

First Quarter 2016

Financial Highlights

May 5, 2016

TRUECar.



SAFE HARBOR

This presentation contains forward-looking statements. All statements other than statements of historical facts contained in this presentation, including statements regarding TrueCar, Inc.'s ("TrueCar") outlook for the second quarter and full year 2016, future financial results, including expectations regarding future revenue and Adjusted EBITDA, planned investments, operational improvements, business strategy, plans and objectives are forward-looking statements. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions that may prove incorrect, any of which could cause TrueCar's results to differ materially from those expressed or implied by such forward-looking statements. Among the risks and uncertainties that could cause TrueCar's results to differ materially from those expressed or implied by such forward-looking statements include: the ability to improve our relationship with, and perception among, car dealerships and grow our network of Certified Dealers, on an overall basis, among dealers representing high volume brands and in important geographies; dependence upon affinity group marketing partners, especially USAA; compliance with U.S. federal and state laws and regulations directly or indirectly applicable to TrueCar's business; the ability to compete effectively in an increasingly competitive market and to grow and enhance TrueCar's brand; the ability to continue to innovate; the successful improvement of TrueCar's technology infrastructure; macro-economic issues that affect the automobile industry; the ability to attract, retain, and integrate qualified personnel, including newly hired members of management and the hiring of additional personnel in our technology and dealer teams; the ability to successfully resolve litigation to which TrueCar is subject and other risks and uncertainties described more fully under the heading "Risk Factors" in TrueCar's annual report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission ("SEC") on March 10, 2016 and its report on Form 10-Q for the quarter ended March 31, 2016 to be filed with the SEC. Moreover, TrueCar operates in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for TrueCar management to predict all risks, nor can management assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements TrueCar may make. All forward-looking statements in this presentation are based on information available to us as of the date hereof, and we assume no obligation to update these forward-looking statements, which speak only as of the date hereof.

In addition to U.S. GAAP financials, this presentation includes certain non-GAAP financial measures. These non-GAAP measures are in addition to, not a substitute for or superior to, measures of financial performance prepared in accordance with U.S. GAAP. A reconciliation of these non-GAAP financial measures to the most directly comparable GAAP measures is set forth in the Appendix to this presentation.

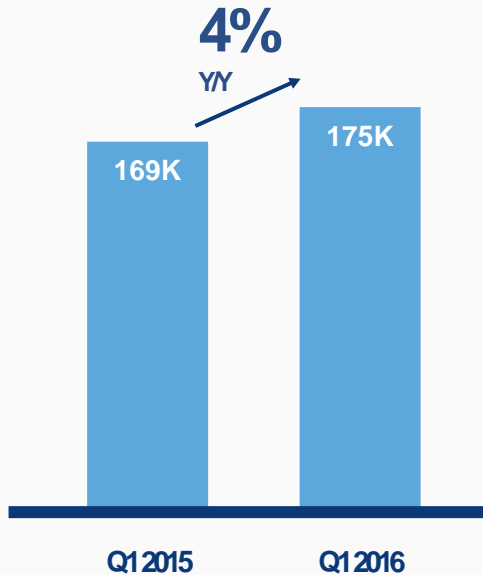
Q1 2016 HIGHLIGHTS

- First quarter total revenue up 6% from a year ago to \$61.9 million; transaction revenue of \$57.4 million, up 6% year over year
- TrueCar users purchased 174,982 units from TrueCar Certified Dealers, up 4% year-over-year
 - TrueCar branded channel units of 72,000; up 4% year-over-year
 - USAA units of 56,000; up 8% year-over-year
 - Other Partners units of 47,000; down 1% year-over-year
- TrueCar acquisition cost per sale of \$176, improving 4% from the previous quarter
- Adjusted EBITDA of \$1.1 million representing 1.7% of revenue ⁽¹⁾

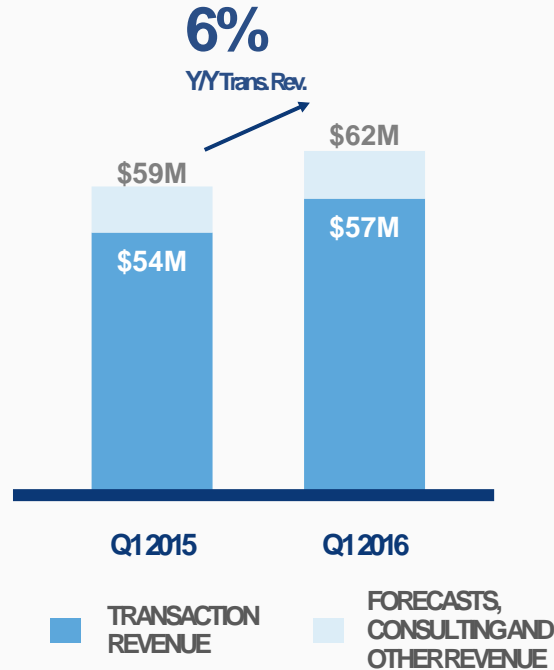
(1) See reconciliation of GAAP net loss to Adjusted EBITDA on page 16.

