GROUP 1 AUTOMOTIVE®

'VALUE DRIVEN'

J.P. Morgan Auto Conference

August 11, 2020

GPI LISTED NYSE

Forward Looking Statement

This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which are statements related to future, not past, events and are based on our current expectations and assumptions regarding our business, the economy and other future conditions. In this context, the forward-looking statements often include statements regarding our strategic investments, goals, plans, projections and guidance regarding our financial position, results of operations, business strategy, and often contain words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "should," "foresee," "may" or "will" and similar expressions. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate. Any such forward-looking statements are not assurances of future performance and involve risks and uncertainties that may cause actual results to differ materially from those set forth in the statements. These risks and uncertainties include, among other things, (a) general economic and business conditions, (b) the level of manufacturer incentives, (c) the future regulatory environment, (d) our ability to obtain an inventory of desirable new and used vehicles, (e) our relationship with our automobile manufacturers and the willingness of manufacturers to approve future acquisitions, (f) our cost of financing and the availability of credit for consumers, (g) our ability to complete acquisitions and dispositions and the risks associated therewith, (h) foreign exchange controls and currency fluctuations, (i) our ability to retain key personnel, (j) the impacts of COVID-19 on our business, (k) the impacts of any potential global recession and (l) our ability to maintain sufficient liquidity to operate. For additional information regarding known material factors that could cause our actual results to differ from our projected results, please see our filings with the SEC, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

COVID-19: U.S. Business Impact

Our primary focus is a commitment to the safety of our customers & employees in order to provide essential services to those needing vehicles and/or parts & service work during these challenging times.

- **March results were devastated by shelter-in-place orders in nearly all of our U.S. markets, as well as a complete shut down of our U.K. operations. The Company reacted to government-mandated closures with aggressive cost cutting actions in all three of the Company's regions.**

- **During the first half of April, the Company's vehicle sales and service businesses were down about 50 percent. Some of the Company's showrooms were completely closed and although most of service departments remained open, customer traffic dropped dramatically.**

- **By the end of April, results showed the beginning of a rebound in our week-over-week sales pace in the U.S. market and there was continued improvement throughout the second quarter.**

- **In early May, where open, the Company's used vehicle business returned to near-normal levels and our new vehicle sales pace continued to improve steadily throughout the quarter.**

- **By the end of the June, the Company's new vehicle sales had rebounded to a level approximately 15% below last year, but then stalled out due to inventory issues.**

- **In July, the Company began to return furloughed workers in the U.S. and U.K. to approximately two-thirds of pre-COVID employment levels. Additionally, the Company has begun to reverse some of the actions around reduced compensation and benefits of remaining employees.**

- **<u>The flexibility of our business model allowed us to generate record operating profit despite ~30% decrease in total company second quarter revenues.</u>**

