

GROUP 1 AUTOMOTIVE®

Code of Conduct

The Group 1 Road
to Success

The Group 1 Road to Success

It is a condition of employment that each and every employee of Group 1 Automotive, Inc. (the “Company”) accept responsibility for complying with the Group 1 Automotive Code of Conduct (the “Code”), the employee handbook, and all applicable policies and procedures.

The Code is not intended to and does not create any rights in favor of any employee, customer, vendor, competitor, stockholder, or other person or entity. The Code is not an employment contract and does not alter the at-will nature of your employment with our Company. Employment with Group 1 is for an indefinite duration and may be terminated either by the employee or our Company at any time, with or without notice, and for any reason whatsoever, regardless of whether “good cause” exists (except, of course, that employment may not be terminated for a reason contrary to applicable law or if an employment contract exists). Our Company also reserves the right to amend, modify or terminate any of our policies from time to time prospectively with or without notice.

(Effective January 1, 2019)

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Our Code of Conduct

“Whenever you are to do a thing, though it can never be known but to yourself, ask yourself how you would act were all the world looking at you, and act accordingly.” -Thomas Jefferson

Purpose

This Code of Conduct (this “Code”) is built on our core values and highlights the principles that guide our business conduct. It is a summary of how we do business and sets forth the standards of behavior expected of every employee, director and agent of our Company.¹ Each of us is responsible for reading, understanding and abiding by this Code and Company policies. How the Code will be administered is explained herein. Any waivers to this Code for executive officers or directors will be granted only by our Board of Directors and will be disclosed to shareholders. All other employee waivers shall be subject to approval by the Audit Committee of the Board of Directors.

Our Expectations

Group 1 employees must conduct their affairs with uncompromising honesty and integrity consistent with our core values. Business ethics are no different from personal ethics. The same high standard applies to both.

Employees are expected to be honest and ethical in dealing with each other, with customers, vendors and all other third parties. We must also respect the rights of our fellow employees and all third parties. Our actions must be free from discrimination, harassment, retaliation, libel and slander. Each person must be accorded equal opportunity, regardless of race, religion, color, sex/gender, national origin, gender identity or expression, sexual orientation, citizenship status, age, uniform service membership/veteran status, disability, genetic information or any other protected status.

Misconduct cannot be excused because it was initiated, directed or requested by another. While acting on behalf of Group 1, you are responsible for acting with integrity

¹ As used herein, “Company” includes Group 1 and all of its subsidiaries.

and for complying with applicable national, federal, state and local governmental laws, rules, regulations, Company policies and this Code. This includes compliance with the laws of all countries where we do business. In this regard, you are expected to alert management should you discover or suspect an illegal, dishonest or unethical act. You will never be penalized simply for reporting your discoveries or suspicions. These ethical standards reflect who we are and are the standards by which we choose to be judged.

Our Core Values

We have established core values to guide us in making decisions and govern our conduct toward our co-workers, customers, business partners and all other third parties. These core values help make sure we are in alignment with one another and help ensure accountability and success.

Our core values are as follows:

- **INTEGRITY** - We conduct ourselves with the highest level of ethics both personally and professionally when we sell to and perform service for our customers without compromising our honesty.
- **TRANSPARENCY** – We promote open and honest communication between each other and our customers.
- **PROFESSIONALISM** – We set our standards high so that we can exceed expectations and strive for perfection in everything we do.
- **TEAMWORK** – We put the interest of the group first, before our individual interests, as we know that success only comes when we work together.

Reporting & Answers

It is up to every Group 1 employee to uphold the laws and norms that govern our business environment and associated relationships. Each of us must speak up promptly if there is any reason to suspect that anyone at Group 1 has violated Company policies, local laws or this Code; you do not need to make those tough decisions alone.

The first place to get help is your supervisor or manager. If that is uncomfortable or impractical, you may contact your regional or corporate human resources representative, or a member of executive management.

The Group 1 Hotline

The Group 1 Hotline, sponsored by third-party vendor, INTOUCH, allows all employees to report concerns about possible violations of our Company’s policies or this Code as they relate to discrimination, harassment, retaliation, financial or accounting irregularities, substance abuse, theft, fraud, violence, unethical or inappropriate conduct, or illegal activity. The toll-free hotline is available 24 hours a day, seven days a week. The

Company's Legal Department handles the day-to-day administration of the Code. The Audit Committee of the Board of Directors has the oversight of the administration of certain aspects of our Code. Reported issues will be investigated by management and forwarded to the Audit Committee. The General Counsel or Vice President, Internal Audit, will regularly inform the Audit Committee about compliance activities and incidents relating to this Code.

To report a possible business or workplace conduct issue, simply dial toll free to 1-877-MY-INPUT (1-877-694-6788). When the automated system prompts you to enter our Company's pass code, you should push GPI (474). From this point, let the system take over and instruct you how best to leave the information we will need to assist you. You can find more detailed information about the handling of these confidential calls in the employee handbook.

Speak Up

Do not be afraid to ask questions about business or workplace conduct or compliance with this Code. You will not be disciplined for asking questions or making good faith reports. Good faith does not always mean you are right, but it does mean that you sincerely believe that you are acting ethically in any given situation with the right intent in mind. In this regard, you are expected to alert management whenever an illegal, dishonest or unethical act is discovered or suspected. You will never be penalized for reporting your concerns or suspicions.

When you are confronted with questions regarding compliance with this Code or other Company policies regarding business or workplace conduct, you should consider the following questions:

- **Do you have all the facts?** In order to reach the right solutions, all relevant information must be known.
- **Is it legal?** If you think an action may be illegal, do not proceed, even if your supervisor instructed you to do so. If you need information about which laws apply in a given situation, talk with your supervisor, manager, or the Company's legal department.
- **Does it comply with Company policy?** If the proposed action does not comply with Company policy, you should not do it.
- **What is your responsibility and role?** In most situations, there is shared responsibility. Are other colleagues informed? It may help to get others involved and discuss the problem.
- **Did you ask for help?** When unsure of what to do in any situation, you should seek guidance and ask questions before the action in question is taken.
- **If it were made public, would I be comfortable?** Ask yourself if you would make the same decisions if you knew that it would be reported on the front page of tomorrow's newspaper or in the local news.

Confidentiality

We hold in confidence all conversations about ethics, compliance, business and workplace conduct issues consistent with a “need to know basis” and according to our legal obligations. Calls to the hotline are completely confidential. No one at Group 1 will hear your voice or have access to phone records. In some instances it may be necessary to know your identity in order to resolve your concerns. We will tell you when that is the case.

Taking Action

We take our business and workplace conduct commitments as well as the integrity of our financial reporting very seriously. You must report any activity that could damage the Company’s reputation. We will investigate all reported concerns. **If we find violations of business or workplace conduct, Company policy, or violation of any law or regulation or accounting irregularity, we will take appropriate action.** We will resolve individual situations where our standards were not followed and institute changes, as necessary, to prevent similar problems from reoccurring. Violation of our policies can lead to disciplinary action, up to and including termination of employment. Violations could also lead to legal action as appropriate.

Retaliation

Retaliation against employees who report code of conduct violations is strictly prohibited by our policies. Anyone that retaliates against an employee for reporting an issue in good faith will be subject to disciplinary action, up to and including termination.

For additional information about our Discrimination, Harassment and Anti-Retaliation policies please refer to your employee handbook, which can be found on the Group 1 Benefits website at <http://www.group1benefits.com>.



Workplace Conduct

“The nation that destroys its soil destroys itself.” -Franklin D. Roosevelt

Equal Opportunity

We are committed to providing equal opportunity in all of our employment practices. Our policy is to recruit, select, train, pay and make all other employment-related decisions based upon merit, experience and other work related criteria. We strictly prohibit unlawful discrimination or harassment on the basis of race, religion, color, sex/gender, national origin, gender identity or expression, sexual orientation, citizenship status, age, uniform service membership/veteran status, disability, genetic information or any other protected status in accordance with the requirements of all national, federal, state and local anti-discrimination laws. We will make all reasonable accommodations to meet our obligations under all applicable laws protecting the rights of the disabled and those in other protected classes who may need accommodations. While the Company respects the privacy of its employees and their right to associate freely, it is mindful of the importance of avoiding the perception of favoritism or unequal treatment in the workplace. Personal and family relationships between employees sometimes may give rise to conflicts of interest or the appearance of conflicts of interest and should be reported to Human Resources immediately.

Harassment

We maintain a strict policy against unlawful harassment of any kind, including sexual harassment. We do not tolerate unlawful harassment of, or by, any of our employees or any third party. Any form of harassment, which violates national, federal, state or local law, including, but not limited to harassment related to an individual’s race, religion, color, sex/gender, national origin, gender identity or expression, sexual orientation, citizenship status, age, uniform service membership/veteran status, disability, genetic information or any other protected status, is a violation of this policy and will be treated as a disciplinary matter. For these purposes the term "harassment," includes, but is not limited to slurs and any other offensive remarks, jokes, or other verbal, graphic, written, (including email or posts to any social networking sites), or unwelcome physical contact.