Q1 FINANCIAL HIGHLIGHTS

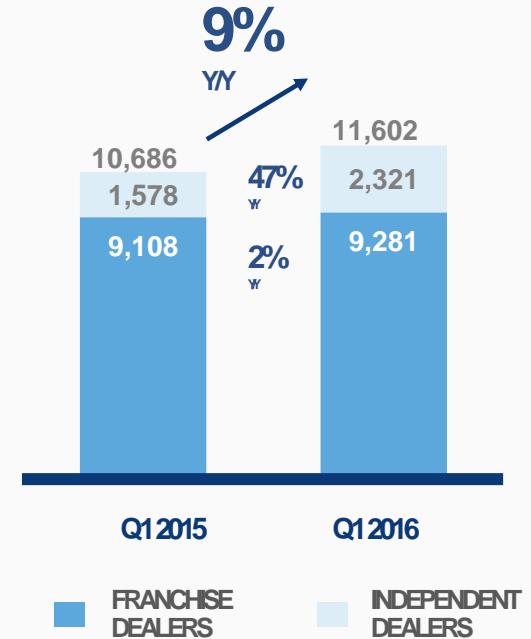
UNITS



REVENUE



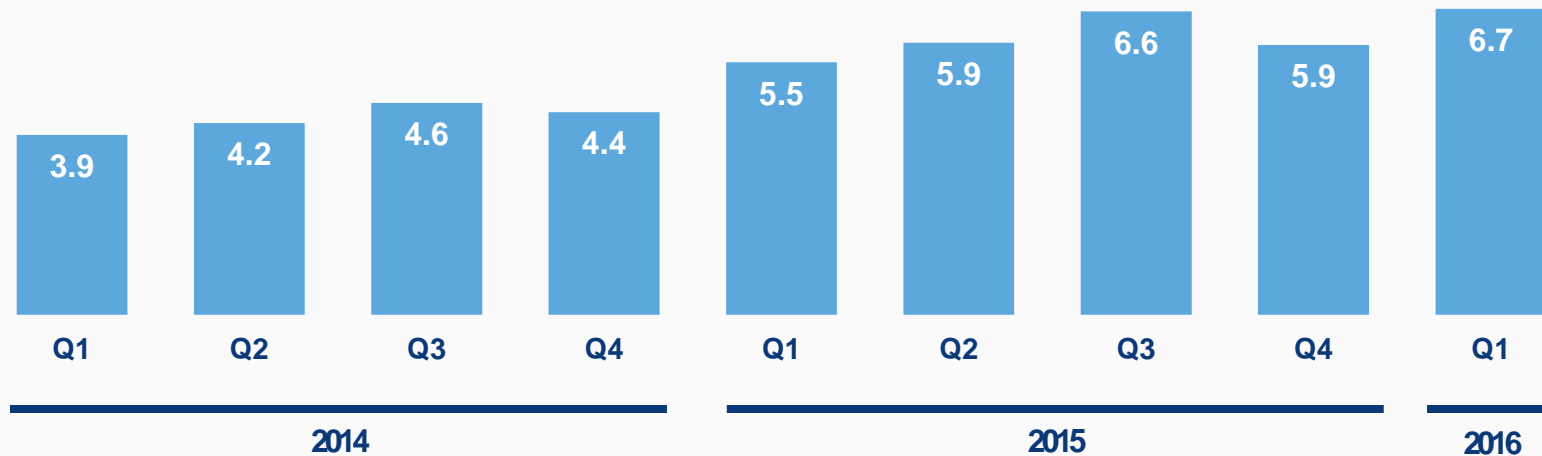
DEALER COUNT



TRAFFIC

AVERAGE MONTHLY UNIQUE VISITORS

(millions)



YY Growth:

