

**CHARTER FOR THE  
NOMINATING AND GOVERNANCE COMMITTEE  
OF  
COPART, INC.**

**PURPOSE:**

The purpose of the Nominating and Governance Committee is to ensure that the Board of Directors (the “Board”) of Copart, Inc., a California corporation, is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall:

- assist the Board by identifying prospective director nominees and to select the director nominees for the next annual meeting of stockholders; and
- develop and recommend to the Board the governance principles applicable to the Company.

**COMMITTEE MEMBERSHIP AND ORGANIZATION:**

- The Nominating and Governance Committee shall be comprised of no fewer than three (3) members.
- The members of the Nominating and Governance Committee shall meet the independence requirements of Nasdaq Rule 4200.
- The members of the Nominating and Governance Committee shall be appointed and replaced by the Board.

**COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Determine on an annual basis desired Board qualifications, expertise and characteristics and conduct searches for potential Board members with corresponding attributes. Evaluate and propose nominees for election to the Board. In performing these tasks the Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.

- Evaluate and make recommendations to the Board concerning the proposal of the Board slate for election. Consider stockholder nominees for election to the Board.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Oversee the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- Review its own charter, structure, processes and membership requirements from time to time.
- In performing its responsibilities, the Nominating and Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.
- Make regular reports to the Board.
- Maintain minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- Form and delegate authority to subcommittees when appropriate.