If you have any questions about what constitutes harassing behavior, ask your supervisor or your Human Resources representative. **If you feel that another employee is**

harassing you, or if you witness any employee being harassed, you should report your concerns immediately. Your employee handbook sets forth the procedure and various options for reporting concerns, including the employee hotline. If you do not feel that the matter can be discussed with your supervisor or your department manager, you should contact your General Manager, Market Director or your Human Resources representative to discuss your complaint. **Confidential reporting is available by calling the Group 1 Hotline at 1-877-694-6788 (pass code 474) at any time.** You can be assured that you will not be penalized in any way for reporting a harassment concern.

Your notification to management of the problem is essential. We cannot help resolve a harassment problem unless we know about it. Therefore, it is your responsibility to bring these kinds of problems to our attention in a timely manner so that we can take whatever steps are necessary to correct the problem.

If management finds that an employee has violated our Harassment Policy, appropriate disciplinary action will be taken, up to and including termination.

For additional information about our Equal Employment Opportunity and Harassment policies please refer to your employee handbook, which can be found on the Group 1 Benefits website at <http://www.group1benefits.com>.

Nepotism Policy

While the Company respects the privacy of its employees and their right to associate freely, it is mindful of the importance of avoiding the perception of favoritism or unequal treatment in the workplace. Personal and family relationships between employees sometimes may give rise to conflicts of interest or the appearance of conflicts of interest. The Company recognizes that family members of current employees may seek employment at the Company. To promote a productive environment, free from conflicts of interest as well as favoritism and unfair advantage, whether perceived or real, Group 1 has adopted a Nepotism Policy. This policy applies to all employees of Group 1 and all members of our Board of Directors.

Definition of Family Member. For purposes of this policy, family member is defined as spouse, domestic partner, parents, son or daughter, brother or sister, grandparent or grandchild, aunt or uncle, niece or nephew, cousin, guardian or ward, step, half or in-law relation, a person living in one's household, and any other person with such a close personal relationship or bond as to give rise to conflicts of interest or the appearance of conflicts of interest (for example, a fiancé).

Hiring of Family Members. No family member of a Director or any officer who has attained the rank of Vice President or above (collectively, "Executive Officers") shall be eligible for full-time employment with the Company.

To avoid creating any barrier to equal employment opportunity, our policy prohibits the hiring of family members based exclusively on referrals. All applicants (including family members of non-Executive Officers) are required to follow the standard hiring process.

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If the qualifications of any non-family member seeking employment are demonstrably superior to those of a current employee's family member, the most-qualified candidate will be considered for employment, regardless of referral or family relationship.

Group 1 is committed to an equal employment opportunity workforce. You must disclose to your immediate supervisor that a family member is being considered for an employment opportunity. Human Resources must review the circumstances to ensure compliance with Group 1's policies and applicable non-discrimination laws.

Working Relationship of Family Members. Under no circumstance should a family member directly supervise another family member, or occupy a position that has influence over a family member's:

- Employment.
- Transfer or promotion.
- Salary considerations.
- Other management or personnel considerations.

Such influence may include, but is not limited to, participation as a member of a screening committee or other committee that recommends personnel actions or employment decisions of the related person.

Family members may not be employed within the same department without certification by Human Resources that the employment relationship will not result in supervision of one family member over another.

If a situation currently exists, where a family member supervises or occupies a position of influence over another family member, they should inform Human Resources so the relationship is disclosed. Every effort should be made to transfer one of the employees to a position for which they are qualified that will resolve the conflict.

Change in Family Status. Executive Officers, managers and supervisors are prohibited from fraternizing or becoming romantically involved with one another or with any other employee of the Company. If two employees marry, cohabit or become otherwise romantically involved, so as to qualify as family members under this policy's definition, they must immediately report the change in status to Human Resources, which will work with the employees to devise a working solution to avoid nepotism problems under this policy. Failure to promptly disclose facts may lead to disciplinary action, up to and including termination.

Part-time or Temporary Employment. Nothing herein shall prohibit a family member of any employee, regardless of rank or title, including Executive Officers, from accepting a temporary position with the express understanding that full-time employment is not an option, except as otherwise provided herein, so long as such temporary employment is handled by Human Resources. Temporary employment shall mean an employment term of no longer than ninety (90) days in any twelve (12) month period.

Acquisition Exception. In the event of an acquisition which includes an employee relationship of family members that would otherwise violate this policy, such relationship shall be immediately disclosed to Human Resources in accordance with the requirements hereof prior to completion of such acquisition, and after disclosure may thereafter continue; provided, however, every attempt shall be made to eliminate the conflict or alter the relationship in accordance with the guidelines of this policy.

For additional information about our Nepotism Policy please refer to your employee handbook, which can be found on the Group 1 Benefits website at <http://www.group1benefits.com>.

Romantic Relationships

Consensual Personal Relationships. In some circumstances, the Company may require the employees to sign a “love contract”. The love contract is a required document signed by the two employees in a consensual dating relationship that declares that the relationship is by consent.

Under certain circumstances, only one of the employees may be permitted to remain within the particular department. The two employees may not remain in any reporting relationship where one has influence over the other, unless accommodations can be made to eliminate the potential conflict. The choice of which employee will remain in the previous role and which will modify the role as necessary to be in compliance with this policy, will be determined by the Human Resources department, in consultation with the two employees and the departmental supervisor.

Crisis Preparedness

At Group 1, our core values include integrity, transparency, professionalism and teamwork. We conduct ourselves with the highest level of ethics, both personally and professionally. We promote open and honest communication among each other, our vendors, our customers, OEM partners, local communities and other stakeholders. With global operations spanning three continents, we must be vigilant in preserving our reputation. In spite of our strong values and clear mission, the nature of our business makes us vulnerable to negative issues or sudden crisis situations. Our first priority is to conduct ourselves in a manner consistent with our core values every day, in every aspect of our jobs. A crisis could negatively impact Group 1’s reputation, customer confidence at the dealership level, employee morale, business relationships, and shareholder value – not to mention political, regulatory bodies or the media. We need to be prepared to react appropriately and swiftly when a crisis takes place. This means being proactive in identifying vulnerabilities and eliminating them when possible. As a Company, we need to mitigate risk and have a plan to rapidly mobilize and handle the unexpected.

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Crisis preparedness, prevention and rapid response are top priorities of Group 1's leadership and the Board of Directors. It is important that our management understand crises and act swiftly to deal with issues to preserve our reputation. To help us maintain a high level of readiness for such an event, we have developed a crisis preparedness guide outlining our corporate processes and procedures for managing such issues or crises. It also outlines procedures to be followed when dealing with the media and government officials or agencies. In the event of a crisis that could affect you or your safety, you will be contacted by your department head regarding appropriate crisis protocol.

The Company has established the Safety and Risk Steering Committee which has established several guidelines to deal with the immediate handling of emergency situations.



Fair Dealing

“Prefer a loss to a dishonest gain; the one brings pain at the moment, the other for all time.” -Chilon

We should endeavor to deal fairly with our employees and all other third parties with whom we do business. We are committed to great customer service. By treating our customers with respect, we earn their loyalty. We show our commitment to our customers when we treat them as we would like to be treated. Since a reputation for fair dealing must be earned every day, with every transaction, it is critical that we always deal with our customers honestly and truthfully and show a genuine concern for their needs. As a reminder, conducting ourselves with Integrity, both personally and professionally when we sell to and perform service for our customers, is one of our core values.

Our Selling Practices

We must always describe our products and services accurately. Our customers benefit when we sell responsibly by explaining how our products and services meet their needs. We have an obligation to be well informed about the performance, pricing, features and quality of the products we recommend and sell. When describing our products and services or comparing our products to those offered by our competition, we should always be accurate and never misrepresent the truth or charge for services not rendered or products or parts not used.

Our advertisements are sincere, factually correct, good faith offers to sell the advertised products or services we market. We must always represent advertised items in a truthful light and make an affirmative offer to sell them. Failing to make a good faith offer to sell or intentionally discouraging customers from purchasing advertised items in order to “switch” them to other items may constitute “bait and switch” sales tactics which are contrary to our policies and the law, and will not be tolerated by our Company. Our customers may rely on our product performance statements when deciding whether to purchase from us. Such statements must be supported by fact.

Group 1 must always make its own decisions about pricing our products and services. National, federal and state antitrust laws strictly prohibit competitors from agreeing on pricing levels or methods of doing business.

The service we perform on products is done to the best of our abilities, and with the goal of dealing honestly and fairly with customers. We strive to perform all work that we have committed to perform, and which the customer has approved, in a competent and professional manner. We will not recommend unnecessary products or perform unnecessary work. We use parts and supplies that have been procured from reputable sources. If work is to be done for customers by someone other than Group 1, we will inform the customer that the work will not be performed by Group 1.

Our Buying Practices

The Company's success depends in part on strong relationships with high quality suppliers. Suppliers must be selected based in the best interest of Group 1 and its customers. **Never make vendor selections based on your own personal interest.** Those who purchase on behalf of Group 1 must be well informed about the suppliers they select and must always consider their financial condition, trade reputation, business practices and reliability. **The Company requires that requests for large or significant purchases be submitted to our Procurement Department.** Our Procurement Department has negotiated discounts with numerous vendors and suppliers based on large volume purchases, thus leveraging our buying power.