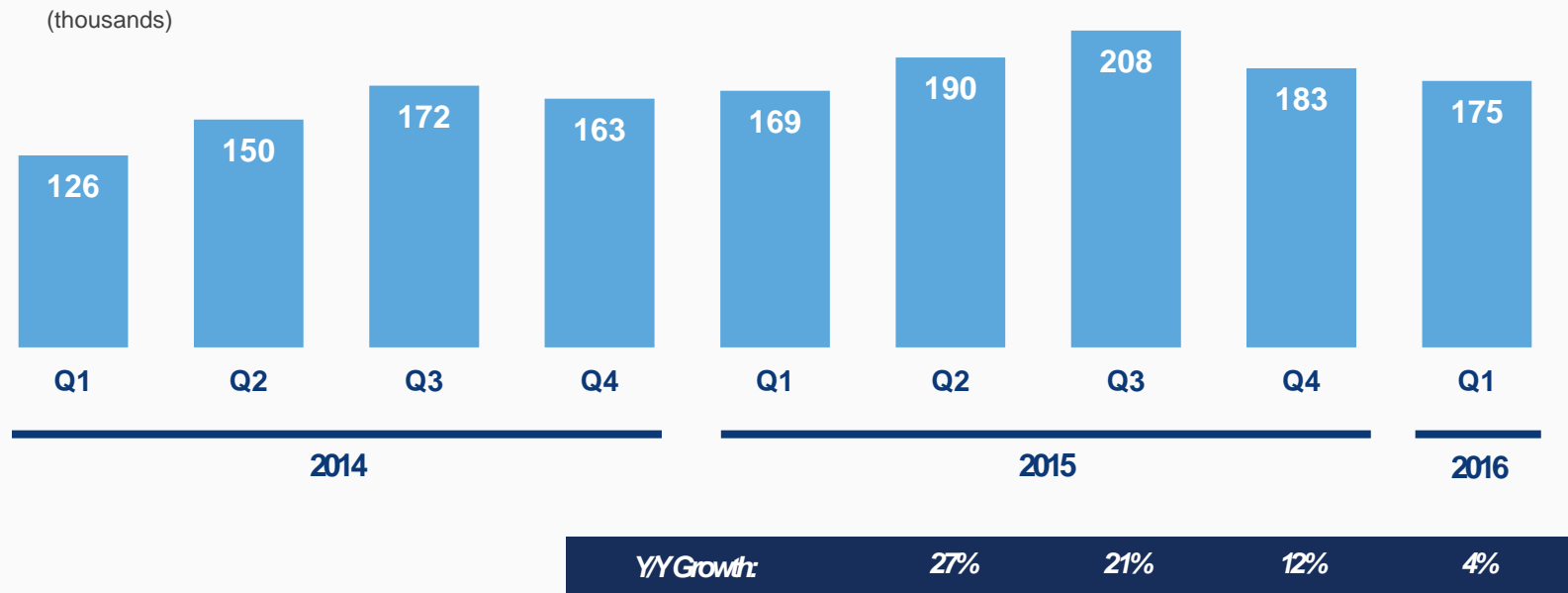
42%

43%

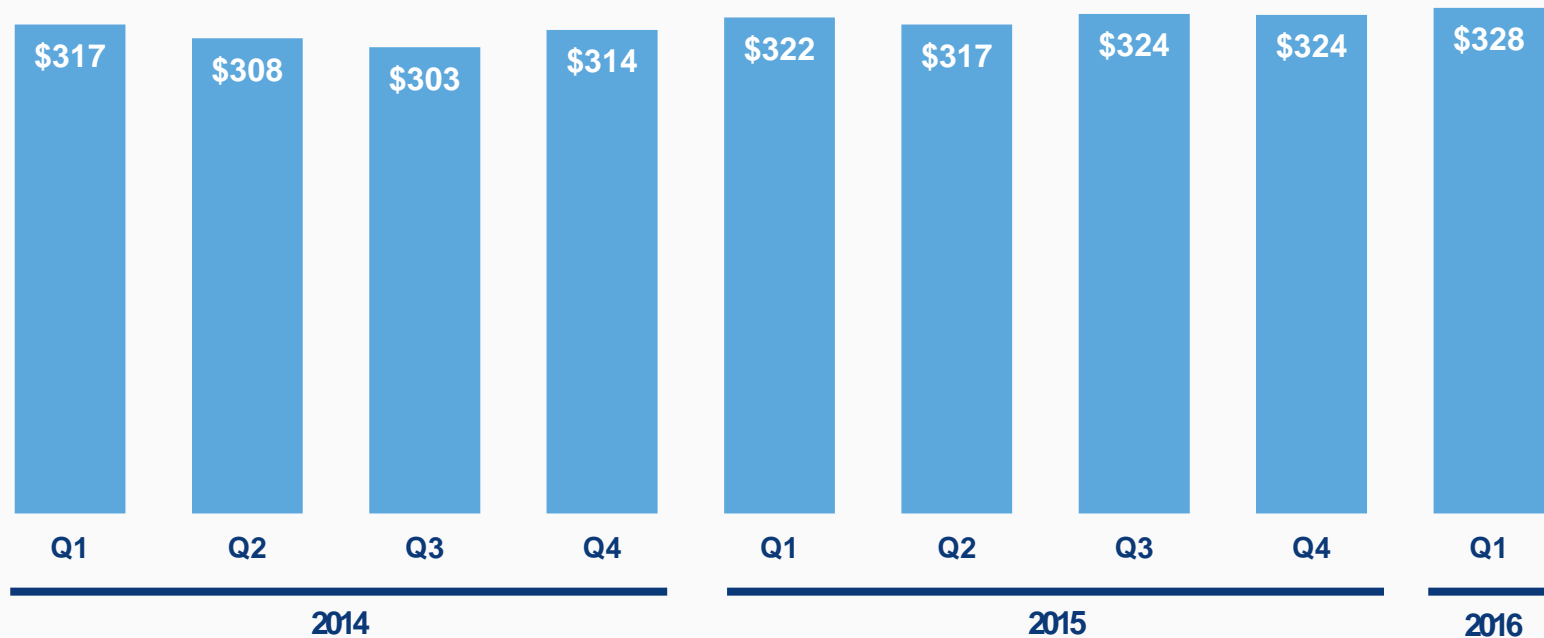
33%

21%

