

First Quarter 2024 Financial Results

Investor Presentation
April 24, 2024





Forward looking statements

This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which are statements related to future, not past, events and are based on our current expectations and assumptions regarding our business, the economy and other future conditions. In this context, the forward-looking statements often include statements regarding our ability to complete the acquisition on the Inchcape dealerships at any time or at all, our ability to realize the anticipated benefits of the acquisition and our future financial position following such acquisition, as well as our strategic investments, goals, plans, projections and guidance regarding our financial position, results of operations and business strategy, including the annualized revenues of recently completed acquisitions or dispositions and other benefits of such currently anticipated or recently completed acquisitions or dispositions. These forward-looking statements often contain words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "should," "foresee," "may" or "will" and similar expressions.

While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate. Any such forward-looking statements are not assurances of future performance and involve risks and uncertainties that may cause actual results to differ materially from those set forth in the statements. These risks and uncertainties include, among other things, (a) the occurrence of any event, change or other circumstances that could give rise to the termination of the definitive agreement to acquire the U.K. automotive retailing business of Inchcape plc; (b) the risk that the necessary manufacturer approvals may not be obtained; (c) the risk that the necessary regulatory approvals may not be obtained subject to conditions that are not anticipated; (d) the risk that the proposed acquisition will not be consummated in a timely manner; (e) risks that any of the closing conditions to the proposed acquisition may not be satisfied in a timely manner; (f) risks related to disruption of management time from ongoing business operations due to the proposed acquisition; (g) failure to realize the benefits expected from the proposed acquisition; (h) failure to promptly and effectively integrate the acquisition; (i) the effect of the announcement of the proposed acquisition on the operating results and business of Group 1 and on its ability to retain and hire key personnel, maintain relationships with suppliers; (j) general economic and business conditions, (k) our cost of financing and the availability of credit for consumers, (l) foreign exchange controls and currency fluctuations, (m) the armed conflicts in Ukraine and the Middle East, (n) the impacts of any potential global recession, and (o) our ability to maintain sufficient liquidity to operate.

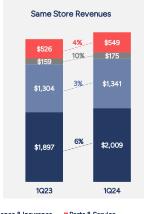
For additional information regarding known material factors that could cause our actual results to differ from our projected results, please see our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

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1Q24 Summary





Financial Highlights:

- + First quarter record total revenues of \$4.5B increased 8% YoY
- Quarterly record total parts & service revenues increased 5% YoY
 U.S. same store customer pay revenues increased 7% YoY
 U.S. same store warranty revenues increased 8% YoY
- + Quarterly record U.K. revenues increased 5% YoY
- + Total F&I PRU increased 4% YoY
- + Adjusted EPS from continuing ops \$9.49*

Strategic Highlights:

- + Announced agreement to acquire 54 dealership locations in the U.K. with expected annual revenues of \$2.7B
- Acquired and integrated 9 dealerships with <u>expected annual revenues of</u>
- + 8% headcount reduction in the U.K. and continued improvement in SG&A
- Sequential improvement in U.K.'s UV Wholesale GP PRU





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Portfolio	Optimizatio ()	n			
	2019-20	2021	2022	2023	2024 YTD
M&A	Acquisitions: \$430M (15 franchises)	Acquisitions: \$2.5B (58 franchises)	Acquisitions: \$940M (11 franchises)	Acquisitions: \$1.1B (9 franchises)	Acquisitions: \$1.0B (9 franchises)
	Dispositions: \$300M	Dispositions: \$155M	Dispositions: \$265M ⁽¹⁾	Dispositions: \$420M	Dispositions: \$260M
	Capex: \$172M	Capex: \$100M	Capex: \$113M	Capex: \$139M	Capex: \$43M
Dividends Cash paid per share	\$1.69	\$1.33	\$1.50	\$1.80	\$0.47
	Share Reduction: ≈ 5%	Share Reduction: ≈ 6%	Share Reduction: ≈ 18%	Share Reduction: ≈ 5%	Share Reduction: ≈ 1.5%
Buybacks	Shares Repurchased:	Shares Repurchased:	Shares Repurchased:	Shares Repurchased:	Shares Repurchased:
	O.9M shares at avg. price of \$92.98 for total of \$82M	1.1M shares at avg. price of \$190.82 for total of \$211M	3.0M shares at avg. price of \$172.54 for total of \$521M	0.7M shares at avg. price of \$236.78 for total of \$173M	O.2M shares at avg. price of \$264.41 for total of \$54M



