Forward-Looking Statements

This presentation contains “forward-looking statements” within the meaning of the federal securities laws. All statements other than statements of historical facts are forward-looking statements. Forward-looking statements include information concerning the impact of the COVID-19 pandemic on our industry, our dealer customers and our results of operations, our business strategies, strategic alternatives, plans and objectives, market potential, outlook, trends, future financial performance, planned operational and product improvements, potential strategic transactions, liquidity, including draws from our revolving credit facility, expense management and other matters and involve known and unknown risks that are difficult to predict. As a result, our actual financial results, performance, achievements, strategic actions or prospects may differ materially from those expressed or implied by these forward-looking statements. These statements often include words such as “believe,” “expect,” “project,” “anticipate,” “outlook,” “intend,” “strategy,” “plan,” “estimate,” “target,” “seek,” “will,” “may,” “would,” “should,” “could,” “forecasts,” “mission,” “strive,” “more,” “goal” or similar expressions. Forward-looking statements are based on our current expectations, beliefs, strategies, estimates, projections and assumptions, based on our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments, current developments regarding the COVID-19 pandemic and other factors we think are appropriate. Such forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by the Company and its management based on their knowledge and understanding of the business and industry, are inherently uncertain. These statements are expressed in good faith and we believe these judgments are reasonable. However, you should understand that these statements are not guarantees of strategic action, performance or results. Our actual results and strategic actions could differ materially from those expressed in the forward-looking statements. Given these uncertainties, forward-looking statements should not be relied on in making investment decisions. Comparisons of results between current and prior periods are not intended to express any future trends, or indications of future performance, unless expressed as such, and should only be viewed as historical data. Whether or not any such forward-looking statement is in fact achieved will depend on future events, some of which are beyond our control.

Forward-looking statements are subject to a number of risks, uncertainties and other important factors, many of which are beyond our control, that could cause our actual results and strategic actions to differ materially from those expressed in the forward-looking statements contained in this presentation. For a detailed discussion of many of these and other risks and uncertainties, see our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K and our other filings with the Securities and Exchange Commission, available on our website at investor.cars.com or via EDGAR at www.sec.gov. All forward-looking statements contained in this presentation are qualified by these cautionary statements. The forward-looking statements contained in this presentation are based only on information currently available to us and speak only as of the date of this presentation. We undertake no obligation, other than as may be required by law, to update or revise any forward-looking or cautionary statements to reflect changes in assumptions, the occurrence of events, unanticipated or otherwise, or changes in future operating results over time or otherwise.

The forward-looking statements in this presentation are intended to be subject to the safe harbor protection provided by the federal securities laws.
Definitions: Non-GAAP Financial Measures

This presentation discusses Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Operating Expenses and Free Cash Flow. These financial measures are not prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). These financial measures are presented as supplemental measures of operating performance because we believe they provide meaningful information regarding our performance and provide a basis to compare operating results between periods. In addition, we use Adjusted EBITDA as a measure for determining incentive compensation targets. Adjusted EBITDA also is used as a performance measure under our credit agreement and includes adjustments such as the items defined below and other further adjustments, which are defined in the credit agreement. These non-GAAP financial measures are frequently used by our lenders, securities analysts, investors and other interested parties to evaluate companies in our industry. For a reconciliation of the non-GAAP measures presented in this presentation to their most directly comparable financial measure prepared in accordance with GAAP, see “Non-GAAP Reconciliations” below.

Other companies may define or calculate these measures differently, limiting their usefulness as comparative measures. Because of these limitations, these non-GAAP financial measures should not be considered in isolation or as substitutes for performance measures calculated in accordance with GAAP. Definitions of these non-GAAP financial measures and reconciliations to the most directly comparable GAAP financial measures are presented in the tables below.

We define Adjusted EBITDA as net income (loss) before (1) interest expense, net, (2) income tax (benefit) expense, (3) depreciation, (4) amortization of intangible assets, (5) stock-based compensation expense, (6) unrealized mark-to-market adjustments and cash transactions related to derivative instruments, and (7) certain other items, such as transaction-related items, severance, transformation and other exit costs and write-off and impairments of goodwill, intangible assets and other long-lived assets.