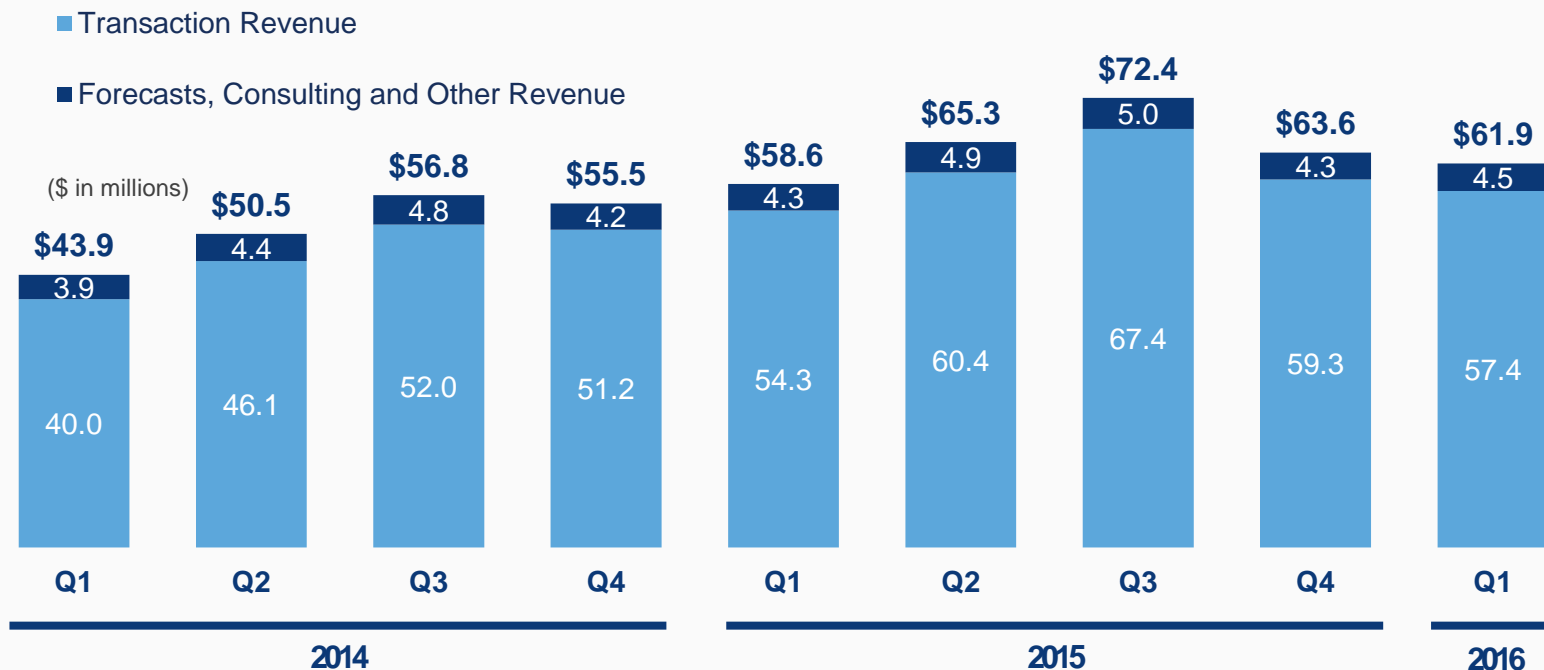
UNITS



MONETIZATION

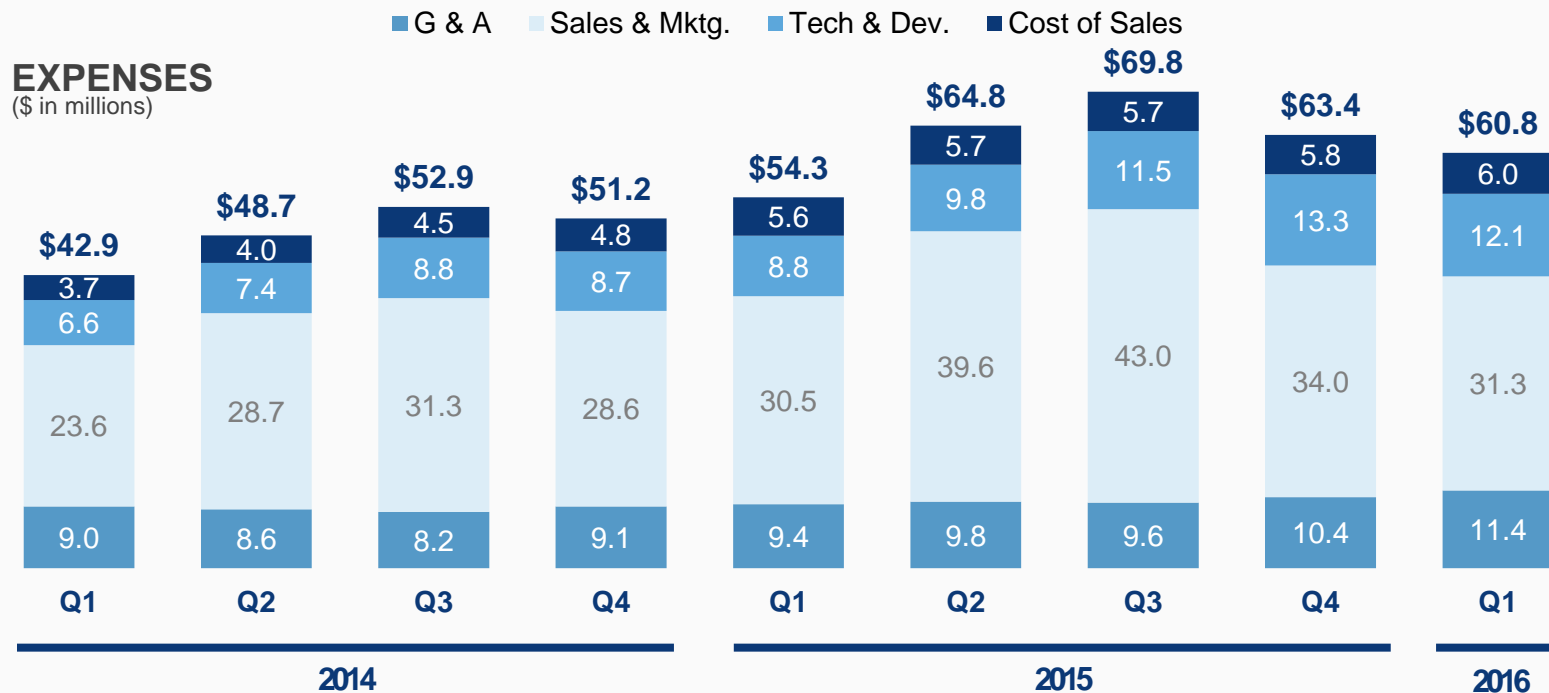


REVENUE



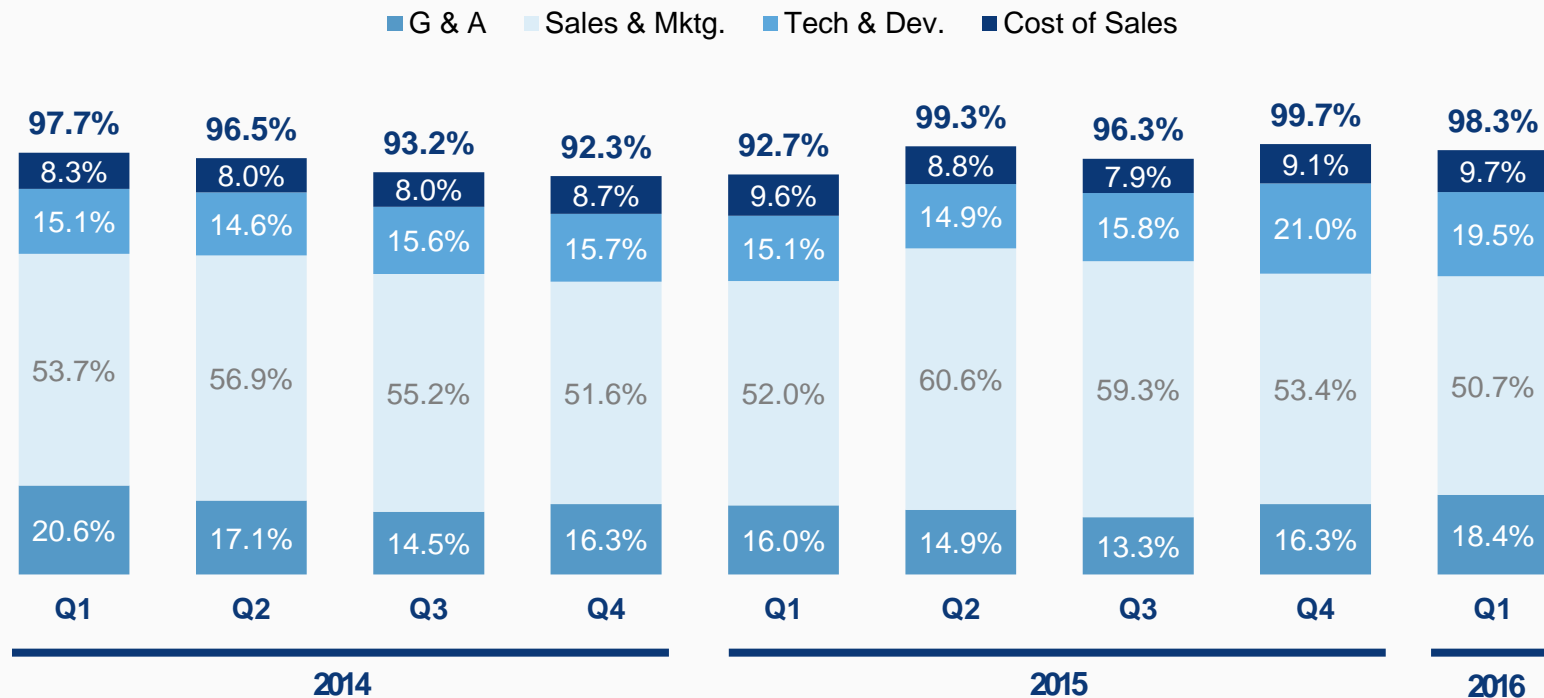
