of us, and it is our attitudes and behavior that make Cars.com the great company for our users and business partners.

A handwritten signature in black ink that reads "T. Alex Vetter" followed by a long horizontal line.



## A message from Jim Rogers, Chief Legal Officer

Our Code of Conduct is a public affirmation that we, as employees and as a company, are committed to doing the right thing in every aspect of our work. We strive to make integrity the foundation of how we conduct ourselves, both with each other and with those who come into contact with Cars.com—users, customers, suppliers, communities, and governments.

Our Code of Conduct is also a statement of commitment that each of us will be informed. We need to understand the spirit as well as the letter of the Code of Conduct. If we are unsure whether an action is in compliance with the Code, we need to seek advice from others, as described in the Code. In today's business and regulatory environment, "I didn't know" is not an acceptable excuse.

Your ethics and compliance toolbox includes the following:

- This Code of Conduct;
- Education and training that we will provide, relating not only to the Code of Conduct but also to other topics that we think are of substantive importance;
- The guidance afforded by our network of internal ethics resources (your manager, any other member of senior management, our PXT professionals, and the Legal Department); and
- The Hotline, available at 800-916-7037 or online at [https://irdirect.net/CARS/whistleblower\\_iframe/](https://irdirect.net/CARS/whistleblower_iframe/), where you can contact us, anonymously if preferred, for guidance or to report any business, legal, or ethical concern.

Our commitment to ethics and integrity has been one of the drivers of our business success, and it will remain at the core of our success in the future. If you ever have any questions about this Code of Conduct or any situation for which you want guidance, do not hesitate to contact me or any member of our Legal Team at [legal@cars.com](mailto:legal@cars.com).

A handwritten signature in blue ink that reads "Jim Rogers .".

## ***Why have a Code of Conduct?***

We strive for excellence in serving our users, our customers, and our other business partners, as well as creating sustainable value for our employees, investors, and other stakeholders. Excellence is inseparable from ethics and integrity, and true excellence comes from doing the right thing in the right way. Unethical or illegal business conduct destroys trust; it can expose us to legal liability and significant financial loss; and it damages the very reputation for excellence we have worked hard to build. There is no place for such conduct at Cars.com.

This Code of Conduct addresses our commitment to a number of fundamental principles, each of which is covered in more detail below:

- To promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest
- To promote a healthy, respectful workplace environment
- To promote compliance with applicable governmental laws, rules, and regulations and to deter wrongdoing
- To promote the protection of Company assets, including corporate opportunities and confidential information
- To protect confidential information
- To make sure that the Company will be able to take advantage of the opportunities presented
- To promote fair dealing
- To promote full, fair, accurate, timely, and understandable disclosure in reports and documents that we provide to the Securities and Exchange Commission (the “SEC”) and in our other public communications
- To ensure accountability for adherence to the Code of Conduct
- To prohibit retaliation for reporting misconduct

All of our employees, and all of the members of our Board of Directors, are required to be familiar with the Code of Conduct, to comply with its provisions, and to report any suspected violations as described below in Section IX, *Reporting and Enforcement*. In particular, you should all know that you can report any concerns you may have confidentially and anonymously via our Hotline, either by calling (800) 916-7037 or online at [https://irdirect.net/CARS/whistleblower\\_iframe/](https://irdirect.net/CARS/whistleblower_iframe/).

### **I. Honest and Ethical Conduct, including Handling Conflicts of Interest**

At Cars.com, we always seek to promote the highest standards of integrity by conducting our affairs honestly and ethically. You must act with integrity and observe the highest ethical standards of business conduct in your dealings with the Company’s users, customers, suppliers, partners, service providers, competitors, and employees, as well as anyone else with whom you come into contact in the course of performing your job.

***Conflicts of Interest.*** A conflict of interest occurs when your private interest (or the interest of a member of your family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when you (or a member of your family)

takes actions or has interests that may make it difficult to perform your work for the Company objectively and effectively. Conflicts of interest also arise when you (or a member of your family) receives improper personal benefits as a result of your position in the Company.

*Gifts and Entertainment.* Payments, gifts or entertainment by or to an employee or member of the Board of Directors in conjunction with business will be limited to normal business practices. Entertainment or gifts that are too lavish, or given to the wrong persons or under the wrong circumstances, can constitute, or create the impression of, a bribe or other illegal gratuity. Our *Employee Travel and Expense Policy* provides additional guidance about the situations in which payments, gifts, or entertainment are appropriate and the levels of any gifts or entertainment that we permit. Please make sure to familiarize yourself with it and consult with your supervisor if you have questions about it or about matters that are not covered by that policy.