Transaction-related items result from actual or potential transactions such as business combinations, mergers, acquisitions, dispositions, spin-offs, financing transactions, and other strategic transactions, including, without limitation, (1) transaction-related bonuses and (2) expenses for advisors and representatives such as investment bankers, consultants, attorneys and accounting firms. Transaction-related items may also include, without limitation, transition and integration costs such as retention bonuses and acquisition-related milestone payments to acquired employees, consulting, compensation and other incremental costs associated with integration projects, and amortization of deferred revenue related to the Accu-Trade acquisition.

We define Free Cash Flow as net cash provided by operating activities less capital expenditures, including purchases of property and equipment and capitalization of internal-use software and website development costs.

We define Adjusted Operating Expenses as total operating expenses adjusted to exclude stock-based compensation, write-off and impairments of goodwill, intangible assets, long-lived assets, severance, transformation and other exit costs and transaction-related items.
Investment Highlights

01. Strengthening our Unique Marketplace Platform
02. Operating in a Large and Growing Addressable Market
03. Leading Brand¹ with Strong Organic Traffic
04. Well Positioned to Benefit from Accelerating Shift to Digital Automotive Solutions
05. Resilient Business Model With Attractive Free Cash Flow Profile and Strong Balance Sheet
06. Clear Strategy and Roadmap for Growth

¹Qualtrics as of March 2022; total brand awareness shown among CARS’ competitive set
Strengthening our Unique Platform
Our Mission

Driving The Future Of Automotive Retail

Become the largest digital automotive marketplace and platform powering innovative solutions and frictionless omni-channel experiences for buyers and sellers.
Our Strategy

Traffic → Dealers → Vehicle Listings → More Traffic → More Dealers

A flywheel of dealers driving vehicle listings, vehicle listings driving traffic & data, traffic & data attracting dealers defines our digital solutions platform.
CARS Winning Platform Strategy

Consumers

Dealers

Marketplace + Dealer Websites

Solutions + DealerRater + FUEL + CreditIQ™ + Accu-Trade

CARS Platform

592MM Marketplace Visits + 952MM Dealer Website Visits¹

¹CARS Internal Data, Full Year 2021 Visits
CARS Extending Beyond the Marketplace

Durable, Category Leading Brand Supporting a 20+ Year History of Innovative Solutions

- **1998**: Cars.com founded
- **2014**: Classified Ventures sells Cars.com to Gannett, Inc.
- **2016**: Acquires DealerRater
- **2017**: Cars.com spins off as a publicly traded independent company under ticker NYSE: CARS
  - Acquired Dealer Inspire, a disruptive, innovative digital solutions provider
  - Launched Cars Social, and AI Chat
  - Accelerated transition of former affiliates McClatchy & tronc
- **2018**: Completed all affiliate conversions; dealers served by direct sales team
  - Launched AutoCorrected and Roxanne
- **2019**: Launched FUEL In-Market Video
  - Repositioned the business on a growth trajectory
  - Selected by GM as semi-exclusive website provider available to GMs 4,000+ dealers
  - Accelerated online selling tools and support for dealers affected by COVID-19
  - Launched AutoCorrected and Roxanne
- **2020**: Completed all affiliate conversions; dealers served by direct sales team
  - Repositioned the business on a growth trajectory
  - Accelerated online selling tools and support for dealers affected by COVID-19
  - Launched FUEL In-Market Video
  - Completed tech replatforming, enabling nimble product development
  - Supports a frictionless end-to-end transaction from search to signature for both our customers and consumers
- **2021**: Completed all affiliate conversions; dealers served by direct sales team
  - Repositioned the business on a growth trajectory
  - Accelerated online selling tools and support for dealers affected by COVID-19
  - Completed tech replatforming, enabling nimble product development
  - Support a frictionless end-to-end transaction from search to signature for both our customers and consumers
- **2022**: Acquired the Accu-Trade Group
  - Announced $200 MM share repurchase program
  - Acquired CreditIQ
# CARS at a Glance

Our Company Today: Scaled Dealer Solutions Platform with Unparal...
At the Heart of our Business is a Vibrant Marketplace

**Consumer Challenges**
- Too many options
- Price opacity & distrust
- Inconvenient, broken shopping experience
- Gaps in online-to-offline experience

**The Solution**
- ~600MM annual visits
- ~3MM new & used vehicle listings
- Trusted, objective editorial content
- Price transparency & comparisons
- 11MM+ vehicle, dealership & salesperson reviews

