CarGurus

AUDIT COMMITTEE CHARTER

Introduction

This charter governs the operations of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of CarGurus, Inc. (the "Company"). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at *www.cargurus.com*.

Membership of the Committee

Except as otherwise permitted by applicable rules of The Nasdaq Stock Market ("Nasdaq"), the Committee shall be composed of at least three (3) directors, each of whom is independent within the meaning of the U.S. Securities and Exchange Commission ("SEC"), rules under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including Rule 10A-3, and of Nasdaq, at such time as the Company is subject to these requirements.

All Committee members must be able to read and understand fundamental financial statements and be financially literate under the standards of Nasdaq and as determined by the Board. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

To promote independence and to otherwise avoid any potential conflicts of interest, members of the Committee may not (i) accept any consulting, advisory or other compensatory fees from the Company, other than fees for Board or Board committee service, (ii) be an affiliated person of the Company or (iii) have participated in the preparation of the Company's or any current subsidiary's financial statements during the three (3) years prior to such person's appointment to the Committee.

The members of the Committee and its chair shall be appointed by the Board, upon recommendation of the Governance and Nominating Committee of the Board, if one exists. Committee members and the chair shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time, with or without cause.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

Committee Meetings

The Committee will meet as often as it determines, but at least once per quarter. The Committee may request any officer or employee of the Company, the Company's outside counsel or its registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or any consultant to, the Committee.

The Committee will be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

Engagement of and Funding for Advisors

The Committee is authorized to engage, and the Company will provide funding for, any independent counsel, registered public accounting firm and other advisors as the Committee may deem necessary or advisable to assist the Committee in carrying out its duties. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any independent counsel or other advisors and to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company. The Company also will provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Purpose of the Committee

The purpose of the Committee is to assist the Board in overseeing (i) the quality and integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the selection, appointment, qualifications, performance and independence of the registered public accounting firm and (iv) the performance of the Company's Internal Audit function, including oversight of the implementation of the Company's Internal Audit Charter.

Committee Authority and Responsibilities

The primary responsibilities of the Committee are to select, appoint and oversee the independence of the Company's registered public accounting firm, oversee the Company's financial reporting process on behalf of the Board, oversee the effectiveness of internal controls over financial reporting, establish procedures for the receipt and treatment of complaints regarding accounting, internal accounting controls or auditing matters and report the results of its activities to the Board. Management is responsible for preparing the Company's financial statements and the Company's registered public accounting firm is responsible for auditing those financial statements.

The Committee shall have the following duties and responsibilities:

1. *Relating to the Registered Public Accounting Firm*

    - To appoint, terminate and replace, in its sole discretion, any registered public accounting firm. The Committee will be responsible for the oversight of any registered public accounting firm, including the resolution of any disagreements between management and the firm regarding financial reporting or other matters.

    - To approve, in its sole discretion, the scope, fees and terms of all audit and permissible non-audit engagements of the Company's registered public accounting firm. The Committee will pre-approve all audit and permissible non-audit services to be performed for the Company by any registered public

accounting firm, in accordance with the rules of the Public Company Accounting Oversight Board ("PCAOB"), giving effect to any exceptions in SEC rules, and establish policies and procedures for the Committee's pre-approval of permitted services by the registered public accounting firms on an on-going basis. The Committee may delegate to one or more members of the Committee the authority to pre-approve any such services, provided such pre-approval is reported to the Committee at a subsequent meeting.

- To discuss with the auditors their independence from management and the Company, and review all written disclosures required to be provided by the registered public accounting firm. The Committee will evaluate the auditor's qualifications, performance and independence, taking into consideration the opinion of management and the Company's Internal Audit function. The Committee will assure that the independent auditor is in compliance with the partner rotation requirements of the SEC and will consider regular rotation of the accounting firm serving as the Company's independent auditors.

- To obtain and review, at least annually, a report by the Company's registered public accounting firm describing:

  (i) the firm's internal quality control procedures;

  (ii) any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and

  (iii) all relationships between the auditor and the Company (to assess the auditor's independence).

2. *Relating to Audits, Financial Statements and Earnings Releases*

- To review and discuss with the Company's independent auditors (i) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (ii) the overall audit strategy, (iii) the scope and timing of the annual audit, (iv) any significant risks identified during the auditors' risk assessment procedures and (v) when completed, the results, including significant findings, of the annual audit.

