

**INVESTMENT COMMITTEE CHARTER**  
**of the Investment Committee**  
**of DealerTrack Holdings, Inc.**

This Investment Committee Charter was adopted by the Board of Directors (the “Board”) of DealerTrack Holdings, Inc. (the “Company”), effective as of January 3, 2006.

**I. Purpose**

The Committee shall have responsibility for reviewing and evaluating all Material Investments proposed to be made by the Company or its subsidiaries. The Committee shall have the authority to approve all Investments, where the aggregate purchase price (including any possible contingent payments) is \$10,000,000 or less and the authority to make recommendations of proposed Investments greater than \$10,000,000 to the Board for its consideration and approval.

**II. Membership**

The Committee shall consist of two (2) or more Directors, which number shall be determined by the Board from time to time in its discretion. The Board annually shall elect the members of the Committee to serve for a term of one (1) year or other length of term, in the discretion of the Board, and shall otherwise serve until their successors are duly elected and qualified. Each member of the Committee shall serve at the pleasure and discretion of the Board and may be replaced or removed by the Board at any time and from time to time in its discretion. At the time of each annual election of the Committee members, or at other times in the discretion of the Committee or the Board, the Committee shall designate one member of the Committee to be its Chairman; in the absence of such designation by the Committee, the Board shall designate the Chairman.

**III. Meetings**

The Committee shall meet as frequently as the discharge of its responsibilities shall require. The Chairman or any member of the Committee may call meetings of the Committee upon at least 24 hours’ notice to all members of the Committee. The Committee shall meet at such times and places as shall be determined by the Chairman. At each meeting of the Committee, a majority of the members shall constitute a quorum, and a majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. When present, the Chairman will preside at all meetings of the Committee. The Committee may meet in person or by telephonic or video conference, and may take actions by unanimous written consent of all the members of the Committee. The Committee shall keep regular minutes of its proceedings and shall report to the Board in an appropriate and timely fashion.

#### **IV. Duties**

To fulfill its responsibilities and duties, the Committee shall:

1. Review and evaluate with Company management all proposed Investments and:  
(i) where the aggregate purchase price is \$10,000,000 or less, approve or reject such Investments; or (ii) where the aggregate purchase price is greater than \$10,000,000, recommend such proposed Investments to the Board for its consideration and approval.
2. Review and evaluate each proposed Investment based on whether it is prudent and in the best interests of the Company and its stockholders.
3. Report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.
4. Review periodically with management the Company's strategic business objectives and the manner in which transactional activity can contribute to the achievement of those objectives.
5. Retain, in its sole discretion, experts, consultants and other advisors to aid the Committee in fulfilling its duties pursuant to this Charter.
6. Review and reassess the adequacy of this Charter as frequently as the Committee deems appropriate. If any revisions to the Charter are deemed necessary or appropriate, submit such recommended changes to the Board for its consideration and approval.
7. Performs such other functions as the Board may request.

#### **V. Definitions**

For purposes of this Charter:

"Investment" shall mean any purchase or acquisition by the Company of any other corporation or business concern whether by acquisition of assets, capital stock or otherwise, and whether in consideration of the payment of cash, the issuance of capital stock or otherwise or make any investment in another business entity or any joint venture or similar arrangement in one transaction or a series of related transactions.

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