Additionally, in an effort to reduce costs and standardize procurement and purchasing, as well as take advantage of the Company's size and scale globally and reduce potential liability at its dealerships, the Company has established a Company-wide Contractual Authorization Policy for U.S. operations, U.K. operations, Brazil operations and the corporate office, regarding the spending authorization of its President, U.S. Operations, Vice President, U.S. Operations, Senior Vice Presidents, Vice Presidents, Market Directors, Fixed Operations Directors, Regional CFOs, and General Managers and their ability to negotiate and execute vendor contracts on behalf of their respective operations. Additionally, the Company has established appropriate policies and procedures pertaining to capital expenditures as more fully described in such policies. **Under no circumstances shall any contract be executed by any personnel below the level of General Manager.** For purposes of this Policy, the term Company shall mean Group 1 Automotive, Inc. and each of its domestic and international subsidiaries.



Conflict of Interest

“Hold yourself responsible for a higher standard than anybody else expects of you. Never excuse yourself.” -Henry Ward Beecher

An employee’s inappropriate actions related to business decisions, or the improper disclosure of information or plans can have a significant impact on the Company’s operations, financial position and the perception of the Company in the public market. A conflict of interest is the direct result of a situation where both the Company and an employee of the Company have vested, but differing interests in a particular transaction. All members of the Board of Directors, officers and employees have a fiduciary responsibility to enter into business transactions that are in the best interests of the Company, thereby reducing the potential for actual or apparent conflicts of interest. All employees are asked to use reasonable judgment before accepting any gifts, regardless of the value, and at all times should take those steps necessary to avoid even the appearance of impropriety.

This policy applies to all members of the Board of Directors, and to all officers and employees of the Company and all of its subsidiaries and affiliates. A subsidiary or affiliate is a company which is owned or controlled, directly or indirectly, by the Company. All persons to whom this policy applies have a fiduciary duty and a duty of loyalty to the Company to always act in the Company’s best interest in any business matter. A conflict of interest occurs when an employee or member of the Board:

- improperly engages in conduct which is not in the best interest of the Company;
- puts his or her personal interests above those of the Company;
- seeks to benefit improperly from his or her position with the Company; or
- misuses Company time, resources, or relationships.

Conflicts may also arise based on the conduct or relationships of an employee’s immediate family member. All persons have an affirmative duty to avoid conduct which may give rise to a conflict of interest. All persons are required to make full disclosure to the Company, at the earliest possible time, of any situation which may constitute or give rise to a conflict of even though neither they nor an immediate family member or close friend may be involved in the conflict.

While it is not possible to develop a detailed set of rules covering all circumstances or serving as a substitute for good judgment, the following are examples of types of activity by an employee, director, officer or an immediate family member of such employee, director, or officer, which might cause conflicts of interest:

- Directly or indirectly owning an interest in, loaning money to, working or performing services for, any business that competes with the Company², or any vendor, distributor, supplier, consultant or significant customer that does business with, or seeks to do business with the Company. Shares of stock or other securities in a publicly traded company that are obtained through open market trading are excluded from this provision, so long as the ownership or other interest does not exceed 1% of the public company. Ownership interests in startup companies or private companies seeking to develop relationships with the Company are prohibited unless written consent is obtained from the Board of Directors.
- Serving as a director, manager, employee, consultant or independent contractor to any vendor, supplier or competitor of the Company. You may participate on the boards or other advisory bodies of for-profit companies, including manufacturer-dealer organizations, but not a competitor, and may retain the compensation received for such service *provided* that you must (1) receive approval for such participation from the Company's Chief Executive Officer and (2) disclose to him or her the amounts of any such compensation received. Participation on not-for-profit boards is permitted so long as you obtain approval from your supervisor.
- Using or employing Company property, information, position or personnel for personal gain or benefit beyond what is considered usual and customary in a normal business sense.
- Obtaining personal loans from customers, vendors or suppliers of the Company, or employees or owners of such an entity. Loans from financial institutions with which the Company does business are permissible as long as they are in the ordinary course and are not made at below market terms.
- Accepting employment outside of the Company, including self-employment, which could create a conflict of interest with their work at the Company. Employees should not accept outside employment with competitors, suppliers or customers.
- Representing the Company in any transaction in which the employee or a related person has a substantial personal interest, whether direct or indirect.

² For purposes of this Policy, the term "competes with the Company" shall mean any other business, retail or wholesale, regardless of location or ownership, including employee owned businesses that (i) distributes, sells or purchases, including trades for, any automotive products, including parts and accessories, of any kind or nature, (ii) performs any repair or service to any automotive products or parts and accessories, or (iii) engages in the repair or restoration of any automotive product.

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- Personally purchasing inventory from a vendor or supplier of the Company at below fair market value.
- Personally purchasing inventory of the Company at below market value (particularly used vehicles and limited availability models). Employees may purchase inventory of the Company at below market value only if the purchase is made in connection with an employee discount program that is available to all employees.
- Taking personal opportunities that are made available through the use of Company information or position, or that otherwise in equity and good conscience belong to the Company, without first making full disclosure to, and obtaining written approval from, the Board of Directors.
- Disclosing confidential or inside information to others.
- Using confidential or inside information for personal benefit (or the benefit of others), including use when buying or selling shares of stock of the Company or shares of any competitor, vendor or supplier in market transactions.
- Contributing Company money, property, or services to any political candidate or organization or for any other political purpose, other than as expressly provided by the Group 1 Automotive Political Action Committee (PAC).
- Any attempt to bribe or otherwise improperly influence the decisions or actions of any vendor, supplier or competitor of the Company or any governmental official, employee, or any other entities or individuals, whether or not using Company funds or property.
- Trading in Company stock during any Company blackout period.

- **For additional information about conflicts of interest or the Group 1 Securities Trading Policy, please refer to your employee handbook, which can be found on the Group 1 Benefits website at www.group1benefits.com. You can also review the Group 1 Securities Trading Policy attached to this Code as Appendix B.**

Gifts & Entertainment

We do not accept or provide any gift, favor or entertainment if it will obligate or appear to obligate the recipient or otherwise influence any business decision. The following are examples of types of activity by an employee, director, officer or an immediate family member of such employee, director, or officer, which might cause conflicts of interest:

Gifts

- Accepting compensation or gifts from or engaging in excessive entertainment with any company or person that does or seeks to do business with the Company or its competitor. The purpose of business entertainment and gifts in a commercial setting is to promote good will and sound working relationships, not to gain unfair advantage with customers or suppliers. Such opportunities or decisions requires judgment and each situation should be considered carefully.
- Accepting gifts that would appear to undermine or influence good business judgment. Careful consideration should be given by an employee who solicits entertainment opportunities from the people with whom the Company does business. On occasion, employees may accept novelties, promotional items of a nominal value or modest gifts if:
 - the gift complies with the giver’s company’s rules;
 - this happens only occasionally;
 - the gift was not improperly solicited; and
 - open disclosure of the gift would not embarrass the Company or the people involved.

While it is often times difficult to determine the value of a gift, if you have reason to believe the value of the gift is in excess of \$250, you should advise your immediate supervisor of receipt of the gift and determine if it should be returned.

Entertainment

The Company has adopted a Travel & Entertainment Policy (“T&E Policy”) that serves as a guide for our employees when travelling, entertaining or otherwise incurring expenses on Company business. All travel and entertainment must be approved in advance by your Department Head. Included in the T&E Policy is a list of authorized transactions that represents the approved categories for T&E spend. You may give business-related gifts where there is a clear and sound business purpose and when the gift is consistent with our business strategy. If you have any questions, please contact your supervisor for clarification.

- Employees may accept an occasional invitation to a sporting activity, entertainment or meals, if:
 - the activity is infrequent and of reasonable value; and
 - it is preferred that a representative of the company offering the invitation is present. **Moderation and appearance is the key.**

The \$250 limitation does not apply to entertainment, but good judgment must be applied and all employees will be held to the standard of avoiding even the appearance of impropriety.

- All out of town trips/entertainment must be approved by your supervisor.

These principles apply to all employees, and it is the responsibility of regional management to communicate this information to all employees. **The President, U.S. Operations, Vice President, U.S. Operations and their counterparts in the U.K. and Brazil are responsible for the conduct of their employees.**

For additional information about gifts, entertainment or travel, please refer to your employee handbook, which can be found on the Group 1 Benefits website at <http://www.group1benefits.com>.

Disclosure

For the protection of both the Company and the individual, it is essential that each employee make prompt and full disclosure to their supervisor of any situation which may involve a potential or perceived conflict of interest, whether or not the employee is personally involved. In addition, all related party transactions involving regional or market executives must be communicated in writing as part of the quarterly compliance representation letter. All information regarding conflicts of interest will be treated as confidential, except to the extent necessary for the protection of the interest of the Company. Information will also be disclosed for review by the Audit Committee, the Board of Directors or independent public accountants of the Company, and the legal department and outside legal counsel as deemed necessary.

Any questions concerning this policy, its interpretation or applicable laws should be addressed to the Chief Executive Officer, the Chief Financial Officer, or the office of the General Counsel of the Company. These questions must be presented in advance of any contemplated transactions because of the consequences of violation. Violations of this policy may result in discipline up to and including termination of employment, and may also result in legal action by the Company. You are required to discharge your reporting obligations under this policy at any time at which a potential conflict arises. You may also be required to certify compliance with this policy from time to time.



Complying with the Law

“No man is above the law and no man is below it.” -Theodore Roosevelt

Group 1 employees must adhere strictly to all applicable laws and regulations wherever the Company does business. This requires adherence to both the letter and spirit of the law. Many of the policies expressed in this Code are based on legal requirements.