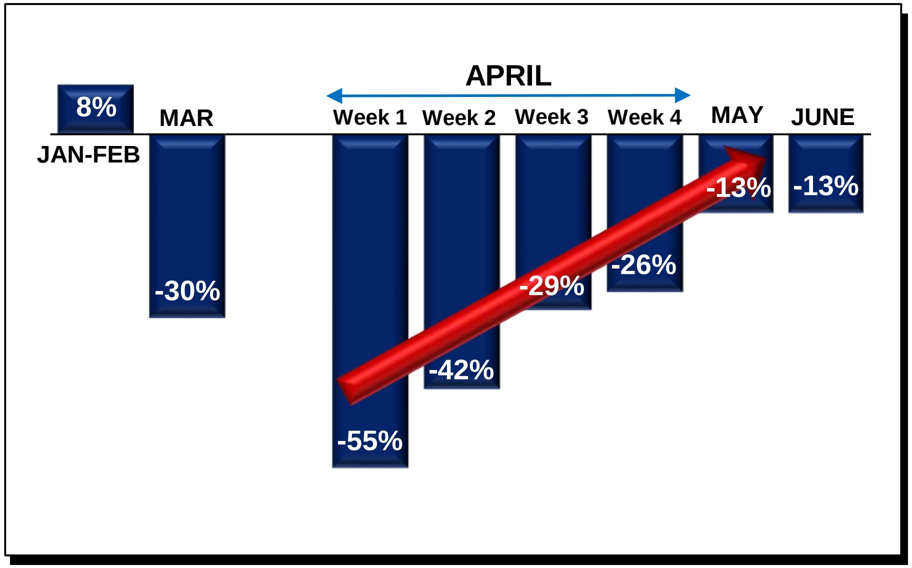
COVID-19: U.K. Business Impact

Our primary focus is a commitment to the safety of our customers & employees in order to provide essential services to those needing vehicles and/or parts & service work during these challenging times.

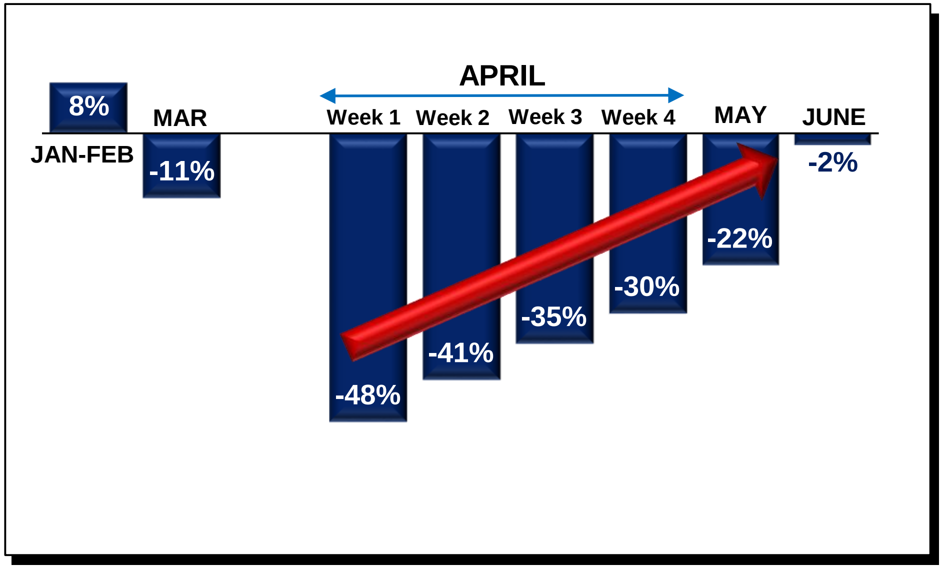
- **In April, we had furloughed 90% of our employees. Using the UK's Coronavirus Job Retention Scheme, we reclaimed salaries and ongoing ancillary costs from the government. Our showrooms remained closed and <u>our workshops were only open for emergency service work, which did not generate material gross profit</u>.**
- **Extensive cost cuts were made across marketing, loaners car fleets, and all outside vendor contracts.**
- **In mid-May, workshops reopened. Cost control was a key driver in the business throughout May, as demand was limited as the showrooms were still closed, and the UK was still largely in lockdown. By the end of May, we still had 75% of staff furloughed.**
- **Showrooms reopened on the 1st of June under strict safety guidelines regarding social distancing. Our week-over-week sales pace in the UK continued to improve across the month.**
- **At the end of June, 50% of our staff remained on furlough. Workshop demand continued to grow with a return of approximately 60% of our technicians from pre-COVID levels. We delivered an operating profit in June driven by rebuilding demand and strong cost control.**

COVID-19: U.S. Business Impact

TOTAL RETAIL UNITS TREND*



PARTS & SERVICE REVENUE TREND*



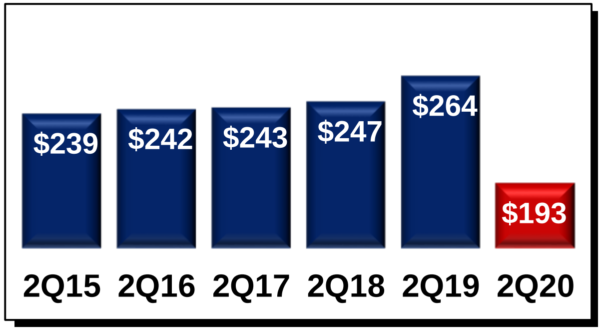
Both retail units sales and parts & service have rebounded significantly from April lows. June parts & service revenue is returning close to prior year levels.

