

## **AutoNation, Inc. Corporate Governance Committee Charter**

The Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of AutoNation, Inc. (the “Company”). The primary function of the Committee is to assist the Board in fulfilling its oversight responsibilities by performing the duties described in this Corporate Governance Committee Charter.

### **DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

#### ***Corporate Governance Guidelines and Code of Business Ethics and Conduct***

- Develop and recommend to the Board corporate governance guidelines for the Company (the “Guidelines”). Thereafter, review annually, or more frequently as appropriate, the corporate governance principles and practices set forth in the Guidelines, in comparison to the governance standards identified by leading governance authorities and the evolving needs of the Company, and make recommendations to the Board with respect to any appropriate amendment to the Guidelines.
- Consider other corporate governance issues that arise from time to time, and advise the Board with respect to such corporate governance issues.
- Periodically review the Company’s Code of Business Ethics and Conduct (the “Code”) for directors, officers and employees, and to approve amendments to the Code to the extent deemed appropriate by the Committee.

#### ***Evaluation of the Board***

- Establish the evaluation criteria for the annual Board self-evaluation, including the criteria for determining whether the Board and Board committees are functioning effectively, and implement the process for annual evaluations.

#### ***Other Matters***

- To recommend that the Board establish such special committees as may be necessary, appropriate or advisable to address ethical, legal or other matters that may arise.
- Address or take action with respect to any other matter specifically delegated to the Committee from time to time by the Board.

## **MEMBERSHIP**

- The Committee shall be comprised of at least three members designated by the Board. The Committee shall recommend, and the Board shall designate, one member of the Committee as Chair. Committee members may be removed by the Board.
- The Committee must be comprised of members that meet the independence requirements of the New York Stock Exchange, as determined by the Board.

## **MEETINGS AND PROCEDURES**

- The Committee may fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
- The Chair or a majority of the members of the Committee may call meetings of the Committee upon such notice as is required for special Board meetings in accordance with the Company's bylaws. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's bylaws.
- A majority of the members of the Committee shall constitute a quorum.
- The Chair of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board as contemplated below.
- The Committee may request that any Director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
- The Chair of the Committee (or other member designated by the Chair or the Committee in the Chair's absence) shall report to the full Board, at the request of the Board, with respect to those matters considered and acted upon by the Committee.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

## **PERFORMANCE EVALUATION**

- The Committee shall conduct a self-evaluation of its performance annually.
- In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.
- In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.
- The Committee shall present to the Board the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies and procedures.

## **OUTSIDE ADVISORS**

- The Committee may retain outside counsel and any other advisors, at the Company's expense, as the Committee determines appropriate or advisable to carry out its duties. Additionally, the Committee shall have the authority to call upon the appropriate corporate staff for assistance in the conduct of its responsibilities.