1500+ models/trims per year

42K+ Dealers

Multiple Automotive Digital Destinations

30+ OEMs

We’re here to make car-buying simple

**Dealer Challenges**
- Growing customer expectations
- Inefficient advertising
- Disruption from online dealers
- Too many disparate solutions

1 25.8K independent US car dealerships per 2020 Borrell Automotive Advertising Outlook report, and 16.6K franchised dealers per National Automobile Dealers Association

2 As of Full Year/Q4 2021
Durable Brand and Subscription Based Model Yields Strong Recurring Revenue

**Overview**

- ~20K dealer customers list new and used inventory on Cars.com on a subscription basis.
- Solutions include Dealer Inspire website products, FUEL in market video, DealerRater review platform and Accu-Trade vehicle acquisition.
- Targeting market leading franchised dealers, dealer groups and independent dealers.
- Monthly ARPD of $2,291.

**Revenue mix**

- 89%

**Target partners**

- 42K+ dealers

---

**Dealer**

- Cars.com
- Dealer Inspire
- Dealer Rater
- Conversations
- FUEL
- Accu-Trade

**OEM & National**

- Cars.com
- Fuel

- Nearly all OEMs as well as auto adjacent companies advertise with CARS.
- Long-term relationships cultivated with target partners.
- Solutions range from performance marketing to value-add solutions like lead generation, CPO programs and FUEL in market video.

**Target partners**

- OEMs

---

Note: 1.7% of revenue is related to “Other Revenue” which consists of data-driven solutions, revenue partnerships and CreditIQ. 1 As of March 31, 2022

Operating in a Large and Growing Addressable Market
Significant Headroom in Multi-Billion-Dollar TAM

Sources: Borell, McKinsey, ACV, Automotive Ventures
Tapping into More than Just Advertising Budgets

WE CAPTURE LESS THAN 2% OF U.S. AUTO ADVERTISING

- $30B+ is spent in Automotive Advertising in the U.S. growing at 3% CAGR\(^1\)
- $21B is spent in Digital, projected to grow at a 5% CAGR\(^1\)

- Typical dealer spends ~4x more on digital marketing services than advertising
- Average Dealer Spends $2.9M/year

1. Based on Borrell Outlook 2022; 2 Based on Borrell Outlook 2022; Average spending for U.S. car dealer with 135 employees
Car Ownership Trends Remain Durable

Strong Demand for Car Ownership

Source: U.S. Bureau of Economic Analysis
03
Leading Brand with Strong Organic Traffic
Strong Brand Drives Marketing Efficiencies

We Spend Half as Much in Advertising as our Largest Competitor

Cars.com is #1 in total brand awareness¹

<table>
<thead>
<tr>
<th>Platform</th>
<th>Awareness</th>
</tr>
</thead>
<tbody>
<tr>
<td>cars.com</td>
<td>71%</td>
</tr>
<tr>
<td>KBB</td>
<td>63%</td>
</tr>
<tr>
<td>CarGurus</td>
<td>57%</td>
</tr>
<tr>
<td>Edmunds</td>
<td>40%</td>
</tr>
<tr>
<td>TrueCar</td>
<td>37%</td>
</tr>
</tbody>
</table>

70% of Traffic Generated Organically

FY 2021 CARS Traffic Breakdown

- **PAID**: 30%
- **DIRECT**: 27%
- **APP**: 19%
- **SEO**: 24%

¹ Qualtrics as of March 31, 2022; total brand awareness shown among CARS' competitive set
Strong Brand Supports Traffic Growth

~600MM visits in 2021

Cars.com Total Traffic

2017 2018 2019 2020 2021

600MM

400MM

200MM

1% CAGR
Well Positioned to Benefit From Accelerating Shift to Digital Automotive Solutions
Solutions Connect Car Shoppers with Dealers

We Help our Customers, **OEMs and Dealers**, Reach Their Customers, **Car Shoppers**