**2020 Same Store U.S. Data.*

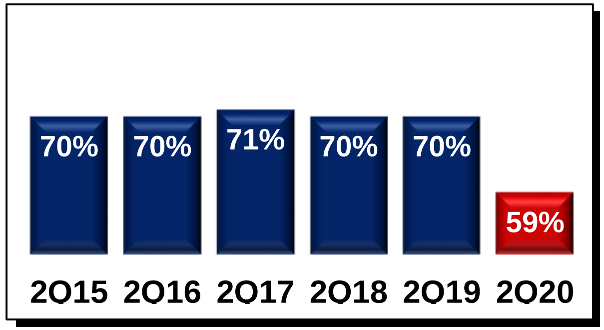
COVID-19: U.S. Cost Summary

[Proving the Flexibility of the Business Model]

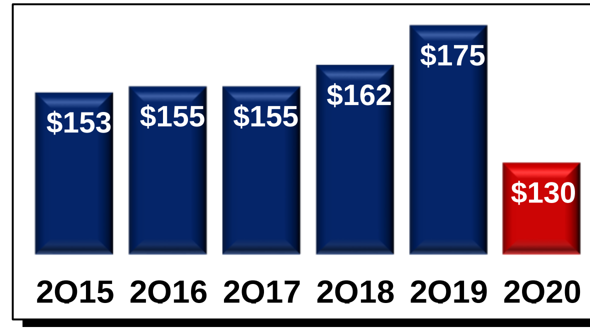
SG&A Expense *($ in millions)*



Adj. SG&A as a % of Gross Profit

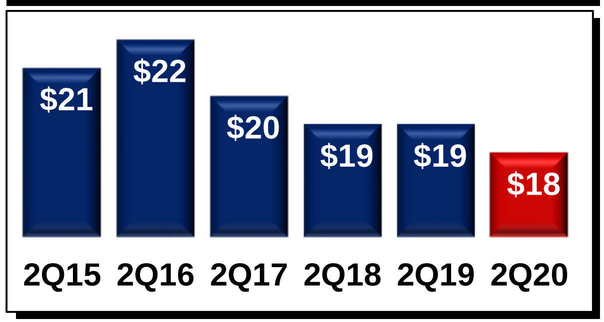


Personnel Expense *($ in millions)*



Advertising Expense *($ in millions)*

Rent & Facility Expense *($ in millions)*



Other SG&A *($ in millions)*

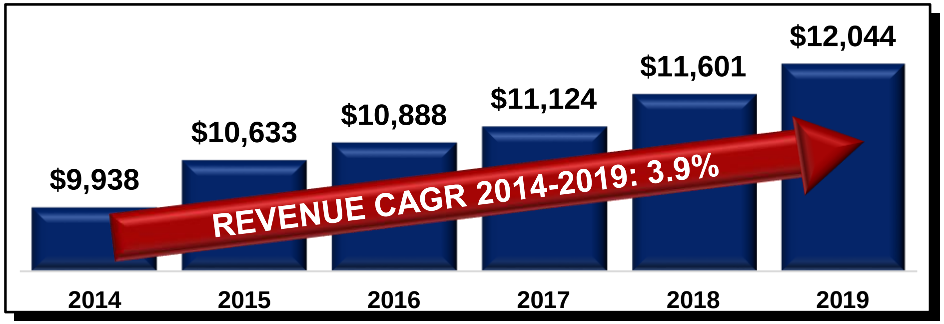
Cost Actions:

