

AUTOBYTEL INC.

**CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER**

The Board of Directors (the **Board**) of Autobytel Inc. (the **Company**) has adopted the following Charter of the Corporate Governance and Nominations Committee (the **Charter**). This Charter is subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company or as required by applicable laws.

1. CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE PURPOSE

The purpose of the Corporate Governance and Nominations Committee is to (i) identify individuals qualified to become Directors, and to select the Director nominees for the next annual meeting of stockholders, and (ii) oversee the corporate governance of the Company and, as deemed necessary or desirable from time to time by the Corporate Governance and Nominations Committee, develop and recommend corporate governance policies to the Board.

2. INDEPENDENCE REQUIREMENTS

All of the members of the Corporate Governance and Nominations Committee must be “Independent.”

- A Corporate Governance and Nominations Committee member is “Independent” if the member is an “Independent” Director as described under applicable law or regulation.

3. APPOINTMENT TO CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE

The members of the Corporate Governance and Nominations Committee shall be appointed by the Board.

4. REMOVAL FROM CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE

The members of the Corporate Governance and Nominations Committee may be removed by the Board, and shall automatically cease to be members of the Corporate Governance and Nominations Committee upon death, resignation or removal as Directors with or without cause.

5. CHAIRMAN OF CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE

The Chairman of the Corporate Governance and Nominations Committee shall be appointed by the Board, or in the absence of such an appointment, by the Corporate Governance and Nominations Committee, from time to time.

- The Chairman of the Corporate Governance and Nominations Committee shall be selected from the members of the Corporate Governance and Nominations Committee.
- The Chairman of the Corporate Governance and Nominations Committee shall preside at all meetings of the Corporate Governance and Nominations Committee

6. CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE MEETINGS

The Corporate Governance and Nominations Committee must hold meetings in accordance with the Bylaws of the Company.

- The Corporate Governance and Nominations Committee shall not have authority to delegate its responsibilities to a subcommittee, unless first approved by the Board in accordance with applicable law and the Bylaws of the Company.

7. COMMITTEE CHARTERS

The Corporate Governance and Nominations Committee must, with the advice of the applicable committee, develop and recommend the charters of each of the Audit Committee, Corporate Governance and Nominations Committee and Compensation Committee, and such other key committee as the Board may appoint.

- The charters of each of the Audit Committee, Corporate Governance and Nominations Committee and Compensation Committee shall address such subjects as required by applicable laws and such other subjects as the Corporate Governance and Nominations Committee deems necessary or desirable given the Company's business and operations.

8. NOMINATION OF DIRECTORS

The Corporate Governance and Nominations Committee must nominate, or recommend to the Board for nomination, Director nominees to the Board for election by the stockholders of the Company at each annual meeting of stockholders.

- Before each annual meeting of stockholders, the Corporate Governance and Nominations Committee must identify Director candidates to serve on the Board and carry out the duties and responsibilities of the Board under applicable law.
- The Corporate Governance and Nominations Committee shall nominate or recommend a group of Director nominees from among the Director candidates identified.
- The identification of Director candidates and the nomination or recommendation of Director nominees may be from among the incumbent Directors and/or any other persons as the Corporate Governance and Nominations Committee may determine. The Corporate Governance and Nominations Committee may, in its

sole discretion, retain and terminate any search firm (and approve such search firm's fees and other retention terms) to assist in the identification of such Director candidates.

- The Corporate Governance and Nominations Committee must consider the past attendance at meetings and assess the participation in and contributions to the activities of the Board by incumbent Directors.
- If the Company is legally required by contract or otherwise to provide third parties with the ability to nominate Directors (for example, preferred stock rights to elect directors upon a dividend default, stockholder agreements, and management agreements), the recommendation and nomination of such Directors need not be subject to the foregoing process.
- The duties of the Corporate Governance and Nominations Committee in nominating or recommending Director nominees may be carried out by a majority of the Independent Directors.

9. RECOMMENDATION OF COMMITTEE MEMBERS

The Corporate Governance and Nominations Committee must recommend Directors to be appointed to the committees of the Board.

- The Corporate Governance and Nominations Committee must recommend Directors for appointment to serve on a particular committee of the Board and carry out the duties of such committee, as set forth in the charter of such committee, if any.
- From time to time as determined necessary or desirable by the Corporate Governance and Nominations Committee, the Corporate Governance and Nominations Committee should review the composition and qualification of committee members and consider recommending rotation of committee chairpersons or members to the Board to serve on such committee and carry out the duties of such committee.

10. BOARD OF DIRECTOR INDEPENDENCE OVERSIGHT

The Corporate Governance and Nominations Committee must oversee the independence of the Board.

- The Corporate Governance and Nominations Committee must take reasonable steps to ensure that a majority of the Board are "Independent" and that there is a good faith basis for the affirmative determination by the Board that the "Independent" Directors have no "material relationship" with the Company, in accordance with applicable law or regulation.

11. REPORTING TO THE BOARD

The Corporate Governance and Nominations Committee must apprise the full Board of its activities on a regular basis.

- The Corporate Governance and Nominations Committee must schedule meetings with the Board as necessary or desirable to apprise and update the Board of its activities and to answer any questions of the Board.
- To the extent determined necessary or desirable by the Corporate Governance and Nominations Committee, the Corporate Governance and Nominations Committee may provide each Director with interim reports to apprise and update the Board of its activities.

12. ANNUAL PERFORMANCE EVALUATION OF THE CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE

The Corporate Governance and Nominations Committee must conduct a self-evaluation at least annually to determine whether it is functioning effectively.

- The Corporate Governance and Nominations Committee should review and evaluate its performance on at least an annual basis to determine whether it is functioning effectively in accordance with this Charter.
- The Corporate Governance and Nominations Committee must take action in respect of any deficiencies in its performance following such evaluations.

Subject to applicable federal law, nothing contained in this Charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Corporate Governance and Nominations Committee except to the extent otherwise provided under Delaware law.

A copy of this Charter of the Corporate Governance and Nominations Committee of the Board of Autobytel Inc. shall be posted on the Company's website, www.autobytel.com.