<i>Transaction Revenue Y/Y:</i>	31%	30%	16%	6%
<i>Total Revenue Y/Y:</i>	29%	28%	15%	6%

NON-GAAP EXPENSES ¹



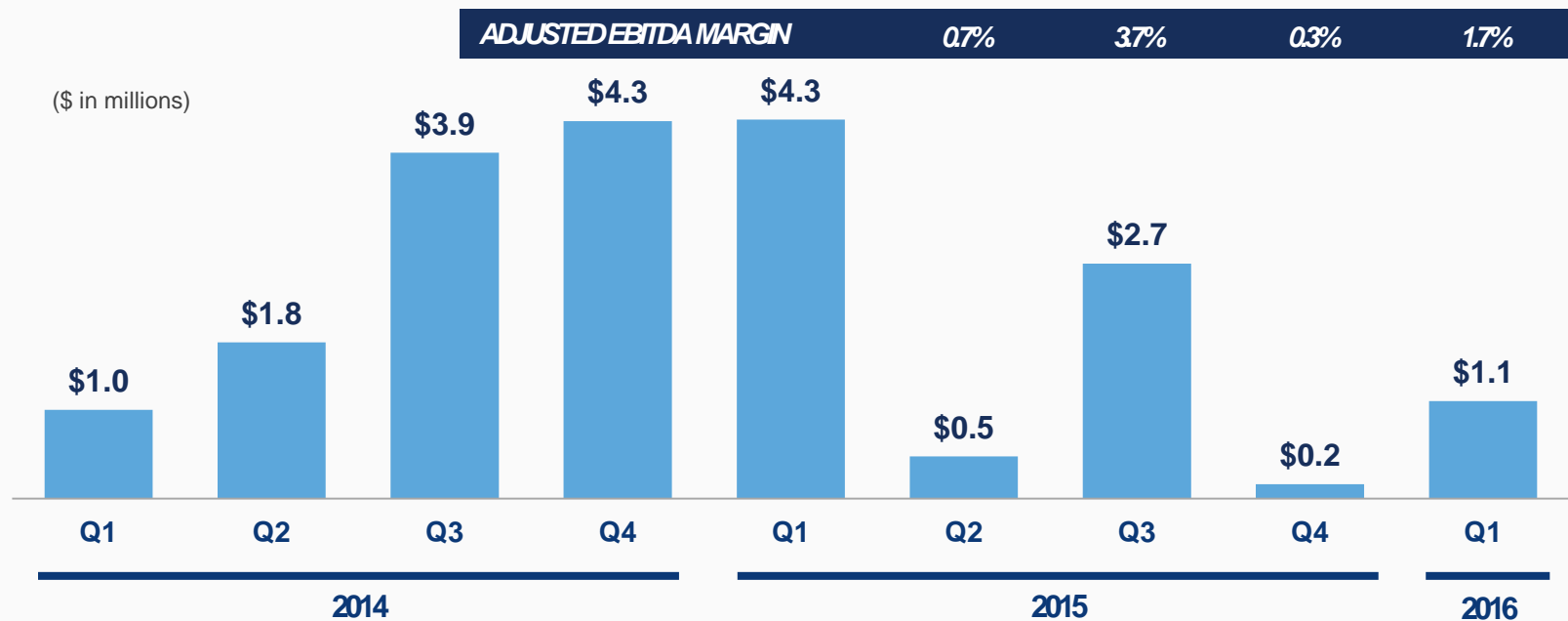
(1) See reconciliations of GAAP expenses to Non-GAAP expenses on page 17.