Contracts

We select vendors, suppliers, or contractors whose bids are most responsive to our needs. Selection decisions are based on objective information such as value, quality, price, technical excellence, service, reputation, experience and capacity. In negotiating contracts on behalf of Group 1, we should deal fairly and honestly with all parties. We may not submit false or misleading documents or proposals. Prior to conducting business with a potential vendor, you should review the selection of such vendor with the Procurement Department to determine (i) whether an established business relationship already exists, or (ii) the appropriate vetting of the vendor has been performed.

Intellectual Property

Intellectual property is considered a valuable asset of the Company and must always be used responsibly and respectfully. You should protect Company assets as you would your own. Be sure to use our trademarks properly and consistently so that others do not take advantage of them. Intellectual property must never be shared with third parties without the proper approval nor used in a defamatory or degrading manner. Any intellectual property you generate or provide for the benefit of Group 1 while you are employed by Group 1, is the property of Group 1. The following are examples of intellectual property: copyrights, inventions, logos, package designs, patents, trademarks, trade secrets, business ideas, processes, sales techniques, negotiations, unannounced products, commercially sensitive data or other information entrusted to you by the Company (such as pricing, financial data, sales and marketing plans, technical data, or research data).

Copyrights

We should never make unauthorized distribution of material from copyrighted books, magazines, newspapers, video tapes, or computer programs. While it may be all right

to make a working copy for your own use, multiple copies made without permission are a violation of copyright laws.

Insider Information and Trading

Group 1 common stock is traded publicly on the New York Stock Exchange and the market price, in part, is based upon what the public knows about our Company. **Many of us encounter material, non-public information through the course of our normal business. The law forbids the purchase and sale of securities by anyone who has such material information which has not been made public through distribution over major news services or through publications widely distributed to the public.** Investors could gain an unfair advantage through material, non-public information that could affect their decision to buy or sell. “Non-public information” is information that is known within the Company and has not been publicly released. “Material information” is information that a reasonable investor would consider important when deciding to buy or sell securities. Examples include news about our financial results prior to a formal release, planned actions regarding our stock, changes in debt ratings or analyst upgrades or downgrades of Group 1 securities, important lawsuits, proposed mergers, acquisitions, or divestitures, marketing plans, strategic plans and senior management changes. Trading on, or “tipping” others about material, non-public information about Group 1, or its subsidiaries, or any vendor, supplier or competitor threatens our integrity and may result in serious civil and criminal penalties for both the employee and the Company.

All Company employees must observe the prohibition on trading on material non-public information and may be subject to termination for violations of the prohibition. This restriction extends to the exercising of employee stock options and simultaneous sale of the underlying shares of Group 1 common stock (the most common form of exercise). However, this restriction does not extend to the exercising of employee stock options when an employee pays the exercise price and holds the underlying shares of Group 1 common stock without simultaneously selling them. Of course, the trading restrictions would apply whenever an employee subsequently sold the shares of Group 1 common stock in a market transaction. Any shares of Group 1 common stock acquired through the Group 1 Employee Stock Purchase Plan, or the Group 1 2014 Long Term Incentive Plan, are also subject to such trading restrictions.

Insider trading is a complex issue, but we can avoid violations by being careful, exercising discretion and using common sense. As a general rule, we should never discuss Company information with family or friends, suggest they trade in Group 1 common stock based on our information, or make personal investment decisions based on this information. **If you are unsure as to whether information you have in your possession is material, non-public information, you should refrain from such disclosure.**

We should not speak with journalists, financial analysts or shareholders on behalf of Group 1 unless authorized to do so by the Chief Executive Officer or the Chief Financial Officer. We must use caution when asked to make speeches and even in casual conversation. Group 1 is widely followed by the financial community and by many financial analysts. These analysts are constantly seeking information about the Company.

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Only the Chief Executive Officer, the Chief Financial Officer, the Senior Vice President, Public Affairs, the Manager of Investor Relations or any employee authorized by the Chief Executive Officer or Chief Financial Officer, may talk to our stockholders and sell-side analysts about the Company's financial results, business prospects, products, competition, operating results or financial or sales projections.

Material, non-public information must not be disclosed to anyone other than persons within the Company whose positions require them to know it until it has been publicly released by Group 1. No financial data regarding the Company will be released except as authorized, specifically or generally, by the Chief Financial Officer or Chief Executive Officer. This includes disclosing information over the Internet. Email intended for internal use only should not be forwarded outside the Company or disclosed to third parties.

The "Window Group" consists of (a) all members of the Group 1 Board of Directors; (b) the Chief Executive Officer, Chief Financial Officer, President, U.S. Operations, Vice President, U.S. Operations, Senior Vice Presidents, Treasurer, Corporate Controller, Operations Controller, General Counsel, and all Group 1 Vice Presidents; (c) all Regional Vice Presidents in the U.K. and Brazil, the Managing Director, U.K. Operations and Regional Chief Financial Officers; and (d) any other employees advised by the Chief Executive Officer or Chief Financial Officer that as a result of their job duties will come into contact with material non-public information and as such are considered to be part of the "Window Group". Employees considered members of the Group 1 Window Group are required to follow the above policies plus the more restrictive policies outlined in "Appendix B: Annual Representation - Securities Trading Policy". All employees in the Window Group are required to review and acknowledge the Company's Securities Trading Policy on an annual basis.

Public Disclosure

We all have the personal responsibility to make sure that our Company makes full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the Securities and Exchange Commission and in other public communications made by us. Compliance with this Code and adherence to the standards set forth in the Code will help us achieve that goal.

Political Contributions

We cannot give Group 1 funds, property, services or labor directly or indirectly, to any candidate, political organization or political party without specific approval of the Chief Executive Officer. This applies to any national, federal, state, or local election. We created the Group 1 PAC to support certain federal, state and local candidates. The Group 1 PAC is funded through voluntary contributions by eligible Group 1 employees. The activities of the Group 1 PAC are governed separately and are required to comply with all U.S. federal and state election laws. The Group 1 PAC is the appropriate method for providing our collective or corporate support for political initiatives.

Bribery

It is never right to give or receive a bribe or kickback. A kickback is the giving of money, fees, commissions, credits, gifts, favors or anything else of value provided directly or indirectly in return for favorable treatment. The governments of the U.S., U.K. and Brazil each have a number of laws and regulations regarding business gratuities which may be accepted by government personnel. State and local governments in each of these countries, may have similar rules. To determine whether a gift or gratuity to be made on behalf of the Company complies with applicable laws or this Code, you should seek guidance from a senior executive of the corporate office, or from the Legal Department.

We, and the parties with whom we do business, are also subject to several anti-corruption statutes. The Foreign Corrupt Practices Act and the Organisation for Economic Co-operation and Development (“OECD”) generally make it unlawful to give anything of value to “foreign officials”, foreign government officials, foreign political parties, party officials, or candidates for public office for the purposes of obtaining, or retaining, business for Group 1. “Foreign Officials” may include employees of state owned foreign companies as well as governmental officials. The UK Bribery Act 2010 further extends this prohibition to include promising or giving a financial or other advantage to any person in order to induce that person to act improperly. Brazil’s Clean Company Act 2014 is the country’s first anti-corruption law to hold companies responsible for their employee’s corrupt actions. The Clean Company Act imposes strict liability on companies operating in Brazil for domestic and foreign bribery and provides no exception for facilitation payments. Employees should contact the Legal Department if they have any questions concerning a specific situation. The Company’s anti-corruption policies can be found on the Group 1 website.

Workplace Safety

Each of us is responsible for observing safety rules, policies, laws, and regulations. A safe and healthy workplace allows everyone to do quality work and perform with excellence. We must comply with all applicable federal, state, and local workplace safety laws, including but not limited to, the Occupational Safety and Health Administration (OSHA) requirements and promptly correct any problems in the workplace that may jeopardize safety. Accordingly, Group 1 has implemented the Group 1 Automotive Injury Illness Prevention Plan to define the responsibility of store managers and employees. Each employee is responsible for bringing any problems or potential workplace safety violations that they know about to their manager’s attention.

We expect your full concentration while on the job. You must report to work able to do your job, free from the effects of drugs, legal or illegal, marijuana or alcohol. You may not use, possess, purchase, distribute or be impaired by drugs of any kind while working at Group 1. You should advise your supervisor if you are taking any drugs or medications which may impair your ability to perform your job in a safe manner. We reserve the right to test employees when we suspect drug or alcohol use and to conduct searches of personal or Company property to enforce our standards.

We will not tolerate workplace violence or threats of any kind whether committed by or against our employees. Regardless of federal, state or local laws, you may not carry any licensed or unlicensed weapon in Company buildings or workplaces. Acts of threatening or violent behavior must be reported to your manager or human resources representative, and could result in termination of employment and, if appropriate, prosecution under state or federal law.

For additional information on the Company's alcohol and drug policy or workplace violence policy, please refer to your employee handbook, which can be found on the Group 1 Benefits website at <http://www.group1benefits.com>.

Environmental Protection

Group 1 is committed to protecting the environment. Environmental responsibilities vary in accordance with local, state or country legal requirements, and according to international standards. This commits us all to maintain a high level of awareness on environmental matters, including cooperating with governmental agencies, vendors, and communities in environmental protection efforts and complying with all applicable environmental laws and regulations and Company policies.

