

ADESA, INC.
Board of Directors

Corporate Governance and Nominating Committee Charter

Purposes of Committee

The purposes of the Corporate Governance and Nominating Committee (“Committee”) of the Board of Directors (“Board”) of ADESA, Inc. (“Company”) are to:

1. Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
2. Oversee the evaluation of the Board and the Company's management.
3. Provide recommendations to the Board with respect to (a) Board organization, membership, and function; (b) committee structure and membership; and (c) succession planning for the executive management of the Company.
4. Identify individuals qualified to become directors, consistent with criteria approved by the Board, and recommend to the Board the nominees for directors for the next annual meeting of stockholders.

Committee Membership

The Committee shall consist solely of three or more members of the Board, each of whom is, in the business judgment of the Board, “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”). Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Lead Director shall serve as the Chair of the Committee. The Committee shall meet at least three times a year at such times and places established by the Board or the Committee Chair, and shall meet at such additional times and places as may be determined by the Chair or a majority of the Committee. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting. The Committee may meet in person or telephonically. The Committee may act by unanimous written consent when deemed necessary or desirable by the Committee or its Chair. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

The Committee may, in its sole discretion, delegate to one or more subcommittees of the Committee any of its duties and responsibilities.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

Committee Duties and Responsibilities Relating to Corporate Governance and Nominating

The duties and responsibilities of the Committee relating to its corporate governance and nominating functions are:

1. Review and make recommendations to the Board concerning composition, organization, processes, and practices of the Board, including policies with respect to the size of the Board; the desired qualifications of Directors; the types, functions, size and membership of Board committees (including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee); meetings of the Board (including executive session); policies relating to Director retirement, tenure and removal for cause and any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.
2. Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others.
3. Review the background and qualifications of individuals being considered as director candidates and recommend to the Board candidates to be nominated by the Board for election as Directors. As part of this process, the Committee will review qualifications and the performance of incumbent Directors.
4. Recommend to the Board criteria and procedures to be used by the Committee in identifying, screening and recommending to the Board potential candidates to become new Board members. In recommending candidates to the Board, the Committee shall take into consideration such factors as it deems appropriate. These factors may include integrity, achievements, judgment, intelligence, personal character, the interplay of the candidate's relevant experience with the experience of other Board members, the willingness of the candidate to devote adequate time to Board duties, and likelihood that he or she will be willing and able to serve on the Board for a sustained period. In connection with the recommendation of nominees for Director, due consideration will be given to the Board's overall balance and diversity of perspectives, backgrounds and experiences. The committee will review annually with the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity

- required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE.
5. Recommend to the Board, for action at each Annual Board Meeting held in May or at such other times as may be appropriate, Directors qualified to serve on or fill vacancies on each committee of the Board (including the Corporate Governance and Nominating Committee). Recommend to the Board as deemed appropriate the removal of any Director from a committee.
 6. Review and make recommendations to the Board regarding the independence of the Board members.
 7. Consider questions of possible conflicts of interest of Board members and senior executives.
 8. Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
 9. Recommend to the Board criteria and process for evaluating the performance of the CEO, and lead Board evaluation of the CEO on an annual basis. After discussion and approval by the independent directors, the Lead Director (if the Chairman is the CEO) or the Chairman (if he or she is not the CEO) and the Chair of the Executive Compensation Committee will meet with the CEO to discuss the evaluation. Advise the Executive Compensation Committee on CEO performance to assist it in setting CEO compensation and establishing goals and determining payouts under incentive compensation plans.
 10. Review the recommendations of the Executive Compensation Committee regarding non-management director compensation.
 11. Establish procedures for the Committee to exercise oversight of the evaluation of the Board, its committees and executive management.
 12. Lead the Board in providing for management succession planning.
 13. Develop and review, at least annually, corporate governance principles to assure that they are appropriate for the Company and comply with the requirements of the NYSE and recommend any changes to the Board.
 14. Review and approve the Company's Code of Ethics for directors, officers and employees and reassess periodically.
 15. Conduct an annual performance evaluation of the Committee.

16. Review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.
17. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Committee Reports

The Committee shall report to the Board as follows:

1. A report on the proceedings of each Committee meeting shall be presented to the Board at its next regularly scheduled meeting;
2. Notices of Committee meetings, agendas, and meeting minutes will be transmitted to the Board; and
3. The results of the Committee's annual performance evaluation of the Committee shall be presented to the Board.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to retain, discharge, and approve fees and other terms for retention of independent legal counsel, independent experts or consultants, and search firms.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.