1Q24 U.S. Acquisitions

9 dealerships with expected annual revenues of \$1.0B

- Portfolio Optimization: Following recent disposals of smaller, lower volume dealerships, these acquisitions include higher throughput.
- Highly desirable brands: Acquisitions include 2 Lexus, 1 Mercedes-Benz, 1 Toyota, 3 Honda, 1 Hyundai and 1 Kia dealership.
- Choice locations: Complementing our existing footprint in the Washington D.C., Southern California and Hilton Head areas.
- + Integration of new acquisitions: The dealership operations were successfully integrated during 1Q24 creating incremental value for our shareholders.







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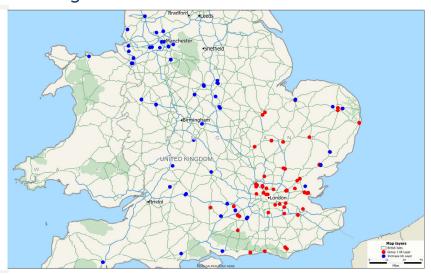
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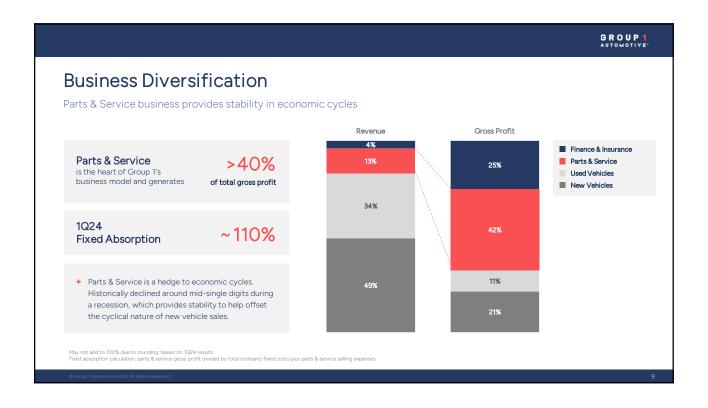
U.K. Inchcape Acquisition Agreement

54 dealerships with expected annual revenues of ~\$2.7B

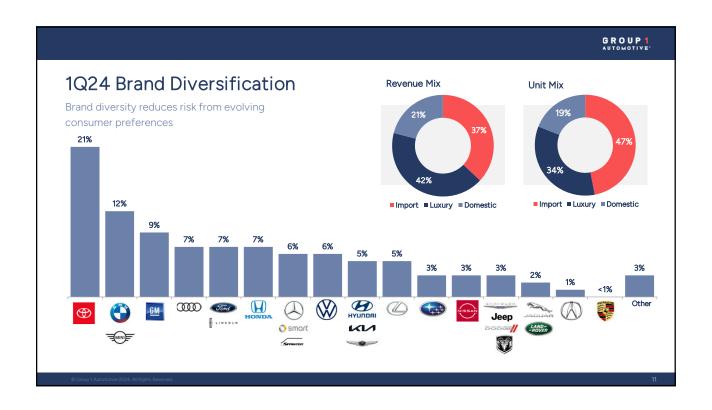
- + Purchase price of ~\$439 million including \$279 million of real estate.
- Dealerships complement our footprint in the East and South East of England and enable us to expand in new markets in the Central and North West regions of England and Wales.
- Portfolio includes Audi, BMW/MINI, Jaguar Land Rover, Lexus, Mercedes-Benz/smart, Porsche, Toyota, Volkswagen and Volkswagen Commercial Vehicles.
- Expected to close in 3Q24 subject to approval from the Financial Conduct Authority.