- To review and discuss with management and the Company's registered public accounting firm the audited financial statements (including Management's Discussion and Analysis contained therein) and related notes and the form of audit opinion to be issued by the Company's registered public accounting firm to be included in the Company's Annual Report on Form 10-K. The Committee also will discuss the results of the annual audit and any other matters required to be communicated to the Committee by the Company's registered public accounting

firm. Based on the foregoing and on review of other information made available to the Committee, the Committee will recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

- To review the interim financial statements and related notes thereto with management and the Company's registered public accounting firm prior to the filing of each of the Company's Quarterly Reports on Form 10-Q. The Committee also will discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the Company's registered public accounting firm.

- To review and discuss with the Company's independent auditors (i) all critical accounting policies and practices to be used in the audit, (ii) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors and (iii) other material written communications between the auditors and management, such as any management letter or schedule of unadjusted differences.

- To review with management and the Company's independent auditors (i) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, (ii) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods, and (iii) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

- To discuss with the registered public accounting firm the matters required to be discussed under the standards of the PCAOB, relating to the conduct of the audit including any difficulties encountered in the course of the audit work, including management's response to these difficulties, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

- To keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

- To request from the registered public accounting firm assurance that Section 10A(b) of the Exchange Act (including auditor discovery that illegal acts may have occurred) has not been implicated.

- To review and discuss with the registered public accounting firm the matters required to be discussed under the standards of the PCAOB, including Auditing Standard 1301, Communications with Audit Committees.

- To review and discuss the Company's quarterly and annual earnings press releases, including the use of any pro forma, adjusted or other non-GAAP financial information, and the Company's practices regarding financial information and earnings guidance provided to analysts and ratings agencies.

3. *Relating to Controls Over Financial Reporting*

- To discuss with management, the Company's Internal Audit function and the Company's registered public accounting firm management's process for assessing the adequacy and effectiveness of the Company's financial reporting processes, internal controls over financial reporting under Section 404 of the Sarbanes-Oxley Act, and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls and procedures and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls and procedures, and review and discuss with management and the Company's independent auditors disclosure relating to the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, the independent auditors' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as applicable.

- To discuss with management, the Company's Internal Audit function and the Company's registered public accounting firm any (i) changes in internal controls over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal controls over financial reporting that are required to be disclosed and (ii) other changes in internal controls over financial reporting that were considered for disclosure in the Company's periodic filings with the SEC.

- To discuss with the Company's registered public accounting firm the characterization of deficiencies in internal controls over financial reporting and any differences between management's assessment of the deficiencies and that of the Company's registered public accounting firm. The Committee will review the disclosures describing any identified material weaknesses and management's remediation plans.

4. *Relating to Other Compliance Matters*

- To review and approve the Audit Committee report that the proxy rules of the SEC require be included in the Company's annual proxy statement.
- To report regularly to the Board to review any issues which arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the Company's independent auditors and the performance of the Company's Internal Audit function.
- To review with senior management the Company's overall anti-fraud programs and controls.
- To review policies and procedures with respect to and approve or ratify transactions between the Company and its officers, directors, affiliates of officers and directors or other related parties pursuant to the Company's Related Person Transaction Policy.
- To coordinate the Board's oversight of the Code of Conduct.
- To review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters, and monitor ongoing compliance with those procedures.
- In the event the Committee is made aware of any allegation of fraud relating to the Company or any of its officers, directors or employees that the Committee deems could be material to the Company's business or operations, to (i) review such allegation and (ii) if the Committee deems it necessary or advisable, engage independent counsel to assist in an investigation.
- To review any other reports, adopt any other policies and implement any other procedures as they determine will be necessary to comply with the rules and regulations of Nasdaq and the SEC.
- To, at least annually, review and discuss the Company's policies with respect to risk assessment and risk management and the steps the Company takes to prevent, detect, monitor and actively manage such exposures. The Committee will meet regularly with officer(s) responsible for risk management with respect to operational, financial, strategic, data privacy, cybersecurity, legal, regulatory, compliance and reputational risks and report its findings to the Board.
- To conduct an annual evaluation of the performance of its duties, with the goal of continuing improvement. The Committee shall conduct this evaluation in such manner as it deems appropriate.

- To perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws, each as may be amended from time to time and in effect, and applicable law, as the Committee or the Board deems appropriate.

Committee Access and Information

The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

Reliance on Others

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

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Adopted: October 11, 2017
Revised: November 1, 2018
Revised: August 1, 2023
Revised: August 5, 2026