

GROUP 1 AUTOMOTIVE, INC.
NOMINATING/GOVERNANCE COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of Group 1 Automotive, Inc. (the “**Company**”) has heretofore constituted and established a Nominating/Governance Committee of the Board (the “**Committee**”) with the authority, responsibility and specific duties as described in this Nominating/Governance Committee Charter (this “**Charter**”).

Purposes

The purposes of the Committee are:

1. To assist the Board by identifying individuals qualified to become members, consistent with criteria approved by the Committee, of the Board and to recommend to the Board director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies;
2. To recommend to the Board a) Board committee membership and leadership, and b) appropriate composition of the Board and its committees;
3. To advise the Board about and recommend to the Board appropriate corporate governance guidelines and practices and to assist the Board in implementing those guidelines and practices;
4. To lead the Board in its annual review of the performance of the Board, its committees and management;
5. To direct all matters relating to succession of the Chief Executive Officer and other key executive officers of the Company; and
6. To perform such other functions as the Board may assign to the Committee from time to time.

Composition

The Committee size shall be determined by the Board, but shall consist of at least three members, all of whom are members of the Board. One of the members shall serve as the chairperson (the “**Chair**”) of the Committee. Each member of the Committee shall satisfy the independence requirements of the rules of the New York Stock Exchange applicable to domestic listed companies and of any other applicable laws.

The Board shall appoint the members of the Committee. The Chair of the Committee shall be designated by the Board based on the recommendation of the Committee or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to do the following actions:

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
2. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall perform the following actions:
 - Identify individuals qualified to become Board members and recommend to the Board the persons to be nominated by the Board for election as directors at the annual meetings of stockholders, and the persons to be elected by the Board to fill any vacancies on the Board.
 - Prior to recommending to the Board an existing director to be nominated for election as a director at the annual meeting of stockholders, the Committee may consider and review the director's:
 - Board and committee meeting attendance and performance;
 - Length of Board service;
 - Personal and professional integrity, including commitment to the Company's core values;
 - Experience, skills and contributions that the existing director brings to the Board; and
 - Independence under applicable standards.
 - In the event that a vacancy on the Board arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the next annual meeting of stockholders. To identify such a nominee, the Committee may solicit recommendations from the existing directors and senior management. These recommendations should be considered by the Committee along with any recommendations that have been received from stockholders as discussed below. The Committee may, in its discretion, retain a search firm to provide additional candidates. Prior to recommending to the Board a person to be elected to fill any vacancy on the Board, the Committee may consider and review the entirety of the candidate's credentials. In making its evaluation and recommendation of a candidate, the Committee may consider and review factors, including the candidate's:

- Experience in the context of the needs of the Board;
- Relevant business and financial experience;
- Industry or other specialized expertise;
- Moral character;
- Independence qualifications;
- Diversity; and
- Age.

The Committee also shall consider the diversity of, and the optimal enhancement of the current mix of talent and experience on, the Board.

- The Committee shall treat recommendations for director that are received from the Company's stockholders equally with recommendations received from any other source; *provided, however*, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures set forth in the Bylaws and outlined in the Company's proxy statement for its annual meeting of stockholders.
 - At least annually, the Committee shall review the criteria for the nomination of director candidates and approve changes, as appropriate.
3. The Committee will evaluate, and make recommendations to the Board regarding, any resignations tendered by directors pursuant to the Policy of the Board Relating to Majority Voting.
 4. At least annually, the Committee shall review the relationships between the Company and each director and report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards.
 5. The Committee shall determine whether or not each director and each prospective director of the Company is independent, disinterested, a non-employee director or an outside director under the standards applicable to the committees on which such director is serving or may serve. The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested, non-employee or outside director under applicable standards. The Nominating/Governance Committee shall report to the Board the existence of any such matter or circumstance.
 6. The Committee shall periodically assess the need for changes to the Company's stock ownership guidelines and recommend any proposed changes to the Board for approval.
 7. At least annually, the Committee shall:
 - review the advisability or need for any changes in the number and composition of the Board;

- review and make recommendations to the Board with respect to the form and amount of director compensation;
 - review the advisability or need for any changes in the number, charters, titles or structure of committees of the Board;
 - recommend to the Board the composition of each committee of the Board and the individual director to serve as Chair of each committee;
 - request that the Chair of each committee report to the Board about the committee's annual evaluation of its performance and evaluation of its charter;
 - provide framework for and lead open discussion with all directors regarding an assessment of the performance of the Board, its committees and management following the end of each fiscal year;
 - review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval;
 - meet on succession planning, whereby the Committee shall (i) identify, and periodically update, the qualities and characteristics necessary for an effective Chief Executive Officer, (ii) monitor and review the development and progression of potential candidates against these standards, and (iii) evaluate policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer; and
 - consult with the Chief Executive Officer on senior management succession planning.
8. The Committee shall have the authority to conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
9. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to assist the Committee in identifying director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

10. The Committee may delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees do not have the authority to engage independent legal counsel and other experts and advisors unless expressly granted such authority by the Committee. Each subcommittee will keep minutes and regularly report to the Committee.
11. To the extent applicable, the Committee shall make an annual recommendation to the Board concerning the selection and designation of a “Presiding Director” to preside over the meetings of the non-management directors in executive session.
12. Each year, the Committee will review the leadership of the Board including the Board’s policy regarding the structure of the offices of Chairman of the Board and Chief Executive Officer.
13. The Committee shall receive appropriate funding from the Company for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
14. The Committee shall develop and evaluate an orientation program for new directors and a continuing education program for current directors, and present a report to the Board and make appropriate recommendations for final Board action regarding this program. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Procedures

1. **Meetings.** The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee shall meet at the call of its Chair, two or more members of the Committee, or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company’s management, independent consultants, and such other persons as the Committee or its Chair may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company’s bylaws.
2. **Quorum and Approval.** A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
3. **Rules.** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of the Chair, at any meeting thereof.
4. **Reports.** The Committee shall maintain minutes of its meetings and make regular reports to the Board, directly or through the Chair.

5. ***Review of Charter.*** Each year, the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
6. ***Performance Review.*** Each year, the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.
7. ***Fees.*** Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of, or Chair of, the Committee.

Posting Requirement

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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