*Employee Loans.* Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of the loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of the obligations of, any director or executive officer or their family members are expressly prohibited to the full extent required by applicable law, regulation, and the listing standards of the New York Stock Exchange.

As with many other situations arising under this Code of Conduct, whether or not a conflict of interest exists or will exist can often be unclear. You should take care to avoid any appearance of impropriety and should disclose to your supervisor (or, in the case of member of the Board of Directors and the Chief Executive Officer, to the Chief Legal Officer or to the full Board of Directors) any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest. Conflicts of interest should be avoided unless specifically authorized.

If you have questions about a potential conflict of interest or have become aware of an actual or potential conflict, you should discuss the matter with, and seek a determination and prior authorization or approval from, their supervisor or the Chief Legal Officer. A supervisor may not authorize or approve a conflict-of-interest matter or make a determination whether a problematic conflict of interest exists without first providing the Chief Legal Officer with a written description of the activity and seeking the Chief Legal Officer's written approval. If you are concerned that your supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Chief Legal Officer. Directors and Executive Officers should also refer to our *Related Party Transactions Policy*, pursuant to which the Audit Committee must approve many transactions that may pose a conflict of interest.

## II. Workplace Environment

At Cars.com, we strive to create a workplace based on mutual respect, where open communication—up, down, and across—is valued and practiced. Respect for each individual is an important operating principle at our Company. We believe our employees are highly capable and form the backbone of our business. We know they are concerned about the success of the business, and we actively seek their input and innovation. We expect all of our employees to treat each other with dignity and respect.

*Equal Employment Opportunity.* Cars.com is an equal opportunity employer. Unlawful discrimination or harassment is prohibited. We make decisions about recruitment, employment, promotion, and termination on the basis of business-related, nondiscriminatory criteria. We aspire to provide an inclusive and diverse work environment that supports and values all of our employees and those with whom we do business.

### III. Compliance With Laws

It is our policy that everyone at Cars.com comply fully with all laws, rules, and regulations affecting our business. The consequences to our Company, our employees, and our Board of Directors of any departure from this policy can be very serious. In addition, the effort, energy, and expense required to respond to government investigations and to defend our actions in court diverts the talents and energy of all of us from the pursuit of our business goals. It is also our policy to cooperate with all government investigations of possible unlawful conduct. If a criminal violation has occurred, we will take appropriate steps to stop the criminal conduct and to prevent such conduct from reoccurring.

- A. You should comply, both in letter and spirit, with all applicable laws, rules, and regulations in the cities, states, and countries where we operate, now and in the future.
- B. Although you are not expected to know the details of all applicable laws, rules, and regulations, it is important that you know enough to determine when to seek advice from appropriate personnel. If you have questions about compliance, you should contact any member of the Legal Department.
- C. You may not purchase or sell any Company securities while in possession of material non-public information about the Company (or any other company, if you learned the information by virtue of your employment with Cars.com). It is against Company policy—and it may be illegal—for you to use material non-public information regarding the Company or any other company to obtain profit for yourself or directly or indirectly to “tip” others who might make an investment decision on the basis of that information.

For more detailed information, please refer to our *Insider Trading Policy*.

### IV. Protection and Proper Use of Company Assets

- A. You should protect the Company’s assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company’s profitability.
- B. All Company assets should be used only for legitimate business purposes. You should report any suspected incident of fraud or theft to appropriate personnel for investigation immediately.
- C. The obligation to protect Company assets includes the Company’s confidential or proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records, and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

## V. Confidentiality

You should always maintain the confidentiality of information entrusted to you by the Company or by its customers, suppliers, or partners, except when disclosure is expressly authorized or is required or permitted by law. You should not use confidential company information for your own advantage or profit. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers, or partners if disclosed, or which the Company has not yet chosen to disclose.

## VI. Corporate Opportunities

We all have a duty to the Company to help advance its legitimate interests when the opportunity to do so arises. You may not

- take for yourself personally (or for the benefit of your friends or family members) opportunities that are discovered through the use of corporate property, information, or position;
- use corporate property, information, or position for personal gain (including gain of your friends or family members); or
- compete with the Company.

## VII. Fair Dealing

You must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, and employees, as well as anyone else with whom you come into contact in the course of performing your job. You may not take unfair advantage of anyone through manipulation, concealment or abuse of privileged information, misrepresentation of facts, or any other unfair dealing practice.