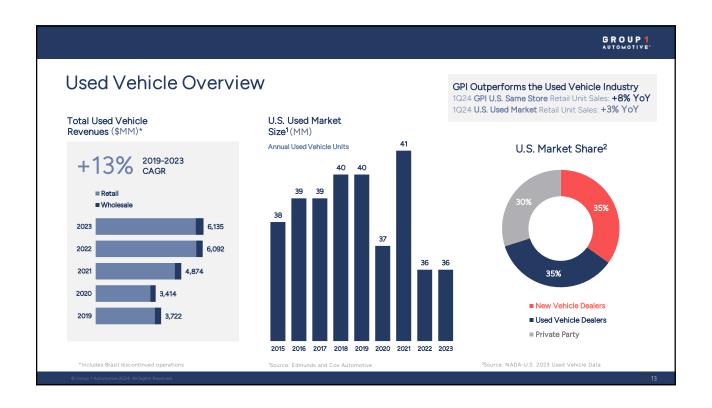
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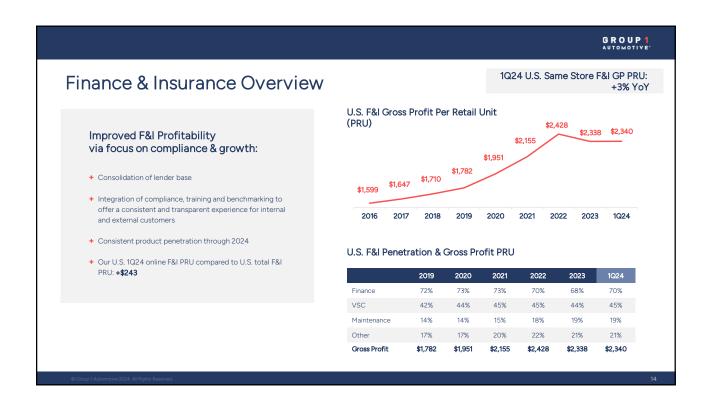


