

**CSK AUTO CORPORATION**

**NOMINATING & CORPORATE GOVERNANCE COMMITTEE  
CHARTER**

**I. PURPOSE.**

The Nominating & Corporate Governance Committee ("Committee") is appointed by the Board of Directors for the purpose of:

- (A) Identifying individuals qualified to become Board members, and recommending to the Board the director nominees for election at the next annual meeting of shareholders;
- (B) Identifying and recommending to the Board qualified directors for membership on the Board's standing committees; and
- (C) Developing and recommending to the Board corporate governance principles applicable to the Company.

**II. COMPOSITION.**

The Board shall appoint a Committee of at least three members, consisting entirely of independent directors of the Board, and shall designate one member as chairperson. For purposes hereof, "independent" shall mean a director who meets the independence requirements of the New York Stock Exchange, the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission, if and to the extent applicable.

Members of the Committee shall serve until their successors are appointed and duly qualified. The Board shall have the authority at any time to change the membership of and fill any vacancies on the Committee, subject to the independence requirements set forth herein.

**III. AUTHORITY, DUTIES AND RESPONSIBILITIES.**

**1. Director Qualifications and Selection.** The Committee shall develop qualification criteria for selection of new Board members, and shall seek to identify, interview and screen qualified nominees for recommendation to the Board for election at each Annual Meeting of Shareholders, in accordance with the Company's Corporate Governance Guidelines. The Committee shall review the continued appropriateness of Board membership of members who retire or change their position held at time of their election to the Board in accordance with the Company's Corporate Governance Guidelines.

**2. Committees.** The Committee shall review at least annually the composition of the Board's standing committees, and make recommendation to the Board respecting the number, structure, membership and function of such committees.

**3. Advisors.** The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

**4. Oversight.** The Committee shall oversee the annual evaluation of the Board pursuant to the Company's Corporate Governance Guidelines, and make recommendations to the Board as appropriate.

**5. Meetings; Subcommittees.** The Committee shall meet (either in person or telephonically) as often as it deems necessary or appropriate, but not less frequently than annually. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to any such subcommittees such power and authority as it deems appropriate, provided that the Committee shall not delegate to a subcommittee any power or authority required by law, regulation or the Company's By-laws or other governing documents to be exercised by the Committee as a whole.

**6. Reporting to the Board.** The Committee shall report regularly (not less frequently than at the next scheduled Board meeting following each meeting of the Committee) to the Board regarding its activities.

**7. Review and Assessment.** The Committee shall review and reassess the adequacy of this Charter annually, and recommend any proposed changes to the Board for approval. The Committee shall evaluate annually its own performance.

**8. Corporate Governance.** The Committee shall develop and recommend to the Board corporate governance principles applicable to the Company. The Committee thereafter shall review and reassess, at least annually, the adequacy and appropriateness of such corporate governance principles and recommend any proposed changes to the Board for approval. The Committee shall consider other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

**9. Additional Duties.** The Committee shall, in addition to the performance of the duties described in this Charter, undertake such additional duties as from time to time may be:

(a) delegated to it by the Board;

(b) required by law or under the rules of the New York Stock Exchange; or

(c) deemed desirable, necessary or appropriate, in the Committee's discretion, in connection with its functions described in this Charter.