To achieve these goals, the people of Cars.com will:

- A. Avoid actions that restrict freedom of competitive opportunities. We will not disparage our competitors or their products or services.
- B. Maintain an arms' length relationship in all dealings, including those with suppliers, government officials, and others dealing with the Company.
- C. Take appropriate measures to maintain the security of confidential company information, including customer and consumer data, from unauthorized disclosure.
- D. Keep senior management informed about any matters that might be considered sensitive to preserving the Company's reputation, even when less candor might seem to protect the Company or its management from criticism.

## VIII. Disclosure

All disclosures in financial reports and public documents that we file with or submit to the SEC and in our other public communications of a similar nature should be full, fair, accurate, timely, and understandable. You should inform senior management if you learn that information in any such filing or communication was untrue or misleading at the time it was made or if you have information that would affect any such filings or communications to be made in the future.

- A. Our periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.
- B. If you contribute in any way to the preparation or verification of our financial statements and other financial information, you must ensure that our books, records, and accounts are accurately maintained. You must cooperate fully with our accounting and internal audit personnel, as well as our independent public accountants and counsel.
- C. If you are involved in the Company's disclosure process, you must understand and comply with our disclosure controls and procedures and our internal control over financial reporting, and take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely, and understandable disclosure.

## IX. Reporting and Enforcement

Each of us is expected to report what we believe in good faith are violations of the law or Company policy, whether accidental or deliberate, by any Cars.com director, officer, or employee or any person acting on behalf of Cars.com. If you become aware of any conflict, relationship, payment, or other action, involving yourself or others, that could violate these policies, it is your obligation to disclose the matter fully and in a timely manner. The knowing failure to report a violation is itself a violation of Company policy.

You can report any concerns you may have about potential violations or law or of this Code of Conduct, or other business, legal, or ethical concerns you may have about any actions that may impugn the Company's integrity, by calling the Hotline at 800-916-7037 or registering your concern online at [https://irdirect.net/CARS/whistleblower\\_iframe/](https://irdirect.net/CARS/whistleblower_iframe/), anonymously if preferred.

- A. Reporting and Investigation of Violations.
  - Actions prohibited by this Code involving Directors or Executive Officers must be reported to any member of the Audit Committee or to the Chief Legal Officer, in which case the Chief Legal Officer shall advise the Chair of the Audit Committee of the report.
  - Actions prohibited by this Code involving anyone other than a Director or Executive Officer must be reported to Chief Legal Officer or to the reporting person's supervisor, in which the supervisor shall advised the Chief Legal Officer.
  - After receiving a report of an alleged prohibited action, the Audit Committee, relevant supervisor, or the Chief Legal Officer, as the case may be, must promptly take all appropriate actions necessary to investigate.
  - All employees and members of the Board of Directors are expected to cooperate in any internal investigation of misconduct.
- B. Reports of possible violations will be acted upon promptly and in a manner consistent with the circumstances. Employees will not be disciplined or suffer retribution for reporting honestly and in good faith suspected or actual violations. Failure to comply with this policy may result in disciplinary action.

- The Company must ensure prompt and appropriate action against violations of this Code.
  - If, after investigating a report of an alleged prohibited action by a Director or Executive Officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.
  - If, after investigating a report of an alleged prohibited action by any other person, the Chief Legal Officer determines that a violation of this Code has occurred, the Chief Legal Officer will report such determination to the Chair of the Audit Committee.
- C. Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the Chief Legal Officer will take such preventative or disciplinary action as it or he deems appropriate, including a reprimand documented in the personnel file, loss of compensation, change of responsibilities to avoid repeat violations, demotion, termination, or other measures the Company deems appropriate, or, in the case of a Director, suspension or removal from the Board of Directors.

#### X. Waivers.

- A. Each of the Board of Directors and the Audit Committee (in the case of a violation by a Director or Executive Officer) and the Chief Legal Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.
- B. Any waiver for a Director or an Executive Officer shall be disclosed as required by SEC and NYSE rules.

#### XI. Prohibition on Retaliation.

The Company does not tolerate acts of retaliation against any employee or member of the Board of Directors who makes a good-faith report of known or suspected acts of misconduct or other violations of this Code.

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Contact Information. This policy highlights some of the more frequent ethical questions you may face at work. The items described in this policy are not meant to be exhaustive. If you are unsure as to whether any situation might result in a violation of this policy, you should discuss the matter with one of the following: your supervisor; corporate staff representatives on the People Experience Team (PXT) or in the Legal Department; or the Company's Chief Legal Officer, Jim Rogers. You may also seek advice by contacting the Company's ethics hotline as described above.