For additional information about OSHA requirements or Environmental and Safety matters, please refer to your employee handbook, which can be found on the Group 1 Benefits website at <http://www.group1benefits.com>.



Company Property; Cyber-Governance

“The expectations of life depend upon diligence; the mechanic that would perfect his work must first sharpen his tools.” -Confucius

We are given Company resources to help us do our jobs. Each of us is responsible for safeguarding Company funds, information, intellectual property, tools and personal property. We must be careful to prevent theft, loss, or damage to our property.

Company Assets

If we see or suspect that someone is stealing, mistreating or otherwise not properly protecting Company assets, you must report these concerns to your supervisor. **Theft, carelessness and waste have a direct impact on the Company's profitability.** No amount should be considered too small. All Company assets should be used for legitimate business purposes. Company funds may not be paid to others without a signed, written agreement or an approved, appropriately detailed invoice. In addition, our Company will not extend or maintain personal loans to or for the benefit of any of our directors or executive officers. We must never maintain or authorize the accumulation of Company funds that are not conspicuously recorded on Group 1's books and records.

Records & Accuracy

Group 1's reputation is judged in many ways. Among the most important is the integrity of its books, records and financial accounting and reporting. When we are asked to maintain reports or records, we are also responsible for the integrity of those records. We must not knowingly make any false or misleading entries, and must have no material omissions of facts. The Company's books and records must accurately reflect actual transactions and adhere to generally accepted accounting principles and other applicable laws and regulations.

The Company has a system of internal controls that is designed to ensure that all public disclosures, including filings with the Securities and Exchange Commission, are transparent and in strict compliance with both the spirit and the letter of the laws governing public disclosure. **No accounting entries will be recorded that intentionally**

conceal, disguise or misrepresent the true nature of any transaction involving the Company. Mistakes should never be covered up, but should be immediately disclosed and corrected.

In this respect, the following guidelines must be followed:

- No undisclosed, unrecorded, or "off book" funds should be established for any purpose.
- No false or fictitious invoices should be paid or created.
- No false or artificial entries should be made or misleading reports issued.
- Revenues, expenses, assets, liabilities and equity of the Company shall be recognized and reported on the Company's financial statements in accordance with the Company's standard practices and generally accepted accounting principles.
- No officer or director should take any action designed to fraudulently influence, coerce, manipulate or mislead our independent accountants.
- No director or officer shall, directly or indirectly make or cause to be made a materially false or misleading statement; or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to our independent accountants in connection with (i) any audit or examination of our financial statements, or (ii) the preparation or filing of any document or report to be filed with the Securities and Exchange Commission.
- No director or officer, or any other person acting under the direction thereof, shall directly or indirectly take any action to fraudulently influence, coerce, manipulate or mislead our independent accountants if that person knew or was unreasonable in not knowing that such action could, if successful, result in rendering our financial statements materially misleading.
- Employees are strictly prohibited from knowingly altering, destroying, mutilating, concealing, covering-up, falsifying or making a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence an investigation by any Company auditor or by any agency of the government of the United States of America.

If you believe that the Company's books and records are not being maintained in accordance with these requirements, you should report the matter directly to your supervisor or at a minimum by calling the Group 1 Hotline at 1-877-694-6788, passcode GPI (474).

Retention and Disposal of Records and Documents

The Company has developed its own document retention policy which governs the retention and destruction of various documents, and includes email and other electronic memoranda. Business records and documents will be retained and destroyed in accordance with such policy, as well as the policies and regulatory requirements of your department.

Customer records and documents will be processed upon receipt and only stored in an approved system. Certain customer data collected must be retained in protected places or destroyed/deleted upon completion of the transaction or after its transfer to the approved system. All customer data belongs to the customer and Group 1. Employees are not to keep any customer data on any personal electronic devices and must only retain such data on an approved Group 1 system.

Please review the Group 1 Record Retention and Disposal policy which can be found under the Legal Policies tab at <http://www.group1news.com/legal>, or contact the Legal Department for additional information about the Company's document retention policy.

Confidential Information

We carefully protect our Company's confidential and proprietary information and trade secrets. Do not disclose business ideas, processes, sales techniques, negotiations, unannounced products, commercially sensitive data or other information entrusted to you by the Company (such as pricing, financial data, sales and marketing plans, technical data, or research data) during or after your employment except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that, if disclosed, might be of use to competitors, or harmful to the Company or its customers, or have an impact on the value of public securities. Confidential information also includes all non-public information that is learned about the Company's suppliers and customers that is not in the public domain. The obligation to preserve confidential information continues even after employment or agency with the Company ends. Any documents, papers, records, or other tangible items that contain trade secrets or proprietary information are the property of the Company. Employees who terminate their employment with the Company for any reason are required to return immediately all trade secret and confidential and propriety information in their possession and control.

On occasion, we obtain confidential and proprietary information from other companies with which we do business. We safeguard their information with the same care we would give to our own Company's information. Failure to do so could subject the Company to significant legal and monetary liability.

Privacy

We will protect the privacy and confidentiality of every employee's personal, medical and financial records. We will never compromise an employee's trust by disclosing confidential information to anyone, internally or externally, other than when legally permitted or required to do so and only to those with a legitimate business need for the information.

Our customers trust us with one of their most important assets-their personal information. We provide our customers' personal information only with their permission to others who need this information for legitimate business reasons and when permitted by law or where the law requires disclosure. The way we handle this data is critical to our success and promotes trust. In many cases, there are laws that govern how we collect, use and dispose of personal data. For these reasons, we must follow Group 1's policies and guidelines for handling personal data.

All vendors requesting personal customer data must execute the Group 1 Data Processing Services Agreement and related exhibits, submit a full cyber liability insurance policy with appropriate insurance levels, and a copy of the vendor's data safeguards, controls and protocols to comply with the Agreement.

For further information about the Group 1 Data Processing Services Agreement, please contact the Legal Department or the IT Department.

Use of Communication Services

We use our communications equipment and systems (including e-mail, texting, the Internet, telephones, cell phones, tablet PC's or any other electronic device that may be used to access the internet or intranet using the Group 1 network) properly, ensuring our activities are secure, professional and not harmful. Federal and state laws restrict how we can communicate with our customers, often requiring advance written consent prior to utilizing such methods of communication. Regardless of whether the device is the property of Group 1 or an employee's personal electronic device accessing the Group 1 network, its use may be monitored at any time without the employee's prior approval. It is your responsibility to ensure that this technology is used for proper and lawful purposes and in a manner that is responsible and does not compromise the confidentiality of sensitive information or the security of the Company's systems. All employees are obliged to protect the Company's confidential data and access to Company devices. **We expect you to use only properly licensed and approved software on our computers and abide by all license terms.** Attempts to circumvent or bypass Group 1's infrastructure security practices or software are prohibited and include (1) using or attempting to use access credentials not specifically assigned to you; and (2) attempting to gain access to another user's email, instant messages, telephone voicemail box, or computer files unless expressly authorized.

The Internet is a communication tool that can help us do our jobs more efficiently. When you use e-mail or the Internet, your activity can be monitored and traced back to you. **Do not put anything into an electronic message that you would not want to read later on paper or publicly disclosed.** Electronic communications should be professional and work-related and should conform to the same standards of propriety and respect as any other verbal or written communication at Group 1. You must not access, download, upload, or disseminate material that is prohibited by law, contains sexual content or offensive language, or that could negatively reflect on the Company in any way. Offensive, demeaning, harassing, defamatory, threatening or disruptive messages are prohibited and can result in termination of employment. If you become aware of or receive an offensive e-mail message, do not forward it to someone else. If the e-mail comes from a non-business acquaintance, delete it from your computer. If the e-mail comes from someone in the Company or from someone with whom we do business, notify your manager or someone in Human Resources. **Your use of the Internet should be consistent with Company policy and should not harm productivity, embarrass our Company or any of its Employees, or interfere with your regular work duties.**

Employees using Company computers and communication services are required to comply with our Code of Conduct, applicable laws and Group 1 policies. Misuse of the internet will result in termination of employment and, if appropriate, prosecution under applicable law. The Company has adopted a Social Media Policy to provide guidance to the Company's employees who participate in social media activities either in their personal lives or at work.

Cyber-Governance

The more we rely on technology to collect, store and manage information and data, the more vulnerable we become to severe security breaches. Human errors, hacker attacks and system malfunctions could cause great financial damage and may jeopardize our Company's reputation. For this reason we have implemented a number of security measures designed to avoid security breaches.

All employees are obliged to protect the Company's confidential data. Employees should also protect personal digital devices. When you use your personal device to access Company emails or accounts, you may introduce security risks to our data. It is important to keep both your personal and Company-issued computer, tablet and cell phone, safe and secure.

Keep emails safe. Employees should avoid opening suspicious emails which may host scams and malicious software which can result in virus infection or data theft. The following can help prevent a virus from infecting the Company's network or a data theft:

- Avoid opening attachments and clicking on links when the content is not adequately explained.
- Be suspicious of clickbait titles (for example, offering prizes or advice).

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- Check email addresses and names of people sending the message to ensure they are legitimate.
- Look for inconsistencies or giveaways (grammatical mistakes, capital letters, or excessive punctuation).