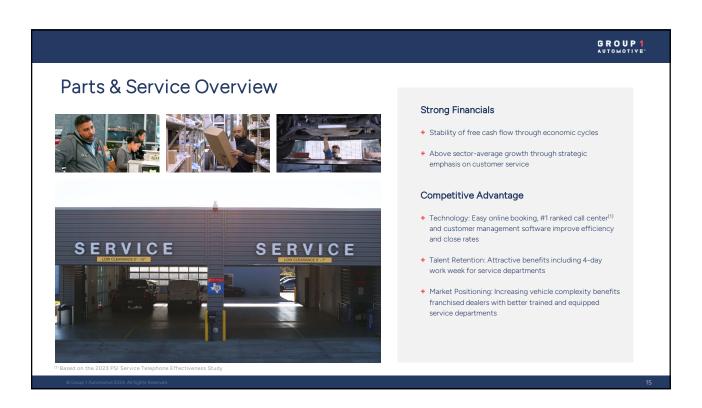


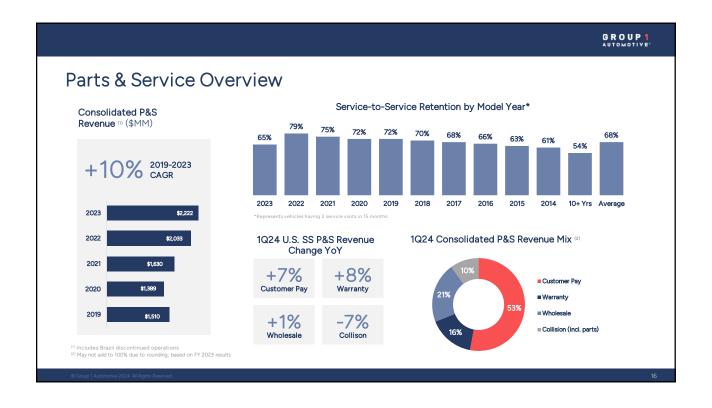






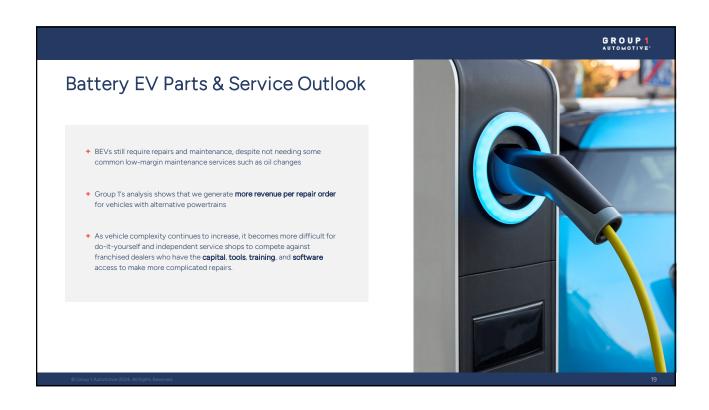


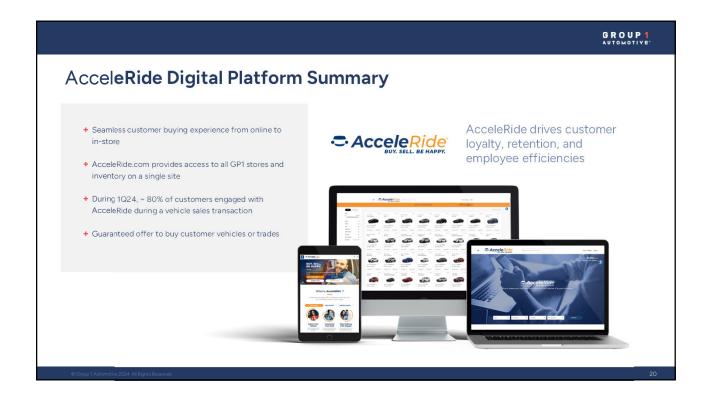


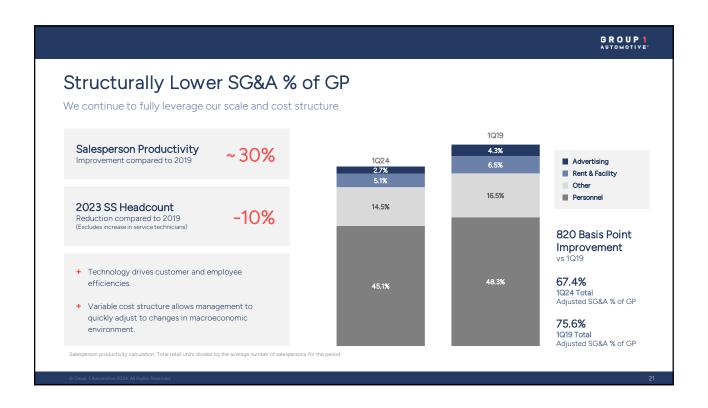




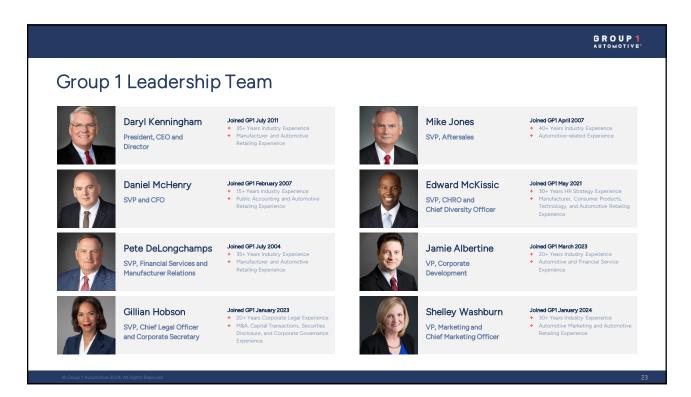


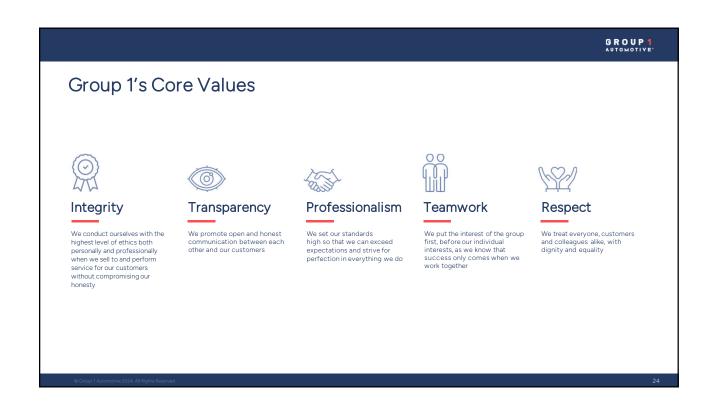


























Non-GAAP Reconciliations First Quarter 2024 Financial Results GROUP 1



Non-GAAP Financial Measures, Same Store Data, and Other Data

In addition to evaluating the financial condition and results of our operations in accordance with U.S. GAAP, from time to time our management evaluates and analyzes results and any impact on the Company of strategic decisions and actions relating to, among other things, cost reduction, growth, profitability improvement initiatives, and other events outside of normal, or "core," business and operations, by considering alternative financial measures not prepared in accordance with U.S. GAAP, in our evaluation of results from time to time, we exclude items that do not arise directly from core operations, such as non-cash asset impairment charges, out-of-period adjustments, legal matters, gains and losses on dealership franchise or real estate transactions, and catastrophic events, such as halistorms, hurricanes, and snow storms. Because these non-core charges and gains materially affect the Company's financial condition or excluding such items. This includes evaluating measures such as adjusted edition, general and administrative expenses, adjusted net income, adjusted diluted earnings per share, and constant currency. These adjusted measures are not measures of financial performance under U.S. GAAP, but are instead considered non-GAAP financial performance measures. Non-GAAP measures do not have definitions under U.S. GAAP and may be defined differently by, and not be comparable to similarly titled measures used by, other companies. As a result, any non-GAAP financial measures considered and evaluated by management are reviewed in conjunction with a review of the most directly comparable U.S. GAAP. We caution investors not to place undue reliance on such non-GAAP measures, but also to consider them with the most directly comparable U.S. GAAP.

