

GROUP 1 AUTOMOTIVE®

Stock Ownership Guidelines

The Board of Directors of Group 1 Automotive, Inc. (the Company) believes that the Company's Officers (Vice Presidents and above) and members of the Board of Directors, while serving in such capacities, should own and hold a minimum number of shares of common stock of the Company to further align their interests and actions with the interests of the Company's stockholders. Therefore, the Board of Directors has adopted these Stock Ownership Guidelines, as may be amended from time to time.

I. Officer Stock Ownership Guidelines

Vice Presidents and above are expected to own and hold a specified number of shares, which is based on relevant market competitiveness. Stock ownership levels should be achieved by each Officer within five years of the adoption of these Guidelines or within five years of first appointment as an Officer.

The number of shares that Officers are expected to own is based on base salary times the multiple listed below divided by the past 36-month average stock price as calculated on December 31st of each year.

Officer Level	Ownership Guideline
CEO and President	6 x annual base salary
Senior Vice Presidents	3 x annual base salary
Vice Presidents	2 x annual base salary

II. Non-Employee Director Stock Ownership Guidelines

Directors who are not also Officers of the Company (Directors) are required to maintain stock ownership of \$650,000 (equal to ten times the annual cash retainer) within five years. Once the Director Ownership requirement is achieved, Directors may sell or otherwise dispose of any shares in excess of \$650,000. In the event a director's stock ownership falls below \$650,000 because of a decline in stock price, the director is prohibited from selling or otherwise disposing of shares of the Company's common stock until the Director Ownership requirement is reestablished through open market purchases or annual director equity grants. Restricted stock granted to Directors as part of the annual retainer counts toward the minimum ownership requirement without regard to the vesting or other liquidity provisions related thereto.

III. Compliance with the Guidelines

Stock that applies toward satisfaction of these Guidelines include shares of common stock owned outright by the Officer or Director and his or her immediate family members who share the same household, whether held individually or jointly; unvested restricted stock awards and RSU

shares; shares acquired upon stock options exercise; shares purchased in the open market, and shares held in the Group 1 Automotive, Inc. Employee Stock Purchase Plan and the Group 1 Automotive, Inc. 401(k) Savings Plan. For the avoidance of doubt, unearned performance awards and unexercised options (or any portion thereof, such as the current “in-the-money” value) do not apply towards satisfaction of these Guidelines. Shares held in trust may also be included. Due to the complexities of trust accounts, requests to include shares held in trust should be submitted to the General Counsel and the Chairman of the Board, who will make the final decision as to whether to include those shares.

There may be instances where these Guidelines would place a severe hardship on an Officer or Director, although it is expected that these instances will be rare. The Chairman of the Board will make the final decision as to developing an alternative stock ownership guideline for any Officer or Director that reflects the intention of these Guidelines and his or her personal circumstances.