

GROUP 1 AUTOMOTIVE, INC.
CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of Group 1 Automotive, Inc. (the “**Company**”) to assist the Board in the exercise of its responsibilities to the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws, the Company’s Restated Certificate of Incorporation and Amended and Restated Bylaws and other corporate governance documents, and are intended to serve as a framework within which the Board may conduct its business.

1. Director Qualification Standards

The Board will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange (“**NYSE**”). The Nominating/Governance Committee is responsible for establishing criteria for selecting new directors and actively seeking individuals to become directors for recommendation to the Board. This assessment will include members’ qualification as independent, as well as consideration of diversity, age, skill, and experience in the context of the needs of the Board. Nominees for directorship will be selected by the Nominating/Governance Committee in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Board itself, jointly by the Chairman of the Nominating/Governance Committee and by the Chairman of the Board.

The Board is divided into three classes. The number of directors that constitutes the Board shall be fixed from time to time pursuant to a resolution adopted by a majority of the directors then in office, subject to an increase in the number of directors by reason of stockholder action, but in no event shall there be less than three directors nor greater than nine. The Board believes that a smaller board of directors generally functions more effectively than a large board as smaller boards generally promote greater participation by each board member, more effective and efficient decision making and greater individual accountability.

The Nominating/Governance Committee is responsible for reviewing, on an annual basis, the advisability or need for any change in the number and composition of the Board. The Board shall review any related recommendation from the Nominating/Governance Committee that results from such review.

No director may serve on more than four other public company boards. Directors should advise the Chairman of the Nominating/Governance Committee in advance of accepting an invitation to serve on another public company board.

No director may be nominated to a new term if he or she would be age 72½ or older at the time of the election.

The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, if a director has a substantial change in professional responsibilities, occupation or business association, he or she should promptly notify both the Nominating/Governance Committee and the Chairman of the Board of

the Company and offer his or her resignation from the Board. The Nominating/Governance Committee will evaluate the facts and circumstances and make a recommendation to the full Board whether to accept the resignation or request that the director continue to serve.

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating/Governance Committee will review each director's continuation on the Board every three years. This will also allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

2. Majority Voting Policy for the Election of Directors

It is a policy of the Board that any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election (a "**Majority Withheld Vote**") in an election of directors that is not a "contested" election is expected to tender his or her resignation as a director to the Board promptly following the certification of the election results. For purposes of this policy, a "contested" election is an election in which the number of nominees for director exceeds the number of directors to be elected. Neither abstentions nor broker non-votes will be deemed to be votes for or withheld from a director's election for purposes of this policy.

The Nominating/Governance Committee shall consider each resignation tendered under this policy and recommend to the Board whether to accept or reject it. The Board will act on each tendered resignation, taking into account the Nominating/Governance Committee's recommendation, within 90 days following the certification of the election results. The Nominating/Governance Committee in making its recommendation, and the Board in making its decision, may consider any factors or other information that it considers appropriate, including, without limitation, the reasons (if any) given by stockholders as to why they withheld their votes, the qualifications of the tendering director and his or her contributions to the Board and the Company, and the results of the most recent evaluation of the tendering director's performance by the Nominating/Governance Committee and other members of the Board. The Board will promptly disclose to the public (1) its decision whether to accept or reject the director's tendered resignation and (2) if rejected, the reasons for rejecting the tendered resignation.

Any director who tenders his or her resignation pursuant to this policy shall not participate in the Nominating/Governance Committee recommendation or Board action regarding whether to accept or reject the tendered resignation. If, however, each member of the Nominating/Governance Committee received a Majority Withheld Vote in the same election, then the Board will appoint a committee comprised solely of independent directors who did not receive a Majority Withheld Vote in that election to consider each tendered resignation and recommend to the Board whether to accept or reject it.

If a director's tendered resignation is rejected by the Board, the director will continue to serve for the remainder of his or her term and until his or her successor is duly elected, or his or her earlier death, resignation or removal.

If a director's tendered resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the number of directors comprising the Board, in each case pursuant to the provisions of and to the extent permitted by the Company's certificate of incorporation and bylaws.

The Board shall consider as candidates for nomination for election or re-election to the Board, or to fill vacancies and new directorships on the Board, only those individuals who agree to tender, promptly following their election, re-election or appointment, an irrevocable resignation that will be effective upon (i) the occurrence of a Majority Withheld Vote for that director and (ii) acceptance of the tendered resignation by the Board.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and to make all determinations deemed necessary or advisable for the administration of this policy, including, without limitation, any determination as to whether any election of directors is contested. All such actions, interpretations and determinations that are done or made by the Board in good faith will be final, conclusive and binding.

3. Director Responsibilities

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to (i) have the Company purchase reasonable directors' and officers' liability insurance on their behalf; (ii) the benefits of indemnification to the fullest extent permitted by law and the Company's certificate of incorporation, bylaws and any indemnification agreements; and (iii) exculpation as provided by state law and the Company's certificate of incorporation.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are also encouraged to attend the Company's annual meeting of stockholders. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Attendance at Board and committee meetings shall be considered by the Nominating/Governance Committee in assessing each director's performance.

The Board has no policy with respect to the separation of the offices of Chairman and the Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination regarding this issue as circumstances dictate.

