

**GROUP 1 AUTOMOTIVE, INC.**  
**NOMINATING/GOVERNANCE COMMITTEE CHARTER**

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

**Purposes**

The purposes of the Committee are:

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

**Composition**

The Committee 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 selected by the affirmative vote of the majority of the Committee.

**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 modifications from time to time to those guidelines;
2. The Committee shall establish criteria for selecting new directors and actively seek individuals qualified to become board members for recommendation to the Board;
3. The Committee shall seek to implement the “independence” standards required by law, applicable listing standards, the Company’s certificate of incorporation or bylaws, or the Company’s corporate governance guidelines;
4. The Committee shall determine whether or not each director and each prospective director of the Company is independent, disinterested, or a non-employee 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 or non-employee director under applicable standards. The Nominating and Governance Committee shall report to the Board the existence of any such matter or circumstance;
5. Each year, 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 or titles 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;
  - receive comments from all directors and report to the Board with an assessment of the Board’s performance, to be discussed with the full Board 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;
  - identify, and periodically update, the qualities and characteristics necessary for an effective Chief Executive Officer and monitor and review the development and progression of potential candidates against these standards; and
  - consult with the Chief Executive Officer on senior management succession planning.
6. Every three years, the Committee shall review each director's continuation on the Board;
  7. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify 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;
  8. The Committee shall oversee the evaluation of the Board and management; and
  9. The Committee shall review management's monitoring of the Company's compliance programs and code of conduct, including a report of violations and waivers of the code of conduct approved by management.

## **Procedures**

1. ***Meetings.*** 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 make 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.