



## Disclosure Committee Charter

(Adopted on April 23, 2014; Effective as of May 16, 2014)

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

### Purpose

It is the Company’s policy that all public disclosure made by the Company should 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. The purpose of the Disclosure Committee (the “**Committee**”) is to ensure that the information required to be disclosed by the Company in the reports it files or submits to the Securities and Exchange Commission (“**SEC**”) and other information the Company publicly discloses 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.

### Membership and Organization

- The Company’s Chief 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 business units or departments of the Company.
- In addition, the Committee shall be comprised of the personnel of the Company performing functions related to sales, risk management, investor relations, human resources and each material department or business unit of the Company. 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.
- Changes to the membership of the Disclosure Committee shall be determined by the Company’s Controller and approved by the Senior Officers of the Company as necessary in light of changes in the Company’s business, operations, organization or management.

### Responsibilities and Authority

- Design, adopt and implement appropriate procedures and policies, and monitor such procedures and policies, to ensure accurate and timely collection of information for inclusion into the Company’s quarterly earnings press releases and periodic and current SEC reports.
- Establish and review timelines relating to the preparation and filing of the Company’s quarterly earnings press releases and periodic SEC reports.
- Establish as appropriate policies and procedures to ensure relevant Company personnel timely report to the Committee information potentially requiring disclosure.
- 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.
- Review drafts of the Company’s quarterly earnings press releases and periodic and current SEC reports in preparation for filing, including final drafts.
- Meet periodically during the preparation of the Company’s quarterly earnings press releases and periodic SEC reports to discuss disclosure matters and filings made by the Company to ensure completeness and accuracy of content.
- Coordinate, as necessary, the review of Company’s quarterly earnings press releases and periodic and current SEC reports with the Senior Officers, the Company’s independent accountants, internal auditors (if any), outside legal counsel and the Audit Committee of the Board of Directors.
- Periodically report to the Chief Financial Officer and to the Chairman of the Audit Committee of the Board of Directors 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.

### Meetings

It is anticipated that the Disclosure Committee will hold regular meetings as directed by the Senior Officers or as the Committee otherwise deems appropriate, but in no event shall the Committee meet less than four times per calendar year.