NON-GAAP EXPENSES ¹



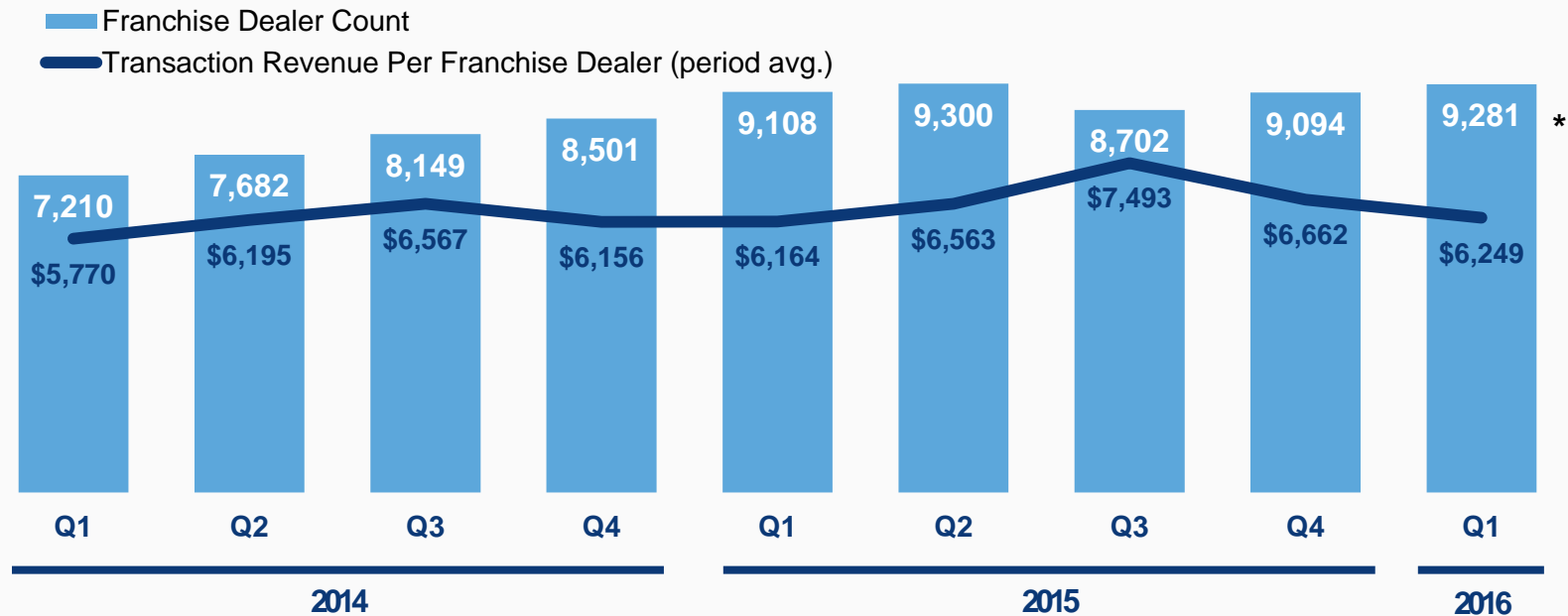
(1) See reconciliations of GAAP expenses to Non-GAAP expenses on page 17.