In addition to using such non-GAAP measures to evaluate results in a specific period, management believes that such measures may provide more complete and consistent comparisons of operational performance on a period-over-period historical basis and a better indication of expected future trends. Our management also uses these adjusted measures in conjunction with U.S. GAAP financial measures to assess our business, including communication with our Board of Directors, investors, and industry analysis concerning financial performance. We disclose these non-GAAP measures, and the related reconciliations, because we believe investors use these metrics in evaluating longer-term period-over-period performance, and to allow investors to better understand and evaluate the information used by management to assess operating performance. The exclusion of certain expenses in the calculation of non-GAAP financial measures should not be construed as an inference that these costs are unusual or infrequent. We anticipate excluding these expenses in the future presentation of our non-GAAP financial measures.

In addition, we evaluate our results of operations on both an as reported and a constant currency basis. The constant currency presentation, which is a non-GAAP measure, excludes the impact of fluctuations in foreign currency exchange rates. We believe providing constant currency information provides valuable supplemental information regarding our underlying business and results of operations, consistent with how we evaluate our performance. We calculate constant currency percentages by converting our current period reported results for entities reporting in currencies other than U.S. dollars using comparative period exchange rates rather than the actual exchange rates in effect during the respective periods. The constant currency performance measures should not be considered a substitute for, or superior to, the measures of financial performance prepared in accordance with U.S. GAAP. The Same Store amounts presented include the results of dealerships for the identical months in each period presented in comparison, commencing with the first full month in which the dealership was owned by us and, in the case of dispositions, ending with the flast full month it was owned by us. Same Store results also include the activities of our corporate headquarters.

Certain amounts in the financial statements may not compute due to rounding. All computations have been calculated using unrounded amounts for all periods presented.