<table>
<thead>
<tr>
<th><strong>DISCOVER &amp; SHOP</strong></th>
<th><strong>CONNECT</strong></th>
<th><strong>BUY</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Marketplace Listings</strong></td>
<td><strong>Cars Social</strong></td>
<td><strong>creditIQ</strong></td>
</tr>
<tr>
<td>Customized marketing and customer acquisition solutions</td>
<td>Allows dealers to power their own dynamic social ads leveraging Cars.com’s pure, first-party audience data</td>
<td>Provides online loan screening and approvals to facilitate online car buying</td>
</tr>
<tr>
<td><strong>FUEL-IMV</strong></td>
<td><strong>DealerRater</strong></td>
<td><strong>Accu-Trade</strong></td>
</tr>
<tr>
<td>Delivers video ads to local in-market shoppers on their device of choice leveraging Cars.com’s pure, first-party audience data</td>
<td>Allows local car shoppers to discover, meet and recommend a dealership’s team, improving our customers’ reputations and building authentic relationships</td>
<td>Enables real-time transparency on vehicle valuation and provides a trusted platform for secure online transactions for dealers and consumers looking to sell to qualified buyers</td>
</tr>
<tr>
<td><strong>Dealer Inspire Websites</strong></td>
<td><strong>Conversations</strong></td>
<td><strong>Online Shopper</strong></td>
</tr>
<tr>
<td>Award winning, custom designed website platforms supporting highly personalized digital campaigns</td>
<td>Powerful A.I. messaging platform that centralizes customer communication, improves quality and speed of response time, and decreases operating costs</td>
<td>Provides real-time transparency on vehicle valuation and provides a trusted platform for secure online transactions for dealers and consumers looking to sell to qualified buyers</td>
</tr>
<tr>
<td><strong>CreditIQ</strong></td>
<td><strong>FUEL-IMV</strong></td>
<td><strong>Cars Social</strong></td>
</tr>
<tr>
<td></td>
<td>Enables real-time transparency on vehicle valuation and provides a trusted platform for secure online transactions for dealers and consumers looking to sell to qualified buyers</td>
<td>Allows dealers to power their own dynamic social ads leveraging Cars.com’s pure, first-party audience data</td>
</tr>
</tbody>
</table>

**cars.com**
Dealer Website Growth

Dealer Inspire Websites

<table>
<thead>
<tr>
<th>Date</th>
<th>Number of Websites</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/31/19</td>
<td>3,000</td>
</tr>
<tr>
<td>3/31/20</td>
<td>3,500</td>
</tr>
<tr>
<td>6/30/20</td>
<td>4,000</td>
</tr>
<tr>
<td>9/30/20</td>
<td>4,500</td>
</tr>
<tr>
<td>12/31/20</td>
<td>5,000</td>
</tr>
<tr>
<td>3/31/21</td>
<td>5,500</td>
</tr>
<tr>
<td>6/30/21</td>
<td>5,500</td>
</tr>
<tr>
<td>9/30/21</td>
<td>5,500</td>
</tr>
<tr>
<td>12/31/21</td>
<td>5,500</td>
</tr>
<tr>
<td>3/31/22</td>
<td>5,500</td>
</tr>
</tbody>
</table>

5,500 Total DI Websites
Dealer Inspire Growth Supported by OEM Partnerships

**Conversations™ Units Live (Online Chat)**

- 23% Penetration*

**Online Shopper™ Units Live (Digital Retailing)**

* Penetration rates calculated as units/website customers
FUELing Future Growth and ARPD through New Products

Unlock the power of in-market video and unprecedented audience targeting

- Subscription-like model connecting dealers directly to in-market shoppers through a customized video marketing platform
- Launched in February 2020

MAXIMIZE ROI ON IN-MARKET SHOPPERS

At any given time, a small percentage of households in a market are serious about buying a car — but we know who they are. By leveraging audience data from the most popular automotive marketplace, FUEL ads only target in-market shoppers.

LAUNCH A FUEL AUDIENCE TAKEOVER

We reach the target audience across the devices and platforms they watch video on every day. FUEL analyzes the ad frequency needed to move the needle in the market, and takes over screens until shoppers in the area can’t think of anywhere else to buy a car.
CARS’ Innovative Solutions Promote At-Home Shopping
Supporting consumers desire to shop when, where & how they want to shop

Home Delivery & Virtual Appointment
- Making dealer inventory accessible for home delivery

Online Shopper
- Seamless end-to-end digital retailing solution
- Enables saving, customizing and comparing payments for online listings in minutes

Conversations
- Advanced messaging solution instantly connects customers to dealers 24/7
- Seamless texting between dealer and customer, desktop and mobile, and tracked in the dealer’s CRM

OEM Partnerships
- OEMs working directly with CARS editorial teams to deliver the most relevant content in real time
- Support for virtual test drives, real-time incentives, and shopper guidance
Resilient Business Model With Attractive Free Cash Flow Profile and Strong Balance Sheet
**Substantial Liquidity and Financial Flexibility**