- **Swift action was taken to furlough or lay off 4,800 U.S. employees (43% of headcount)**
- **Pay reductions for remaining work force**
- **Drastically reduced advertising expense**
- **401k match suspended**
- **Nearly $300M of annualized U.S. SG&A reduction from 2Q19**
- **Anticipated permanent impact will lower SG&A % of gross profit by at least 200-300 basis points**

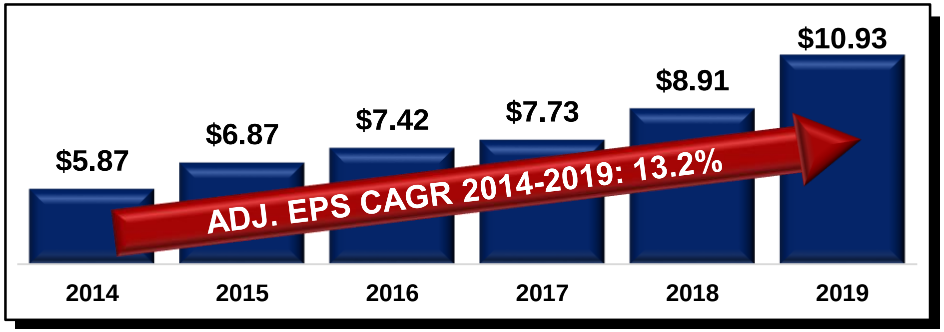
What Sets Group 1 Apart?

- International, Fortune 500 company with Market Cap of ~ $1.6 Billion (as of July 27, 2020)
- Strong earnings and free cash flow trajectory
- Committed senior management team with +230 years of automotive retailing and OEM experience
- Unlike most other automotive retailers, Group 1 has no major controlling shareholder or owner
- Well positioned for growth

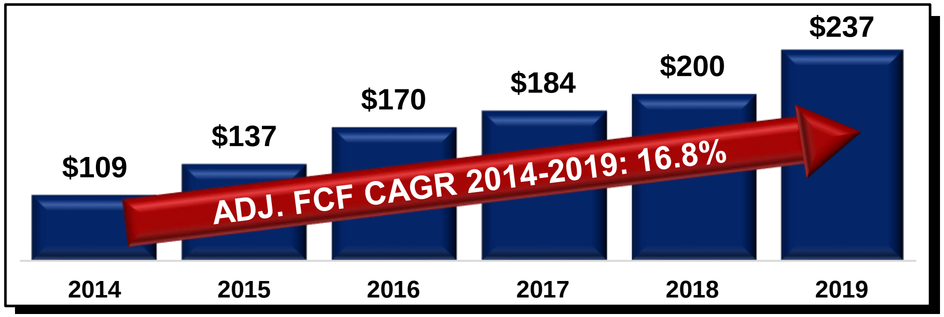
Revenue ($mm)



Adj. Earnings per Share ($)



Adj. Free Cash Flow ($mm)



