

GROUP 1 AUTOMOTIVE®

GOVERNANCE & CORPORATE RESPONSIBILITY COMMITTEE CHARTER

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

I. Purpose

The general purpose of the Committee is to discharge the Board’s responsibilities relating to corporate governance and corporate responsibility, as more specifically described below.

II. Composition

The Committee shall consist of at least three members of the Board. Each member of the Committee shall satisfy the applicable independence requirements of the New York Stock Exchange and any other applicable laws or regulations. Each member of the Committee shall be appointed by, and serve at the discretion of, the Board based on the recommendation of the Committee. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled by the Board. The Chair of the Committee shall be a member of the Committee designated by the Board based on the recommendation of the Committee, or, if no such designation is made, elected by the affirmative vote of the majority of the Committee.

III. 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 as more specifically delineated below. Without limiting the generality of the preceding statements:

A. *Authority*

The Committee has the authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee, including to require any officer, employee or advisor of the Company to meet with the Committee or any of its advisors;
2. Retain and determine funding for, and approve or modify contractual terms and fees payable to, any search firm, legal counsel, accounting or other experts and advisors, in the Committee’s sole discretion and as it deems necessary or

appropriate in carrying out its duties. The Company must provide for payment of (a) compensation, as determined by the Committee, to such advisors engaged by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties; and

3. Delegate to its Chair, 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 and consistent with applicable law. Each subcommittee will keep minutes and regularly report to the Committee.

B. *Responsibilities*

The Committee has the following responsibilities:

1. Identify individuals qualified, consistent with criteria approved by the Board, to become directors and recommend to the Board the persons to be nominated or re-nominated by the Board for election as directors at the annual meetings of stockholders or to fill Board vacancies.

2. To identify candidates, the Committee may engage a search firm or solicit recommendations from the existing directors and senior management. Any recommendations for director received from the Company's stockholders shall be treated equally with recommendations received from any other source.

3. Conduct inquiries, subject to applicable law, into the background and qualifications of any candidate.

4. Consider and review, among other things, the candidate's experience (such as relevant business, industry, financial or other specialized experience) in the context of the needs of the Board, including the current mix of talent and experience; moral character; independence qualifications; diversity of background and viewpoint; and, with respect to sitting directors, current performance on and length of service on the Board and commitment to the Company's Core Values.

5. Evaluate, and make recommendations to the Board regarding, any resignations tendered by directors pursuant to the Policy of the Board Relating to Majority Voting.

6. Review the Company's policies governing political contributions, lobbying, and personal political activities, as well as such contributions made and activities undertaken by the Company and its political action committee.

7. At least annually:

a) review and recommend to the Board the advisability or need for any changes in the number, composition, and leadership of the Board and its

committees, as well as the Company governance guidelines and committee charters;

b) review and make recommendations to the Board with respect to the form and amount of director compensation and benefits;

c) review the relationships between the Company and each director and report the results of the review to the Board for its independence assessment, as well as for assessing director interest in any transactions with the Company;

d) oversee the evaluation of the Board and its committees, and recommend to the Board guidelines and procedures to be used in this evaluation;

e) 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; and

f) request that the Chair of the Board meet with each director to discuss the Board evaluation results and ideas for continued improvement.

8. Consider corporate governance or corporate responsibility issues that arise from time to time and develop appropriate recommendations for the Board.

9. Identify, and periodically update, the qualities and characteristics necessary for an effective CEO and other senior leaders of the Company.

10. As needed, implement the succession process for the Company's Chief Executive Officer, including in the event of an emergency or retirement.

11. Review, recommend to the Board any changes to, and monitor compliance with, the Company's stock ownership guidelines for directors.

12. To the extent applicable, make an annual recommendation to the Board concerning the selection and designation of a "lead independent director."

13. Oversee sustainability efforts, including significant issues of corporate social and environmental responsibility and safety, as they pertain to the Company's business and long-term value creation for the Company and its stockholders.

14. Review the Company's material community participation and charitable efforts, including matters relating to the Group 1 Foundation.

15. Develop and evaluate orientation and continuing education needs for directors, and make recommendations to the Board.

16. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

IV. Procedures

A. **Meetings.** The Committee shall meet as frequently as necessary to carry out its responsibilities. The Committee shall meet at the call of its Chair, a majority of the members of the Committee or the Chair 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.

B. **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.

C. **Rules.** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of the Chair.

D. **Reports.** The Committee shall maintain minutes of its meetings and make regular reports to the Board, directly or through the Chair.

E. **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.

F. **Performance Review.** Each year, the Committee shall review and evaluate its own performance and shall submit itself to the Board's review and evaluation.

G. **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.

V. 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 that a copy of this Charter is available on the Company's website and provide the website address.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.