<table>
<thead>
<tr>
<th><strong>Recurring revenue</strong></th>
<th><strong>Strong free cash flow</strong></th>
<th><strong>Flexible and solid balance sheet</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>• Diversified Subscription model</td>
<td>• Asset Light</td>
<td>• $75.0MM term loan and $400.0MM notes¹</td>
</tr>
<tr>
<td>• Customer base</td>
<td>• Minimal working capital needs</td>
<td>• $30.5MM cash¹ &amp; $185.0MM undrawn on revolving credit facility¹</td>
</tr>
</tbody>
</table>

¹ As of 3/31/22

Strategically deploying capital to drive the greatest shareholder value

- Investing in organic growth initiatives
- Executing value-accretive M&A
- Paying down debt
- Returning capital to shareholders

- $75.0MM term loan and $400.0MM notes¹
- $30.5MM cash¹ & $185.0MM undrawn on revolving credit facility¹
- 2.7x net leverage¹
- Repurchased 338K shares¹
Recurring Subscription Revenue From Diversified Customer Base

Revenue Mix

$624MM
2021 Revenue

Includes marketplace subscriptions and digital solutions

Non-recurring 15%
Subscriptions 85%

No One Customer Drives the Business¹

5%

5% of CARS dealers
(~1,000 dealers)
Generate ~20% of CARS Revenue

27%

27% of CARS dealers²
(~5,000 dealers)
Generate ~60% of CARS Revenue

¹ Based on total number of dealers invoiced over the course of twelve months ended December 2021; Revenue is for Marketplace customers only
² Includes the 5% of CARS dealers that represent 20% of revenue
Robust Cash Flow, Solid Balance Sheet

**YTD Free Cash Flow Trend ($MM)**

- Q1'20: $23
- Q1'21: $44
- Q1'22: $26

**Total Debt ($MM) & Net Leverage Ratio**

- Total Debt: $1,000
- Net Leverage Ratio: 4.1x, 3.8x, 3.4x, 2.9x, 2.4x, 2.3x, 2.7x

*Total Debt* and *Total Net Leverage Ratio* graphs show trends over time.
Clear Strategy & Roadmap for Growth
2022 Strategy: Building Blocks for Our Future

- Best-in-Class Brand and Consumer Experience
- Product Solutions to Help Customers Sell More Cars
- Efficient Technology Systems to Speed Innovation
- Industry-Leading Sales and Customer Support

SUSTAINABLE MARKET LEADERSHIP
Multiple Levers to Grow Revenue

**Dealer Customers**

**Average Monthly ARPD**

[Graph showing the trend of Dealer Customers and Average Monthly ARPD with COVID impact highlighted.]
Led by an Experienced, Diverse Leadership Team

Alex Vetter  
Director & Chief Executive Officer

Jandy Tomy  
Interim Chief Financial Officer

Doug Miller  
President & Chief Commercial Officer

Joe Chura  
Chief Innovation Officer

Matthew Crawford  
Chief Product Officer

Dean Evans  
Executive Vice President, FUEL

Greg Heidorn  
Chief Technology Officer

Marita Hudson Thomas  
Chief Communications Officer

Julien Schneider  
Senior Vice President, Strategy & Business Transformation

Angelique Strong Marks  
Chief Legal Officer

D.V. Williams  
Chief People Officer
Investment Highlights

01. Strengthening our Unique Marketplace Platform

02. Operating in a Large and Growing Addressable Market

03. Leading Brand¹ with Strong Organic Traffic

04. Well Positioned to Benefit from Accelerating Shift to Digital Automotive Solutions

05. Resilient Business Model With Attractive Free Cash Flow Profile and Strong Balance Sheet

06. Clear Strategy and Roadmap for Growth

¹Qualtrics as of March 2022; total brand awareness shown among CARS’ competitive set.
Appendix
## Non-GAAP Reconciliations

(unaudited and in thousands)