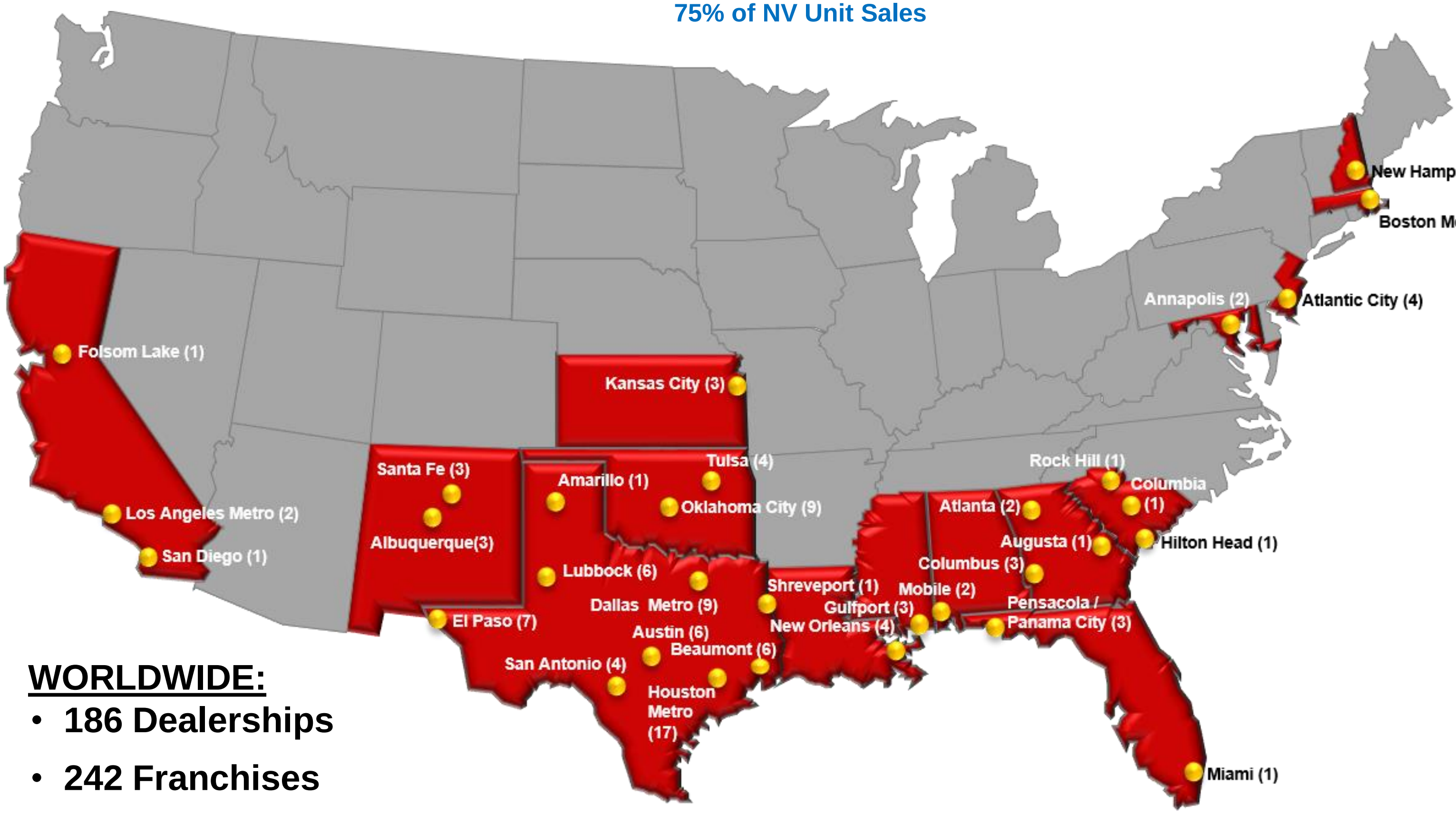
Geographic Footprint

GP1

UNITED STATES – 15 States

119 Dealerships

75% of NV Unit Sales



U.K.
England:
- **50 Dealerships**
- **21% of NV Unit Sales**

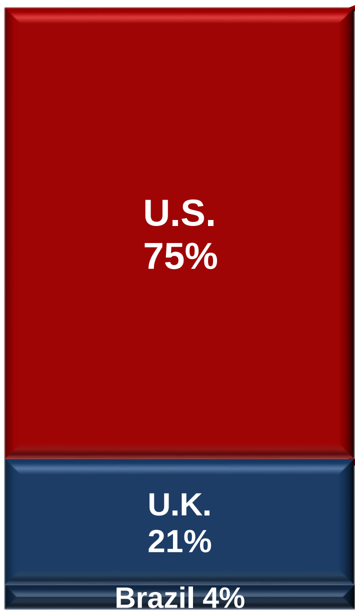
BRAZIL
Paraná, São Paulo, and Santa Catarina
- **17 Dealerships**
- **4% of NV Unit Sales**