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Reconciliation: Adjusted Income from Operations (Non-GAAP)

(Unaudited, \$MM)	2019	2020	2021	2022	2023	1Q23	1Q24
As Reported Income from Operations	\$358	\$496	\$884	\$1,091	\$969	\$242	\$243
Asset impairments and accelerated depreciation	22	27	2	2	34	1	-
(Gain) loss on real estate and dealership transactions	(4)	(5)	(4)	(39)	(22)	(2)	(31)
Catastrophic Events	18	-	3	-	3	-	1
Severance Costs	=	1	=	-	-	=	-
Legal matters and other professional fees	1	(3)	(5)	1	6	1	3
Acquisition costs	=	Ξ	13	2	1	≘	3
Out-of-period adjustments	÷	11	=	=	-	=	-
Adjusted Income from Operations	\$395	\$526	\$893	\$1,058	\$991	\$242	\$219
Total Revenues	\$11,598	\$10,600	\$13,482	\$16,222	\$17,874	\$4,130	\$4,471
As Reported Operating Margin	3.1%	4.7%	6.6%	6.7%	5.4%	5.8%	5.4%
Adjusted Operating Margin	3.4%	5.0%	6.6%	6.5%	5.5%	5.9%	4.9%

Certain numbers may not compute due to rounding

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(Unaudited, \$MM)	2019	2020	2021	2022	2023	1Q23	1Q24
Operating Cash Flow (GAAP)	\$371	\$805	\$1,260	\$586	\$190	\$143	\$254
Change in Floorplan notes payable - credit facilities and other, excluding floorplan offset account and net acquisitions and dispositions	(43)	(314)	(491)	320	505	45	(45)
Change in Floorplan notes payable – manufacturer affiliates associated with net acquisitions and dispositions and floorplan offset activity	4	12	(13)	10	25	3	(39)
Adjusted Operating Cash (Non-GAAP)	332	504	755	916	720	191	171
Сар Ех	(95)	(77)	(100)	(113)	(139)	(40)	(43)
Adjusted Free Cash Flow (Non-GAAP)	\$237	\$ 426	\$656	\$803	\$581	\$151	\$128

Certain numbers may not compute due to rounding; includes Brazil discontinued operation

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Reconciliation: Adjusted Total Earnings Per Share (Non-GAAP)

(Unaudited)	2019	2020	2021	2022	2023	1Q24
As Reported EPS	\$9.34	\$15.51	\$30.11	\$47.14	\$42.73	\$10.80
After Tax Adjustments:						
Asset impairments and accelerated depreciation	0.94	1.69	0.07	0.10	1.82	0.02
(Gain) loss on real estate and dealership transactions	(0.13)	(0.23)	(0.19)	(1.86)	(0.65)	(1.68)
Loss on extinguishment of long-term debt	÷	0.58	-	=	=	=
Catastrophic Events	0.72	-	0.12	-	0.18	0.03
Severance Costs	÷	0.10	-	-	-	0.02
Legal matters and other professional fees	0.05	(0.12)	(0.23)	0.04	0.33	0.17
Acquisitions costs including related tax impact	-	-	0.57	0.12	0.05	0.17
Tax Rate Changes	-	-	(0.10)	-	-	-
Out-of-period adjustments	-	0.53	-	-	-	-
Non-cash (gain) loss on interest rate swaps	-	-	0.20	-	(0.22)	-
Discontinued operations: debt redemption & non-cash CTA losses	-	=	4.46	0.31	=	-
Adjusted Diluted EPS	\$10.93	\$18.06	\$35.02	\$45.85	\$44.24	\$9.53

Certain numbers may not compute due to rounding: includes Brazil discontinued operation

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Reconciliation: Adjusted SG&A (Non-GAAP)		
(Unaudited, \$MM)	1019	1Q24	
SG&A Expenses – GAAP	\$315.3	\$476.1	
(Gain) loss on real estate and dealership transactions	5.2	30.9	
Catastrophic Events	(2.0)	(0.5)	
Legal items and other professional fees	(1.8)	(3.1)	
Severance Costs	-	(0.4)	
Acquisitions costs	-	(2.8)	
SG&A Expenses – Non-GAAP	\$316.8	\$500.2	
Gross Profit	\$418.9	\$742.6	
GAAP SG&A % gross profit	75.3%	64.1%	
Non-GAAP SG&A % gross profit	75.6%	67.4%	