### Reconciliation of Operating expenses to Adjusted operating expenses for the Year Ended December 31, 2021:

<table>
<thead>
<tr>
<th></th>
<th>As Reported</th>
<th>Adjustments (1)</th>
<th>Stock-Based Compensation</th>
<th>As Adjusted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cost of revenue and operations</td>
<td>$114,200</td>
<td>$—</td>
<td>$—</td>
<td>$113,291</td>
</tr>
<tr>
<td>Product and technology</td>
<td>$77,316</td>
<td>$—</td>
<td>$—</td>
<td>$76,656</td>
</tr>
<tr>
<td>Marketing and sales</td>
<td>$208,333</td>
<td>$—</td>
<td>$—</td>
<td>$202,933</td>
</tr>
<tr>
<td>General and administrative</td>
<td>$73,582</td>
<td>$(10,874)</td>
<td>$(10,224)</td>
<td>$63,358</td>
</tr>
<tr>
<td>Affiliate revenue share</td>
<td>$—</td>
<td>$—</td>
<td>$—</td>
<td>$—</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>$101,932</td>
<td>$—</td>
<td>$—</td>
<td>$101,932</td>
</tr>
<tr>
<td>Goodwill and intangible asset impairment</td>
<td>$—</td>
<td>$—</td>
<td>$—</td>
<td>$—</td>
</tr>
<tr>
<td><strong>Total operating expenses</strong></td>
<td>$575,545</td>
<td>$(10,874)</td>
<td>$(22,195)</td>
<td>$532,276</td>
</tr>
<tr>
<td><strong>Total nonoperating expense, net</strong></td>
<td>$(38,835)</td>
<td>$(11)</td>
<td>$—</td>
<td>$(38,866)</td>
</tr>
</tbody>
</table>

(1) Includes transaction related costs, severance, transformation and other exit costs, and write-off of long-lived assets and other.

### Reconciliation of Operating expenses to Adjusted operating expenses for the Year Ended December 31, 2020:

<table>
<thead>
<tr>
<th></th>
<th>As Reported</th>
<th>Adjustments (1)</th>
<th>Stock-Based Compensation</th>
<th>As Adjusted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cost of revenue and operations</td>
<td>$101,536</td>
<td>$—</td>
<td>$—</td>
<td>$100,928</td>
</tr>
<tr>
<td>Product and technology</td>
<td>$60,664</td>
<td>$—</td>
<td>$(3,423)</td>
<td>$57,241</td>
</tr>
<tr>
<td>Marketing and sales</td>
<td>$183,448</td>
<td>$—</td>
<td>$(3,722)</td>
<td>$179,726</td>
</tr>
<tr>
<td>General and administrative</td>
<td>$59,051</td>
<td>$(8,576)</td>
<td>$(7,697)</td>
<td>$42,778</td>
</tr>
<tr>
<td>Affiliate revenue share</td>
<td>$10,970</td>
<td>$—</td>
<td>$—</td>
<td>$10,970</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>$113,276</td>
<td>$—</td>
<td>$—</td>
<td>$113,276</td>
</tr>
<tr>
<td>Goodwill and intangible asset impairment</td>
<td>$905,885</td>
<td>$(905,885)</td>
<td>$—</td>
<td>$(504,191)</td>
</tr>
<tr>
<td><strong>Total operating expenses</strong></td>
<td>$1,434,830</td>
<td>$(914,461)</td>
<td>$(15,450)</td>
<td>$504,919</td>
</tr>
<tr>
<td><strong>Total nonoperating expense, net</strong></td>
<td>$(49,082)</td>
<td>$11,248</td>
<td>$—</td>
<td>$(37,334)</td>
</tr>
</tbody>
</table>

(1) Includes write-off and impairments of goodwill, intangible assets and other long-lived assets and other, severance, transformation and other exit costs, and transaction-related costs.
## Non-GAAP Reconciliations
(unaudited and in thousands)