WORLDWIDE:
- **186 Dealerships**
- **242 Franchises**
- **49 Collision Centers**
- **31 Brands**

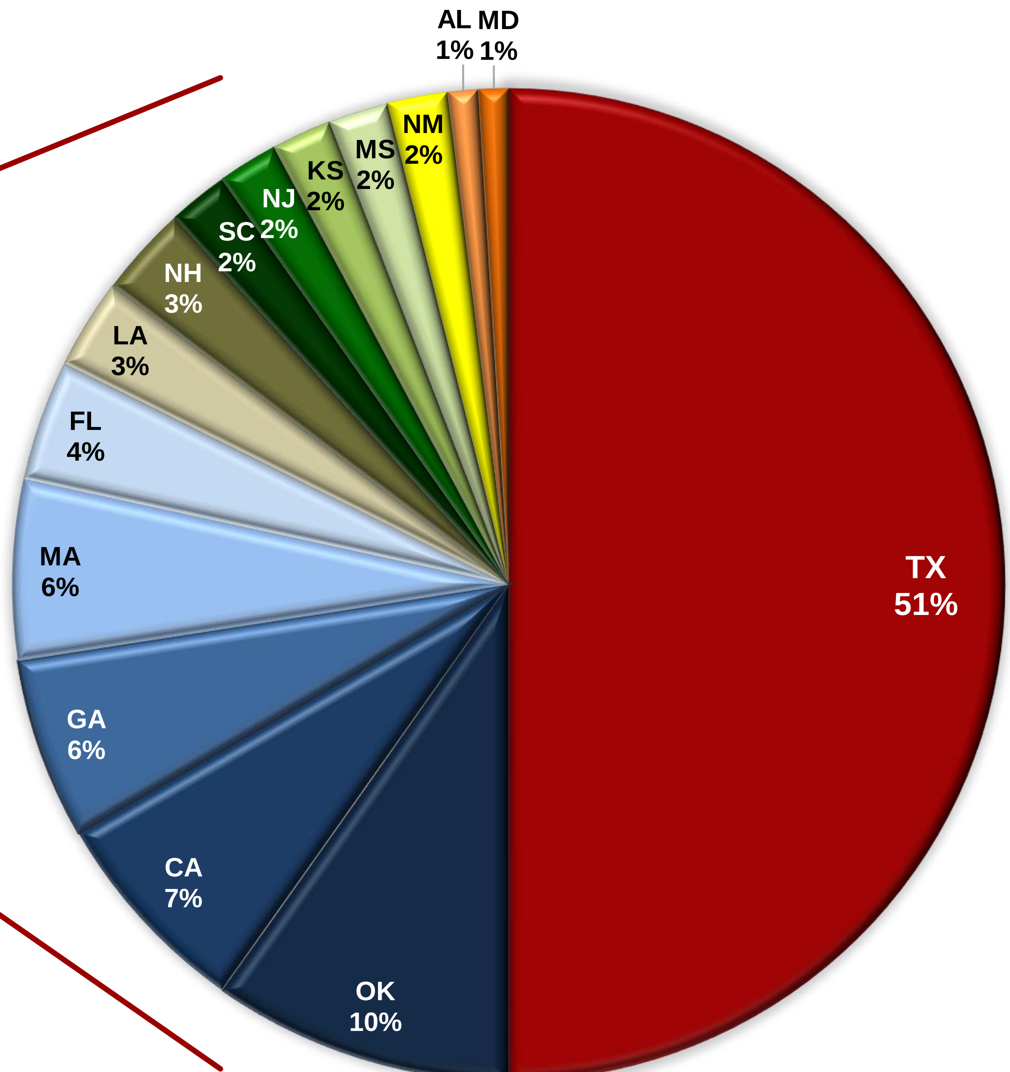
* As of July 30, 2020.