Manage passwords properly. Not only should your passwords be secure so they will not be easily hacked, they should also remain secret. Never exchange credentials to anyone other than a recognized member of the Group 1 IT department.

Transfer data securely. Transferring data introduces security risks. Employees must avoid transferring sensitive data to other devices or accounts unless absolutely necessary. Confidential data should never be shared over public Wi-Fi. All employees should report perceived attacks, suspicious emails or phishing attempts as soon as possible to the Group 1 IT department. When in doubt, do not open suspicious emails and forward it directly to our IT Department.

Take security seriously. Everyone, from our customers and partners to our employees and vendors, should feel that their data is safe. The only way to gain their trust is to proactively protect our systems and databases. We can all contribute to this by being vigilant and avoiding security breaches. Failure to adhere to our strict security measures could result in additional training, or termination of employment.

For further information about the Company's Social Media Policy or our policy on computers, phones, email and the internet, please contact the IT Department.



Compliance with the Code

We require that all laws applicable to us or the conduct of our business, regardless of where located, be observed. If a law conflicts with a policy in this Code, the law must be followed; however, if a local custom or policy conflicts with this Code, this Code must be followed. If in doubt about how to deal with conflicts between this Code and local laws, customs or practices, the President, U.S. Operations[] [our General Counsel] or other member of executive management at our corporate office should be contacted for guidance. This Code and all laws and regulations applicable to our Company must be strictly followed. The exercise of personal discretion or judgment in this area is not acceptable. We all have the personal responsibility to adhere to these standards and apply them in good faith and with reasonable business judgment. Any of our employees who do not adhere to these standards are acting outside the scope of employment or agency and may be subject to termination and, if appropriate, prosecution for failure to comply with such standards.

Along with legal compliance, you should also observe high standards of business and personal ethics when performing assigned duties. This requires using honesty and integrity when dealing with other Company employees, the public, the business community, stockholders, customers, suppliers, vendors and governmental and regulatory authorities.

Waivers of the Code of Conduct and Ethics

All Group 1 employees have a fiduciary duty and a duty of loyalty to the Company to always act in the Company's best interest in any business manner. **Any waiver of this Code for corporate officers or directors of Group 1 may be made only by the Board of Directors or a committee of the board** and will be promptly disclosed as required by the rules and regulations of the Securities and Exchange Commission, the New York Stock Exchange, and all applicable laws. Employees can apply for a waiver from the President, U.S. Operations, or a member of executive management. No illegal acts can be waived.

Finally, this Code of Conduct is intended to be a guide to assist all employees on your interactions with our Company, its employees, customers and vendors. We believe that strict adherence to our core values of Integrity, Professionalism, Transparency and Teamwork is an excellent starting point. Furthermore, we encourage all employees to utilize common sense when making decisions that affect their fellow employees, the Company and its vendors and customers. Never lose sight of the fact that we are a service oriented business and it is in everyone's best interest that the needs of the

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customer always be in the forefront of your mind. And most importantly, if presented with a situation that you are unsure how to handle, please reach out to your immediate supervisor for guidance.

Appendix A: Form of Annual Questionnaire

Conflict of Interest Questionnaire

Employee Section

Instructions: Please complete this questionnaire.

A draft of this form is saved automatically every 90 seconds. Therefore, if the Compli system shuts down for any reason, if you save the form as a draft, or if you access any other Compli function while a form is open, the form draft will be available from your Inbox. To save this form as a draft or send to another user, please scroll down to the bottom of the form and choose the appropriate option.

General Information

Employee Name:

Job Title:

Dealership/Location:

I have reviewed and understand the Group 1 Automotive, Inc. Conflict of Interest Policy and I agree to comply with its terms. I acknowledge that I have a fiduciary duty and a duty of loyalty to the Company (as used herein, "Company" means Group 1 Automotive, Inc. and all of its subsidiaries), to always act in the Company's best interest in any business matter. Unless separately disclosed in this questionnaire, to the best of my knowledge and belief, neither I, nor any immediate family member (as used herein, "immediate family member" means your spouse, parents, children, siblings, stepchildren, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, uncles, aunts, cousins, nephews, nieces and anyone (other than domestic employees) who shares your home) has engaged during the previous year, is currently engaging in, or plans to engage in any conduct which might violate the Company's Conflict of Interest Policy.

For the purposes of the this questionnaire, the term "competes with the Company" shall mean any other business, retail or wholesale, regardless of where located, that (i) distributes, sells or purchases, including trades for, any automotive products, including parts and accessories, of any kind or nature, (ii) performs any repair or service to any automotive products or parts and accessories, or (iii) engages in the repair or restoration of any automotive product.

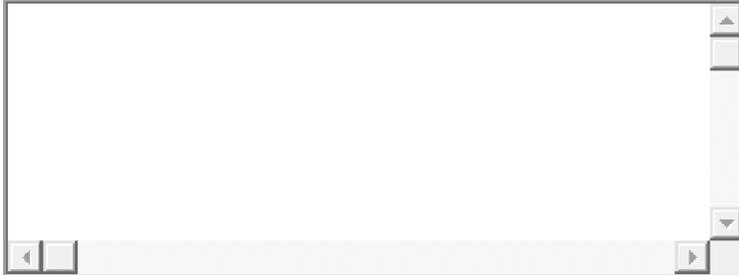
Questionnaire

1. Do you now, or have you, within the past three years, owned an interest in (regardless of the size of such interest), loaned money to, performed services or worked for, any business that competes with the Company, or any vendor, distributor, supplier, consultant, or significant customer that does business with, or seeks to do business with the Company? Shares of stock or other securities in a publicly traded company that are obtained through open market trading are excluded from this provision, so long as the ownership or other interest does not exceed 1% of the public company. Ownership Yes No

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interests in startup companies or private companies seeking to develop relationships with the Company are prohibited unless written consent is obtained from the Board of Directors.

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.

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2. Does an immediate family member own an interest (regardless of the size of such interest) in or work for, any business that (i) competes with the Company, or any vendor, distributor, supplier, consultant, or significant customer, or (ii) is seeking to do business with the Company? Shares of stock or other securities in a publicly traded company that are obtained through open market trading are excluded from, this provision, so long the ownership or other interest does not exceed 1% of the public company.

- Yes
- No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.

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3. Are any of your immediate family members presently employed by Group 1 Automotive or any of its subsidiaries?

- Yes
- No

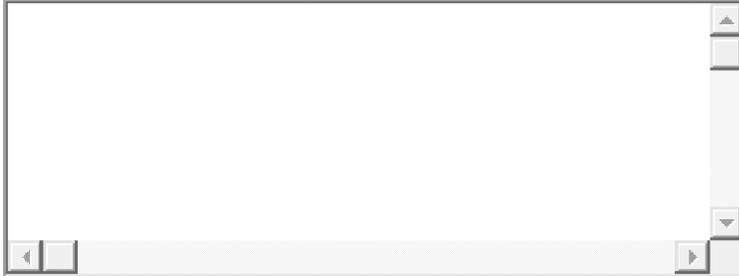
If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.

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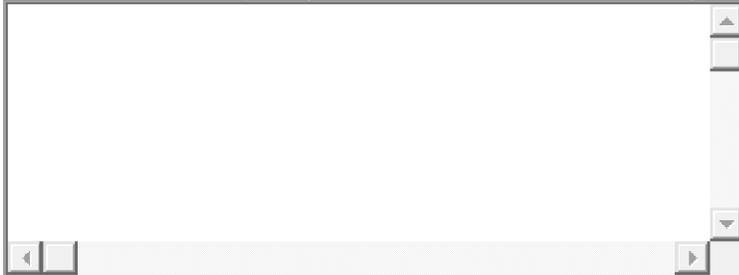
4. Have you served as a director, manager, employee, consultant or independent contractor to any vendor, supplier, or competitor of the Company without the specific prior knowledge and written consent of the Board of Directors of Group 1 Automotive, Inc?
- Yes
 No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.



5. Have you ever used or employed Company property, information, your position or other personnel for personal gain or benefit beyond that which is considered usual and customary in a normal business sense?
- Yes
 No

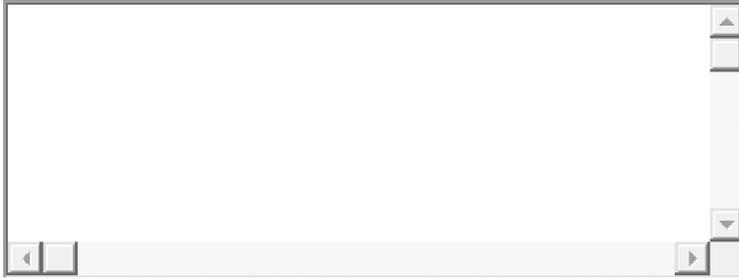
If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.



6. Have you ever accepted compensation (other than compensation in connection with your service on the boards or other advisory bodies of manufacturer-dealer organizations *provided* that such service has been approved in advance by, and such compensation disclosed to, your supervisor) or gifts which are not in compliance with the Company's Code of Conduct, or engaged in excessive entertainment with any company or person that does, or seeks to do, business with the Company or is its competitor? This area requires judgment and each situation should be considered carefully. All out of town trips/entertainment should be approved by your supervisor.
- Yes
 No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.