### Reconciliation of Net (loss) income to Adjusted EBITDA

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended December 31</th>
<th></th>
<th>Year Ended December 31</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2021</td>
<td>2020</td>
<td></td>
<td>2021</td>
</tr>
<tr>
<td>Net (loss) income</td>
<td>$ (5,956)</td>
<td>$ 7,219</td>
<td>$ 7,719</td>
<td>$ (817,120)</td>
</tr>
<tr>
<td>Interest expense, net</td>
<td>9,367</td>
<td>11,627</td>
<td>38,729</td>
<td>37,856</td>
</tr>
<tr>
<td>Income tax expense (benefit)</td>
<td>507</td>
<td>(7,188)</td>
<td>1,764</td>
<td>(119,289)</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>25,402</td>
<td>25,747</td>
<td>101,922</td>
<td>113,276</td>
</tr>
<tr>
<td>Goodwill and intangible asset impairment</td>
<td>—</td>
<td>—</td>
<td>—</td>
<td>905,883</td>
</tr>
<tr>
<td>Stock-based compensation</td>
<td>5,435</td>
<td>4,974</td>
<td>22,195</td>
<td>15,450</td>
</tr>
<tr>
<td>Write-off of long-lived assets and other</td>
<td>499</td>
<td>2,602</td>
<td>1,387</td>
<td>9,700</td>
</tr>
<tr>
<td>Severance, transformation and other exit costs</td>
<td>748</td>
<td>1,462</td>
<td>3,528</td>
<td>7,919</td>
</tr>
<tr>
<td>Transaction-related costs</td>
<td>10,814</td>
<td>2,029</td>
<td>11,948</td>
<td>2,205</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>$ 46,816</td>
<td>$ 48,472</td>
<td>$ 189,202</td>
<td>$ 155,882</td>
</tr>
</tbody>
</table>

### Reconciliation of Net cash provided by operating activities to Free cash flow

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended December 31</th>
<th></th>
<th>Year Ended December 31</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2021</td>
<td>2020</td>
<td></td>
<td>2021</td>
</tr>
<tr>
<td>Net cash provided by operating activities</td>
<td>$ 21,777</td>
<td>$ 41,730</td>
<td>$ 138,003</td>
<td>$ 138,616</td>
</tr>
<tr>
<td>Purchase of property and equipment</td>
<td>(1,313)</td>
<td>(4,109)</td>
<td>(19,192)</td>
<td>(16,712)</td>
</tr>
<tr>
<td>Free cash flow</td>
<td>$ 20,464</td>
<td>$ 37,641</td>
<td>$ 118,811</td>
<td>$ 121,904</td>
</tr>
</tbody>
</table>
Non-GAAP Reconciliations (unaudited and in thousands)

### Reconciliation of Net income to Adjusted EBITDA

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended March 31,</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2022</td>
<td>2021</td>
</tr>
<tr>
<td>Net income</td>
<td>$4,340</td>
<td>$5,278</td>
</tr>
<tr>
<td>Interest expense, net</td>
<td>$9,330</td>
<td>$10,001</td>
</tr>
<tr>
<td>Income tax (benefit) expense</td>
<td>$(2,521)</td>
<td>$1,306</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>$24,553</td>
<td>$25,680</td>
</tr>
<tr>
<td>Stock-based compensation</td>
<td>$5,417</td>
<td>$5,108</td>
</tr>
<tr>
<td>Write-off of long-lived assets and other</td>
<td>$(45)</td>
<td>$(15)</td>
</tr>
<tr>
<td>Severance, transformation and other exit costs</td>
<td>$392</td>
<td>$780</td>
</tr>
<tr>
<td>Transaction-related items</td>
<td>$556</td>
<td>—</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td><strong>$42,022</strong></td>
<td><strong>$48,138</strong></td>
</tr>
</tbody>
</table>

### Reconciliation of Net cash provided by operating activities to Free cash flow

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net cash provided by operating activities</td>
<td>$30,358</td>
<td>$50,362</td>
</tr>
<tr>
<td>Purchase of property and equipment</td>
<td>$(4,008)</td>
<td>$(6,219)</td>
</tr>
<tr>
<td><strong>Free cash flow</strong></td>
<td><strong>$26,350</strong></td>
<td><strong>$44,143</strong></td>
</tr>
</tbody>
</table>
Non-GAAP Reconciliations
(unaudited and in thousands)