The Chairman of the Board, in consultation with the presiding director, will establish the agenda for each Board meeting. The presiding director or the Chairman of the Board may request that members of senior management assist with the preparation of meeting agendas and materials, including items to be included on the agenda and the identification of necessary or appropriate meeting materials. At the beginning of the year, the Chairman of the Board will establish a schedule of agenda subjects, which will be included in a checklist, to be discussed during the year (to the degree this can be foreseen). Each director is free to suggest the inclusion of items on the agenda for each meeting. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting; *provided*, that such director makes reasonable efforts to notify the Chairman of the Board and/or presiding director within a reasonable time prior to the meeting that he will raise such subjects at the meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The non-management directors will meet in executive session at each regularly scheduled Board meeting. In the event that the non-management directors include directors who are not independent under the listing standards of the New York Stock Exchange, then at least once a year, there should be an executive session including only independent directors. The director who presides at these meetings will be chosen by the Board, based on the recommendations of the Nominating/Governance Committee, at the annual meeting of directors and will serve until the next annual meeting of directors. The presiding director will be responsible for preparing an agenda for the meetings of the independent directors in executive session. The name of the presiding director will be disclosed in the annual proxy statement.

The Board believes that the management speaks for the Company. As such, it is not expected that individual directors will meet or otherwise communicate with stockholders, research analysts, vendors, the press or other external constituencies on behalf of the Company; unless such communication (i) is requested by the Chairman of the Board, the Chief Executive Officer or the full Board or (ii) is required to discharge his/her duties as set forth in committee charters.

4. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee, a Finance/Risk Management Committee and a Nominating/Governance Committee. All of the members of the Audit Committee, the Compensation Committee and the Nominating/Governance Committee will be independent directors under the criteria established by the NYSE and any applicable laws. Committee members and Committee Chairs will be appointed by the Board upon recommendation of the Nominating/Governance Committee, in accordance with all other such applicable criteria as may be established by the NYSE and any applicable laws from time to time, with consideration given to the desires of individual directors.

Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

The committees will meet as frequently as necessary to carry out the committee's responsibilities consistent with any requirements set forth in the committee's charter, but no less than once per quarter. Each committee shall meet at the call of its Chair, two or more members of that committee, or the Chairman of the Board. The Chair of each committee, in consultation with the other members of the committee and appropriate members of management, will develop the committee's agenda. Committee members may also raise subjects that are not on the agenda at any meeting. At the beginning of the year, each committee will establish a schedule of agenda subjects, which will be included in a checklist, to be discussed during the year (to the degree these can be foreseen). The checklist for each committee will be furnished to all directors.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

5. Director Access to Management and Independent Advisors

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company. If the Chief Executive Officer wishes to have additional Company personnel attendees on a regular basis, this suggestion should be brought to the Board for approval.

6. Director Compensation

The Nominating/Governance Committee will make a recommendation to the Board regarding the form and amount of director compensation in accordance with the policies and principles set forth in its charter, and the Nominating/Governance Committee will conduct an annual review of director compensation. The Nominating/Governance Committee will consider that directors' independence may be jeopardized if (i) director compensation and perquisites exceed customary levels, (ii) the Company makes substantial charitable contributions to organizations with which a director is affiliated, or (iii) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director, or an immediate family member, or an organization with which the director is affiliated. Directors who are

employees of the Company shall not receive any additional compensation for service on the Board.

7. Chief Executive Officer Evaluation and Management Succession

The Compensation Committee will annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives and set the compensation of the Chief Executive Officer based on this evaluation.

The Nominating/Governance Committee will meet at least annually on succession planning, whereby the Nominating/Governance Committee will (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. In addition, the Nominating/Governance Committee will evaluate potential successors to the Chief Executive Officer and other key officers of the Company. The Chief Executive Officer should at all time make available his or her recommendations and evaluations of potential successors for various positions, along with a review of any development plans recommended for such individuals.

8. Annual Performance Evaluation of the Board and its Committees

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The performance evaluation will focus on the contribution to the Company by the Board and its committees. The Nominating/Governance Committee is tasked with the oversight of the annual performance evaluation and, as part of its oversight role, should review the criteria to be used in the Board and committee self-evaluations.

9. Director Orientation and Continuing Education

All new directors must participate in an orientation program (“**Orientation Program**”), which should be conducted within two months of the annual meeting at which new directors are elected. This orientation will include presentations by senior management to familiarize new directors with the Company’s strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its principal officers, and its internal and independent auditors. In addition, the Orientation Program will include visits to Company headquarters and, to the extent practical, certain of the Company’s significant facilities. All other directors are also invited to attend the Orientation Program.

Directors of the Company are encouraged to attend seminars once every three years that will educate our directors in the areas of corporate governance, ethics and responsibility or other areas that are useful to the director’s service to the Company. Expenses of attending a director continuing education seminar shall be paid by the Company and directors who serve on multiple boards should attempt to spread the cost among the multiple companies.

The Company is also committed to continuing director education and will periodically allocate Board meeting time to receive information and updates on corporate governance issues,

director best practices and legal and regulatory changes. As part of the annual self-evaluation process, the Nominating/Governance Committee may suggest director education and training for the full Board, committees and/or individual directors.

10. Communications with Directors

The Board welcomes communications from the Company's stockholders and other interested parties. Stockholders and interested parties may send communications to the Board, to any Board committee, to the presiding director of the executive sessions or to any director in particular, to:

c/o Group 1 Automotive, Inc.
800 Gessner, Suite 500
Houston, Texas 77024

Any correspondence addressed to the Board, to any Board committee, to the presiding director of the executive sessions or to any one of the directors care of the Company's offices should be forwarded to the addressee without review by management.