

SONIC AUTOMOTIVE, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted on August 7, 2002

I. Membership

A. Members. The Nominating and Corporate Governance Committee (the “Committee”) shall consist of not less than three (3) nor more than five (5) directors of Sonic Automotive, Inc. (the “Company”), with the specific number of members to be designated by the Company’s Board of Directors (the “Board”). Each member of the Committee must be an independent, non-employee director of the Company, and must further qualify as an “Independent Director” under the applicable guidelines then in effect of the New York Stock Exchange (the “NYSE”) or any other exchange on which shares of the Company’s Class A Common Stock are traded. No person may be a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the United States Securities and Exchange Commission (the “SEC”), the NYSE or any other exchange on which shares of the Company’s Class A Common Stock are traded.

B. Appointment of Members. The initial members of the Committee shall be approved by the Board. Thereafter, Committee members will be approved by the Board following recommendations from the Committee (which recommends the membership of all committees of the Board).

II. Function

A. Director Nominees. The Committee is responsible for identifying individuals who are qualified to serve as directors of the Company, and for making recommendations to the Board of qualified nominees for election or re-election as directors of the Company.

B. Committee Membership. The Committee is responsible for recommending to the Board for the Board’s approval all committee members and chairpersons.

C. Evaluation of Performance. The Committee is responsible for establishing a system for, and monitoring the process of, performance reviews of the Board and its committees.

D. Corporate Governance Guidelines. The Committee is responsible for developing and recommending to the Board for the Board’s approval a set of corporate governance principles applicable to the Company (the “Corporate Governance Guidelines”). The Committee will also review the Corporate Governance Guidelines from time to time and recommend to the Board any changes to the Corporate Governance Guidelines.

E. Corporate Compliance. The Committee will monitor compliance with the Company's Code of Business Conduct and Ethics, will review the Code of Business Conduct and Ethics from time to time and will provide to the Board the Committee's recommendations for any changes to the Code of Business Conduct and Ethics. The Committee will also receive reports from management regarding the Company's corporate compliance program.

III. Duties

A. Board Membership. In accordance with the Corporate Governance Guidelines, recommend to the Board (i) nominees for election as directors by stockholders at the annual meeting of stockholders, and (ii) nominees for election as directors to fill vacancies that may occur between annual meetings of stockholders. The Committee shall have sole authority to retain and terminate any outside search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee will also establish and review the orientation process for any new directors, and from time to time recommend changes to the director orientation process.

B. Committees of the Board. Recommend to the Board the duties, functions, membership and chairpersons of the committees of the Board, subject to applicable rules and regulations of the SEC, the NYSE or any other exchange on which shares of the Company's Class A Common Stock are traded.

C. Criteria for Selection of Board Members. Recommend to the Board changes to the criteria set forth in the Corporate Governance Guidelines regarding personal qualifications for directors of the Company.

D. Board Composition and Size. Recommend to the Board changes to the criteria set forth in the Corporate Governance Guidelines regarding composition and size of the Board and its committees.

E. Tenure of Directors. Recommend to the Board changes to the criteria set forth in the Corporate Governance Guidelines regarding tenure of members of the Board.

F. Removal of Directors. Recommend to the Board changes to the criteria set forth in the Corporate Governance Guidelines regarding the continued service of a member of the Board.

G. Corporate Governance Guidelines. Review from time to time and recommend to the Board any changes to the Corporate Governance Guidelines.

H. Corporate Compliance. Review and evaluate from time to time the design and operation of the Company's corporate compliance program.

I. Evaluations. From time to time, approve the form of Board and Board committee performance evaluation, review the results and report to the Board with findings and

recommendations. The Committee will also report annually to the Board on attendance of all directors at Board and Board committee meetings.

J. Evaluation of the Committee. On an annual basis, perform a self-evaluation of the Committee, review the results and report to the Board with findings and recommendations.

IV. Legal Responsibilities

A. Authority. The members of the Committee shall act within the scope of their authority and in accordance with all applicable laws.

B. Good Faith and Loyalty. The members of the Committee shall exercise their authority in good faith and with utmost loyalty to the Company and the Company's stockholders.

C. Informed Decisions. The members of the Committee shall exercise their authority with rational, independent and informed business judgment.

V. General Provisions

A. Restrictions. In the performance of its responsibilities, the Committee shall be subject to the Certificate of Incorporation and By-Laws of the Company, as amended from time to time, together with all other relevant provisions of the Delaware General Corporation Law, as amended, and all applicable rules and regulations of the SEC, the NYSE or any other exchange on which shares of the Company's Class A Common Stock are traded.

B. Reports. The Chairperson of the Committee shall (i) see that appropriate records of all meetings of the Committee are kept, and (ii) deliver a summary of key actions of the Committee to the Board.

C. Changes. This Charter shall not be amended or modified without the approval of the Board. This Charter shall be reviewed at least annually by the Committee to assess the Committee's performance of its responsibilities hereunder and to determine if changes should be made to this Charter.