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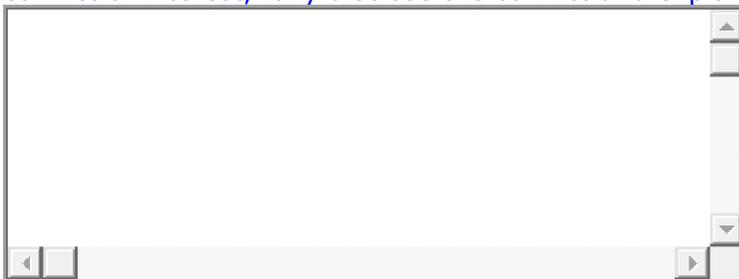
7. Have you obtained personal loans from any vendor, customer, or supplier, of the Company, or employees or owners of such an entity? Loans from financial institutions with which the Company does business are permissible as long as they are in the ordinary course and are not made at below market rates. Yes No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.



8. Have you represented the Company in a transaction in which you or a related person had a substantial personal interest, whether direct or indirect? Yes No

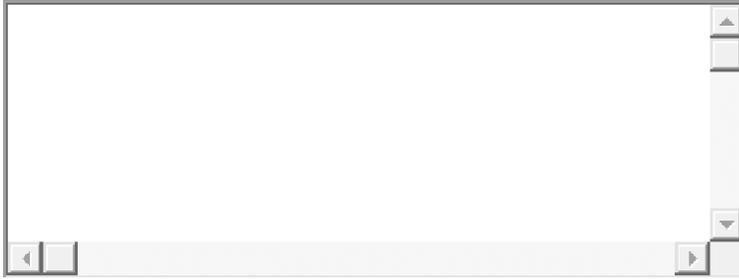
If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.



9. Have you personally purchased inventory from a vendor or supplier of the Company, at below fair market value? Yes No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.

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10. Have you personally purchased inventory of the Company at below market value (particularly used vehicles and limited availability models)? Any inventory purchases below market value that were made under a normal employee discount program that is available to all employees are acceptable. Yes No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.



11. Have you ever taken personal opportunities that were made available through the use of Company information or position, or that otherwise in equity and good conscience, belong to the Company, without first making full disclosure to, and obtaining written approval from, the Board of Directors? Yes No

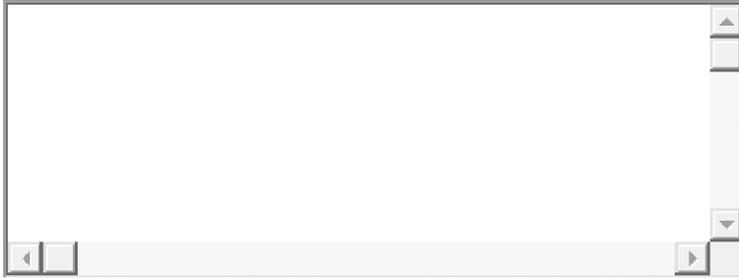
If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.



12. Have you ever disclosed confidential or inside information to others? Yes No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.

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13. Have you used confidential or inside information, including when buying or selling shares of stock of Group 1 Automotive, or shares of any competitor, vendor, or supplier in market transactions? Yes No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.



14. Have you contributed Company money, property, or services to any political candidate or organization, or for any other political purpose? Yes No

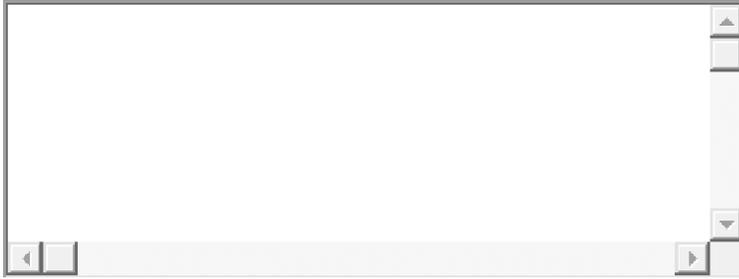
If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.



15. Have you ever made, or offered to make, payments to influence the decision, or actions of any vendor, supplier or competitor of the Company or any governmental official or any employee of any of the above? Yes No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.

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16. Have you ever traded in Group 1 common stock during any Company blackout period, except as an employee participating in a SEC Rule10b5-1 trading plan, a copy of which has been previously provided to the Company's Chief Executive Officer or Chief Financial Officer? Yes No

If you answered yes to the question above, or are aware of similar circumstances that could be a conflict of interest, fully disclose the conflict and explain the circumstances below.

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Acknowledgment

I acknowledge and agree to fully discharge my reporting obligations under the Conflict of Interest Policy at any time at which a potential conflict arises and will supplement this Questionnaire accordingly. I further acknowledge and agree that neither the Conflict of Interest Policy nor this document in any way limits the Company's rights with respect to my employment.

Routing Instructions:

Send this form to the Director of Internal Audit, Michelle Reeve, for review and filing.

GROUP 1 AUTOMOTIVE®

Appendix B: Securities Trading Policy

The purpose of this policy is to establish consistent guidelines for compliance with U.S. federal statutes and regulations of the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”) regarding trading in Group 1 Automotive, Inc.’s (“Group 1” or the “Company”) common stock.

Background

The SEC, implementing various U.S. federal statutes, has enacted various regulations regarding the use and public disclosure of information about a corporation that is not known to the public, commonly known as “inside information.” The purpose of these regulations is to protect the interests of shareholders by providing them with prompt and complete information about significant corporate developments that might affect the value of their investments and to assure that insiders do not profit from information not available to the investing public.

These regulations and the underlying statutes require Group 1 and its directors and employees to ensure that information about the Company¹ is not used unlawfully in connection with the purchase and sale of securities. Although this policy addresses federal securities laws, employees and agents should know that, in most cases, the violations of federal securities laws that are described in this policy are also violations of state securities laws and additional penalties may accrue under such state securities laws.

All employees and agents of the Company should pay particularly close attention to the applicable laws against trading while in the possession of inside information. The federal securities laws are based on the belief that all persons trading in a company’s securities should have equal access to all “material” information about that company. Therefore, if an employee of a company possesses material nonpublic information regarding a company or its securities, that employee is prohibited from buying or selling stock in the company until the information has been disclosed and disseminated to the public. This is because the employee knows information that will probably cause the stock price to change and it would be unfair for the employee to have an advantage that the rest of the investing public does not have.

In general, it is a violation of U.S. federal securities laws for any person to buy or sell securities if he or she is in possession of **material inside information** relating to those securities. Information is **“material”** if it could be reasonably expected to affect a person’s decision whether to buy, sell or hold the securities. Information is **“inside information”** if it has not been publicly disclosed. Furthermore, it is illegal for any person in possession of material inside information to provide other people with inside information or to recommend that they buy or sell the securities whether related to the Company or any third

¹ As used herein, “Company” includes Group 1 and all of its subsidiaries, and “employee” includes all employees of Group 1 or any of its subsidiaries.

party. This is called “tipping.” In this case, both the person who provides and the person who receives the information may be held liable.

A violation of the U.S. federal insider trading laws can expose the violator to criminal fines of up to three times the profits earned (or losses avoided) and imprisonment for up to ten years, in addition to civil penalties of up to three times the profits earned (or losses avoided), and injunctive actions. The securities laws also subject controlling persons to civil penalties for illegal insider trading by employees. Controlling persons include Group 1 and may also include directors, officers and supervisory personnel. These persons may be subject to fines up to the greater of \$1,000,000 or three times the profits earned (or losses avoided) by the inside trader.

Inside information does not belong to the individual directors, employees or agents who may handle it or otherwise become knowledgeable about it, but instead it is an asset of the Company. A person who uses inside information for personal benefit or discloses it to others outside the Company violates the Company’s interests and commits a fraud against members of the investing public and against the Company.

Company Policy

General Disclosure Policy. The Company’s strict policy is to make prompt and complete disclosure of material information to the public when and as required by the federal and state securities laws and rules and by the NYSE.

Trading Restrictions.

Trading in Group 1 Common Stock. No employee shall place a purchase or sale order, or recommend that another person place a purchase or sale order, in Group 1’s common stock (or any other publicly traded Group 1 security) when he or she has knowledge of material information concerning the Company that has not been disclosed to the public. This includes selling shares acquired by exercising employee stock options. Any employee who possesses material inside information must wait until the information has been publicly released before trading. Group 1 discourages employees from ever making trading recommendations regarding Group 1 common stock to third parties including family members.

Materiality. Information about the Company is **material** when it would influence a reasonable investor’s decision to buy or sell Group 1 common stock. Examples of material inside information include:

- Significant changes in relationships with automobile manufacturers or distributors.
- Undisclosed financial results of the Company or any material revenue, expense, earnings or other consolidated financial projections for the Company.

- Any projected change in competitive conditions, regulatory or licensing matters or other industry conditions that could significantly affect the Company's revenues, expenses, earnings, financial position or future prospects.
- Any significant expansion or curtailment of operations, or any information regarding the level of revenues, expenses or earnings of the Company, its subsidiaries or their operating divisions.
- Any proposal or negotiation for the acquisition of a substantial company, business or amount of assets, or the creation of a material joint venture or similar business enterprise in which the Company would be a participant.
- Any proposal or negotiation for the sale of a substantial subsidiary, division or business of the Company, or the termination of any substantial joint venture in which the Company is a participant.
- Any major change in the corporate structure or organization of the Company.
- Significant changes in Company management or key employees or the size of the Company's workforce.
- Any accounting adjustments, write up or write down of assets, or change in accounting methods.
- Any significant litigation or governmental proceeding or investigation concerning the Company, any of its officers, directors or employees, or any significant client or operation of the Company, whether such proceeding is actually commenced or threatened, or any business occurrence or event that could give rise to material litigation or governmental proceedings or investigations.
- Any proposed stock split or stock dividend or any proposal relating to the payment of cash dividends by the Company.
- The development of significant or material new lines of business.
- Impending bankruptcy or financial liquidity problems.