### Reconciliation of Operating expenses to Adjusted operating expenses for the Three Months Ended March 31, 2022:

<table>
<thead>
<tr>
<th></th>
<th>As Reported</th>
<th>Adjustments (1)</th>
<th>Stock-Based Compensation</th>
<th>As Adjusted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cost of revenue and operations</td>
<td>$27,752</td>
<td>$—</td>
<td>$(195)</td>
<td>$27,557</td>
</tr>
<tr>
<td>Product and technology</td>
<td>21,307</td>
<td>—</td>
<td>(1,240)</td>
<td>20,067</td>
</tr>
<tr>
<td>Marketing and sales</td>
<td>57,094</td>
<td>—</td>
<td>(1,305)</td>
<td>55,789</td>
</tr>
<tr>
<td>General and administrative</td>
<td>16,560</td>
<td>(873)</td>
<td>(2,677)</td>
<td>13,010</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>24,553</td>
<td>—</td>
<td>—</td>
<td>24,553</td>
</tr>
<tr>
<td><strong>Total operating expenses</strong></td>
<td><strong>$147,266</strong></td>
<td><strong>(873)</strong></td>
<td><strong>(5,417)</strong></td>
<td><strong>140,976</strong></td>
</tr>
<tr>
<td>Total nonoperating expense, net</td>
<td>$(9,122)</td>
<td>$30</td>
<td>—</td>
<td>$(9,092)</td>
</tr>
</tbody>
</table>

(1) Includes transaction related items, severance, transformation and other exit costs, and write-off of long-lived assets and other.

### Reconciliation of Operating expenses to Adjusted operating expenses for the Three Months Ended March 31, 2021:

<table>
<thead>
<tr>
<th></th>
<th>As Reported</th>
<th>Adjustments (1)</th>
<th>Stock-Based Compensation</th>
<th>As Adjusted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cost of revenue and operations</td>
<td>$27,831</td>
<td>$—</td>
<td>$(354)</td>
<td>$27,477</td>
</tr>
<tr>
<td>Product and technology</td>
<td>16,760</td>
<td>—</td>
<td>(1,281)</td>
<td>15,479</td>
</tr>
<tr>
<td>Marketing and sales</td>
<td>53,211</td>
<td>—</td>
<td>(1,313)</td>
<td>51,898</td>
</tr>
<tr>
<td>General and administrative</td>
<td>13,266</td>
<td>(762)</td>
<td>(2,160)</td>
<td>10,344</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>25,680</td>
<td>—</td>
<td>—</td>
<td>25,680</td>
</tr>
<tr>
<td><strong>Total operating expenses</strong></td>
<td><strong>$136,748</strong></td>
<td><strong>(762)</strong></td>
<td><strong>(5,108)</strong></td>
<td><strong>130,878</strong></td>
</tr>
<tr>
<td>Total nonoperating expense, net</td>
<td>$(9,963)</td>
<td>$3</td>
<td>—</td>
<td>$(9,960)</td>
</tr>
</tbody>
</table>

(1) Includes severance, transformation and other exit costs, and write-off of long-lived assets and other.
Definitions: Key Metrics

Traffic ("Visits"). Traffic is fundamental to our business. Traffic to the CARS network of websites and mobile apps provides value to our advertisers in terms of audience, awareness, consideration and conversion. In addition to tracking traffic volume and sources, we monitor activity on our properties, allowing us to innovate and refine our consumer-facing offerings. Traffic is defined as the number of visits to CARS desktop and mobile properties (responsive sites and mobile apps), measured using Adobe Analytics. Traffic does not include traffic to Dealer Inspire websites. Traffic provides an indication of our consumer reach. Although our consumer reach does not directly result in revenue, we believe our ability to reach in-market car shoppers is attractive to our dealer customers and national advertisers.

Average Monthly Unique Visitors ("UVs"). Growth in unique visitors and consumer traffic to our network of websites and mobile apps increases the number of impressions, clicks, leads and other events we can monetize to generate revenue. We define UVs in a given month as the number of distinct visitors that engage with our platform during that month. Visitors are identified when a user first visits an individual CARS property on an individual device/browser combination or installs one of our mobile apps on an individual device. If a visitor accesses more than one of our web properties or apps or uses more than one device or browser, each of those unique property/browser/app/device combinations counts toward the number of UVs. UVs do not include Dealer Inspire UVs. We measure UVs using Adobe Analytics.

Dealer Customers. Dealer Customers represent dealerships using our products as of the end of each reporting period. Each physical or virtual dealership location is counted separately, whether it is a single-location proprietorship or part of a large, consolidated dealer group. Multi-franchise dealerships at a single location are counted as one dealer. All Dealer Customer metrics do not include Accu-Trade as it would be impracticable to do so.

Average Revenue Per Dealer ("ARPD"). We believe that our ability to grow ARPD is an indicator of the value proposition of our platform. We define ARPD as Dealer revenue, excluding digital advertising services, during the period divided by the monthly average number of Dealer Customers during the same period. ARPD does not include Accu-Trade as it would be impracticable to do so.