ADJUSTED EBITDA ¹



(1) See reconciliation of GAAP net loss to Adjusted EBITDA on page 16.

FRANCHISE DEALER COUNT



<i>Dealer Count Y/Y:</i>	21%	7%	7%	2%
<i>Revenue/Dealer Y/Y:</i>	6%	14%	8%	1%

* Represents Franchise Dealer count only. Non-Franchise Dealer count was 2,321 for the same period, bringing the network of TrueCar Certified Dealers to 11,602.

Q2 2016 OUTLOOK

	Low	High
Revenue	\$64M	\$66M
Adjusted EBITDA ¹	(\$2M) – (\$3M)	

(1) See reconciliation of GAAP net loss to Adjusted EBITDA on page 16.

2016 OUTLOOK

	Low	High
Revenue	\$270M	\$275M
Adjusted EBITDA ¹		\$0M

(1) See reconciliation of GAAP net loss to Adjusted EBITDA on page 16.

A dark blue-tinted photograph of a group of people inside a car. On the left, a man is leaning forward, looking towards the camera with a slight smile. In the center, the back of a woman's head and shoulders is visible. To her right, another woman is looking down, and a man's profile is partially visible on the far right. The word "APPENDIX" is overlaid in large, white, bold, sans-serif capital letters across the middle of the image.

APPENDIX

RECONCILIATION TO ADJUSTED EBITDA (Unaudited)

(In thousands, except per share data)	3 Months Ended Mar 31, 2015	3 Months Ended Mar 31, 2016
<u>Reconciliation of Net Loss to Adjusted EBITDA:</u>		
Net loss	\$ (11,623)	\$ (11,667)
Interest income	(20)	(93)
Interest expense	45	608
Depreciation and amortization	3,925	5,904
Stock-based compensation	9,453	5,892
Warrant reduction expense	(147)	-
Certain litigation costs ⁽¹⁾	2,443	272
Provision for income taxes	209	136
Adjusted EBITDA	<u>\$ 4,285</u>	<u>\$ 1,052</u>

(1) The excluded amounts relate to legal costs incurred in connection with a claim we filed against Sonic Automotive Holdings, Inc., complaints filed by non-TrueCar dealers and the California New Car Dealers Association against TrueCar and securities and consumer class action lawsuits. We believe that their exclusion is appropriate to facilitate period-to-period operating performance comparisons.

RECONCILIATION TO NON-GAAP EXPENSES (Unaudited)

(In thousands, except per share data)	3 Months Ended Mar 31, 2015	3 Months Ended Mar 31, 2016
<u>Reconciliation of Non-GAAP Costs and Expenses:</u>		
Cost of revenue, as reported	5,791	6,225
Stock-based compensation	177	222
Non-GAAP cost of revenue	<u>\$ 5,614</u>	<u>\$ 6,003</u>
Sales & Marketing, as reported	31,709	32,111
Stock-based compensation	1,390	763
Warrant reduction expense	(147)	-
Non-GAAP sales and marketing	<u>\$ 30,466</u>	<u>\$ 31,348</u>
Technology and development, as reported	9,760	13,140
Stock-based compensation	926	1,079
Non-GAAP technology and development	<u>\$ 8,834</u>	<u>\$ 12,061</u>
General and administrative, as reported	18,769	15,496
Stock-based compensation	6,960	3,828
Certain litigation costs ⁽¹⁾	2,443	272
Non-GAAP general and administrative	<u>\$ 9,366</u>	<u>\$ 11,396</u>

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RECONCILIATION TO NON-GAAP INCOME (Unaudited)

(In thousands, except per share data)	3 Months Ended Mar 31, 2015	3 Months Ended Mar 31, 2016
Reconciliation of GAAP Net Loss to Non-GAAP Net Income (Loss):		
Net loss, as reported	\$ (11,623)	\$ (11,667)
Stock-based compensation	9,453	5,892
Warrant reduction expense	(147)	-
Certain litigation costs ⁽¹⁾	2,443	272
Non-GAAP net income (loss)	\$ 126	\$ (5,503)
Basic shares for non-GAAP EPS	80,461	83,462
Diluted shares for non-GAAP EPS	92,361	83,462
Non-GAAP net income (loss) per share - basic	\$ 0.00	\$ (0.07)
Non-GAAP net income (loss) per share - diluted	\$ 0.00	\$ (0.07)

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