The foregoing list is presented by way of example only and is not intended to be exhaustive. If an employee, officer or director has a question about whether any particular item would be considered "material information," the General Counsel should be consulted. The General Counsel will, after appropriate investigation, make all final determinations as to which information is material. Moreover, whenever there is any doubt about whether particular information is material, it must be treated as material.

Nonpublic. Information is "nonpublic" until it has been made available to investors generally (through a press release, Form 8K, or other public filing) and the market has had time to evaluate the information. As a general rule, if you know of material, non-public

information about the Company, you should not trade the Company's securities until 24 hours after the information is publicly announced in order to give the market time to digest and evaluate the information.

Prohibition against selling short, hedging, pledging, or trading in options. Directors, officers, Regional Chief Financial Officers, Market Directors, and general managers of dealerships and their spouses and relatives living in their houses, are prohibited from:

- making "short" sales of Group 1's stock;
- engaging in any "hedging" transaction in Group 1's stock;
- pledging shares of Group 1's stock; or
- otherwise buying or selling puts, calls or options in respect of Group 1's stock at any time.

"Short" sales of securities are sales of securities that the seller does not own at the time of the sale or, if owned, that will not be delivered within 20 days of the sale. A person usually sells short when he or she thinks the market is going to decline substantially or the stock will otherwise drop in value. If the stock falls in price as expected, the person selling short can then buy the stock at a lower price for delivery at the earlier sale price (this is called "covering the short"). The person then will pocket the difference in price as profit. The Board of Directors believes it is inappropriate for its insiders to bet against Group 1's stock.

Some of you may wish to "hedge" the stock you currently own so you can lock in a favorable price. You may seek the advice of a broker or a broker may call you and suggest that you lock in the favorable price by entering into a "hedge". If a broker "hedges" the stock for you, the broker will sell Group 1's stock short as part of that transaction. This type of transaction is similar to you selling Group 1's stock short and is also prohibited.

A "pledge" of stock provides collateral for a loan and serves as security in the event of default. The lender, or broker in the case of a margin loan, holds the pledged securities until the loan is paid off. If you are unable to pay off the loan, or fail to meet a margin call in a margin loan, your stock may be sold, which could have a detrimental impact on our stockholders. The sale could occur at a time when you are aware of material nonpublic information or otherwise are not permitted to trade in Group 1 securities, and could create adverse perception of our Company. Our Board of Directors prohibits insiders from pledging Group 1's stock.

Puts, calls and options for Group 1's stock also afford the opportunity for insiders to profit from a market view that is adverse to the Company. Options trading is highly speculative and very risky. People who buy options are betting that the stock price will move rapidly. Puts, calls and options carry a high risk of inadvertent securities law violations and as a result, all such transactions are prohibited.

Trading Guidelines.

Persons Subject to Guidelines. These guidelines apply to all Company employees and directors of Group 1 and to the members of their immediate families. **All Company employees must observe the prohibition on trading on material inside information and may be subject to termination for violations of the prohibition.** This restriction extends to the exercising of employee stock options and simultaneous sale of the underlying shares of Group 1 common stock (the most common form of exercise). However, this restriction does not extend to the exercising of employee stock options when an employee pays the exercise price and holds the underlying shares of Group 1 common stock without simultaneously selling them. Of course, the trading restrictions would apply whenever an employee subsequently sold the shares of Group 1 common stock in a market transaction.

Additional Restrictions on the Window Group. The “Window Group” consists of (a) all members of the Group 1 Board of Directors; (b) the Chief Executive Officer, Chief Financial Officer, President, U.S. Operations, Vice President, U.S. Operations, Senior Vice Presidents, Treasurer, Corporate Controller, Operations Controller, General Counsel, and all Group 1 Vice Presidents; (c) all Regional Vice Presidents in the U.K. and Brazil, the Managing Director, U.K. Operations and Regional Chief Financial Officers; and (d) any other employees designated in writing by the Chief Executive Officer or Chief Financial Officer.

The Window Group is subject to the following restrictions on trading in Group 1 common stock:

- Trading in Group 1 common stock in each quarter is permitted only within the “Trading Window,” which begins on the day after the completion of Group 1’s conference call with analysts announcing financial results for the preceding fiscal quarter and ends on the last day of the last month of the quarter. Group 1’s fiscal year ends on December 31, and its quarters end on March 31, June 30, September 30 and December 31.
- The Chief Executive Officer or the Chief Financial Officer may from time to time “close the trading window” for trading. Therefore members of the Window Group should check with the Chief Executive Officer or Chief Financial Officer or their designated representative before trading.
- Trading in Group 1 common stock is prohibited during any period the trading window is closed.
- There shall be no trading outside the trading window except (a) pursuant to a trading plan which complies with SEC Rule 10b5-1 or (b) under mitigating circumstances as approved in writing by the Chief Executive Officer. Employees participating in a 10b5-1 plan are required to provide a copy of such plan to the Company’s General Counsel, Chief Executive Officer or Chief Financial Officer and are encouraged to schedule trading parameters in compliance with the Company’s trading window.

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- Individuals in the Window Group are also subject to the general restrictions on all employees.
- All trades are subject to prior review and must be pre-cleared with the Chief Executive Officer or the Chief Financial Officer. Once you have received clearance to affect a trade, you must initiate the trade within three business days or you must go through the pre-clearance process again.
- If you are subject to Section 16 of the Securities Exchange Act of 1934 (generally Senior Group 1 corporate officers and directors), you must comply with Section 16 of the Securities Exchange Act of 1934 and disclose most purchases and sales of securities of Group 1 within two business days of the execution of the transaction. Contact the Company's legal department for assistance with your obligation to comply with Section 16 disclosure issues.

Nondisclosure of Confidential Information. Material inside information must not be disclosed to anyone other than persons within the Company whose positions require them to know it until it has been publicly released by Group 1. No financial data regarding the Company will be released except as authorized, specifically or generally, by the Chief Financial Officer or Chief Executive Officer. This includes disclosing information over the Web/Internet. Employees should be aware that it is possible to trace email, even anonymous messages. Email intended for internal use only should not be forwarded outside the Company or disclosed to third parties. Employees shall not post confidential information regarding the Company on message boards, blogs, or similar internet communication outlets.

Financial Analysts and Stockholders. Group 1 is widely followed by the financial community and by many financial analysts. These analysts are constantly seeking information about the Company. Only the Chief Executive Officer, the Chief Financial Officer, the Senior Vice President, Public Affairs, the Manager of Investor Relations or any employee authorized by the Chief Executive Officer or Chief Financial Officer, may talk to our stockholders and sell-side analysts about the Company's financial results, business prospects, products, competition, operating results or financial or sales projections. Any discussions between an analyst or stockholder and any Company employee or board member of Group 1 other than the Chief Executive Officer, Chief Financial Officer, Senior Vice President, Public Affairs or Manager of Investor Relations must be expressly authorized by any one of such individuals. Employees should direct all inquiries from financial analysts or stockholders, even email, to the Chief Executive Officer, the Chief Financial Officer, the Senior Vice President, Public Affairs or the Manager of Investor Relations.

Protection of Confidential Information. Each employee, officer and director should take such steps as are necessary under the circumstances to protect confidential information. In general, employees, officers and directors should exercise good judgment and extreme care at all times to avoid unauthorized or improper disclosure of confidential information. At a minimum, employees, officers and directors should:

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- Strictly adhere to need-to-know procedures and refrain from discussing confidential information with anyone else, including family members and friends;
- Not discuss confidential information in public places when the discussions might be overheard, such as restaurants, trade shows, and airplanes;
- Never communicate confidential information by way of facsimile unless the recipient is able to monitor its transmittal and be available for its prompt retrieval;
- Ensure that confidential documents and flash drives, computer disks or tapes are kept in a secure place; and
- Ensure that emails and other electronic correspondence are transmitted only to the designated recipient.

Violations of Securities Trading Policy. This policy is not an absolute guaranty of immunity from violations of the laws against insider trading. In the final analysis, each employee must bear the responsibility for his or her actions. If you violate this policy, Group 1 may not be able to help you and may be forced to take appropriate actions to enforce its policy and to assist authorities in upholding the law. **Any employee who engages in illegal insider trading, speculates in the options market or sells Group 1 common stock short may be immediately terminated.**

Reporting Violations. If you know or have reason to believe that this Securities Trading Policy on securities trading has been or is about to be violated in any way, you should promptly bring the actual or potential violation to the attention of the Chief Executive Officer or the Chief Financial Officer.

Questions Regarding Securities Trading Policy. If you have any questions about the Securities Trading Policy, you should contact the Chief Executive Officer, the Chief Financial Officer or the office of the General Counsel of the Company.

I have read the policy outlined above and I am in full and complete compliance.

Name _____

Signed _____

Date _____