



CARGURUS, INC.
2024 ANNUAL MEETING OF STOCKHOLDERS

June 5, 2024
2:00 p.m. Eastern Time

RULES OF CONDUCT

Welcome to the 2024 Annual Meeting of Stockholders (the "Annual Meeting") of CarGurus, Inc. (the "Company"). In the interest of conducting an orderly Annual Meeting, the following Rules of Conduct have been established. We thank you in advance for your cooperation.

1. Only stockholders of record at the close of business on April 11, 2024 ("Stockholders"), the record date for the Annual Meeting, and valid proxy holders of Stockholders ("Proxy Holders") are permitted to vote or submit questions while participating in the Annual Meeting. To vote or submit questions, please login as a Stockholder by entering the 16-digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Annual Meeting, your vote has been recorded by the Company's inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.
2. The Chair of the Board of Directors of the Company, who serves as Chair of the Annual Meeting (the "Chair") or his designee, has the authority to interpret and enforce these rules of conduct in his discretion.
3. The Annual Meeting will be conducted in a prompt and orderly fashion in accordance with the Agenda.
4. Only Stockholders may submit questions that are pertinent to the Annual Meeting. Such questions may be submitted in the field provided in the web portal during the Annual Meeting.
5. To allow us to answer questions from as many Stockholders as possible, we will limit each Stockholder to two questions. It will help us if questions are succinct and cover only one relevant and appropriate topic per question. Questions from multiple Stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
6. Stockholder questions are welcome, but conducting the business set out in the Agenda for the benefit of all Stockholders will be prioritized. The Company will not permit and does not intend to address any questions that are, among other things:
 - irrelevant to the Company's business or to the business of the Annual Meeting;
 - related to material non-public information of the Company;
 - inappropriate or personal in nature;
 - profane or derogatory references to individuals or that are otherwise in bad taste;



- repetitious or that have the effect of needlessly prolonging the Annual Meeting;
 - related to pending or threatened litigation;
 - in furtherance of the Stockholder's personal or business interests; or
 - out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by either the Chair or Secretary of the Annual Meeting in their reasonable judgment.
7. Any matter that is of individual concern or that is not pertinent to the Annual Meeting should be raised privately with representatives of the Company after the Annual Meeting by contacting investors@cargurus.com.
 8. In the event of a technical malfunction or other significant problem that disrupts the Annual Meeting, the Chair or his designee may adjourn, recess, or expedite the Annual Meeting or take such other action that the Chair or his designee determines is appropriate. If you have difficulty accessing the Annual Meeting, please contact the support team at the numbers listed on the log-in page.
 9. Recording of the Annual Meeting is prohibited. A webcast playback will be available at www.virtualshareholdermeeting.com within 24 hours after the completion of the Annual Meeting. The webcast will be available for approximately one year.
 10. In addition to these rules, the Chair or his designee may adopt any other rules or make rulings during the course of the Annual Meeting as they deem appropriate and will have the discretion to take such action as they may deem necessary or desirable to conduct the Annual Meeting in a business-like and orderly manner.
 11. **Cautionary Language Concerning Forward-Looking Statements:** In response to Stockholder questions during the Annual Meeting, the Company may make statements regarding its business that may be considered forward looking within applicable securities laws. These statements are not promises or guarantees and are subject to risks and uncertainties, which could cause them to differ materially from actual results. Information concerning those risks is set forth in the "Risk Factors" section of the Company's Annual Report on Form 10-K, filed on February 26, 2024, with the U.S. Securities and Exchange Commission ("SEC"), which, along with the Company's other filings with the SEC, can be found on the SEC's website and in the Investor Relations section of the Company's website. The Company undertakes no obligation to update forward-looking statements except as required by law.