Geographic Diversity

Geographic Diversity – 2Q20 YTD*



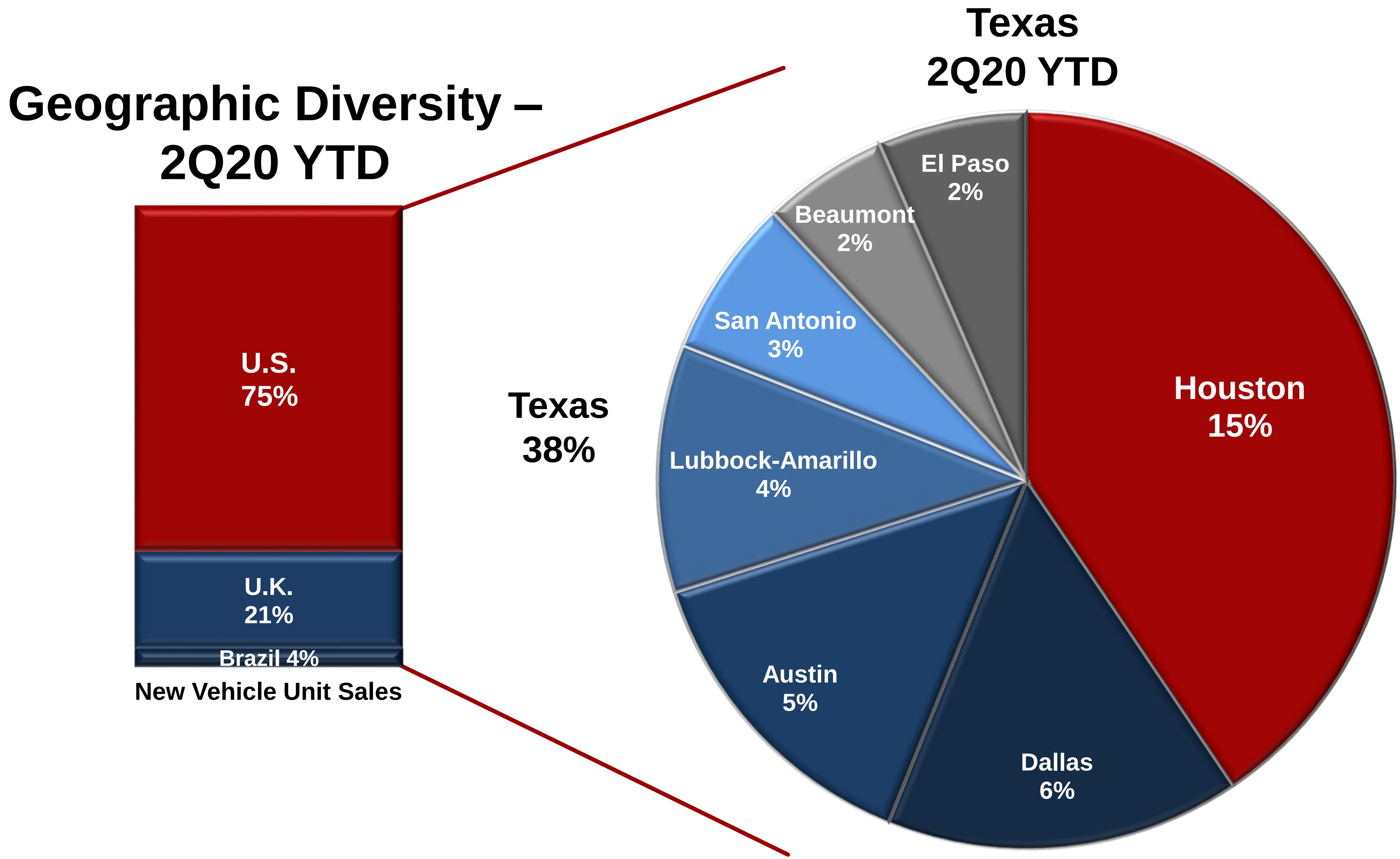
New Vehicle Unit Sales



United States – 2Q20 YTD*

*May not add to 100% due to rounding.

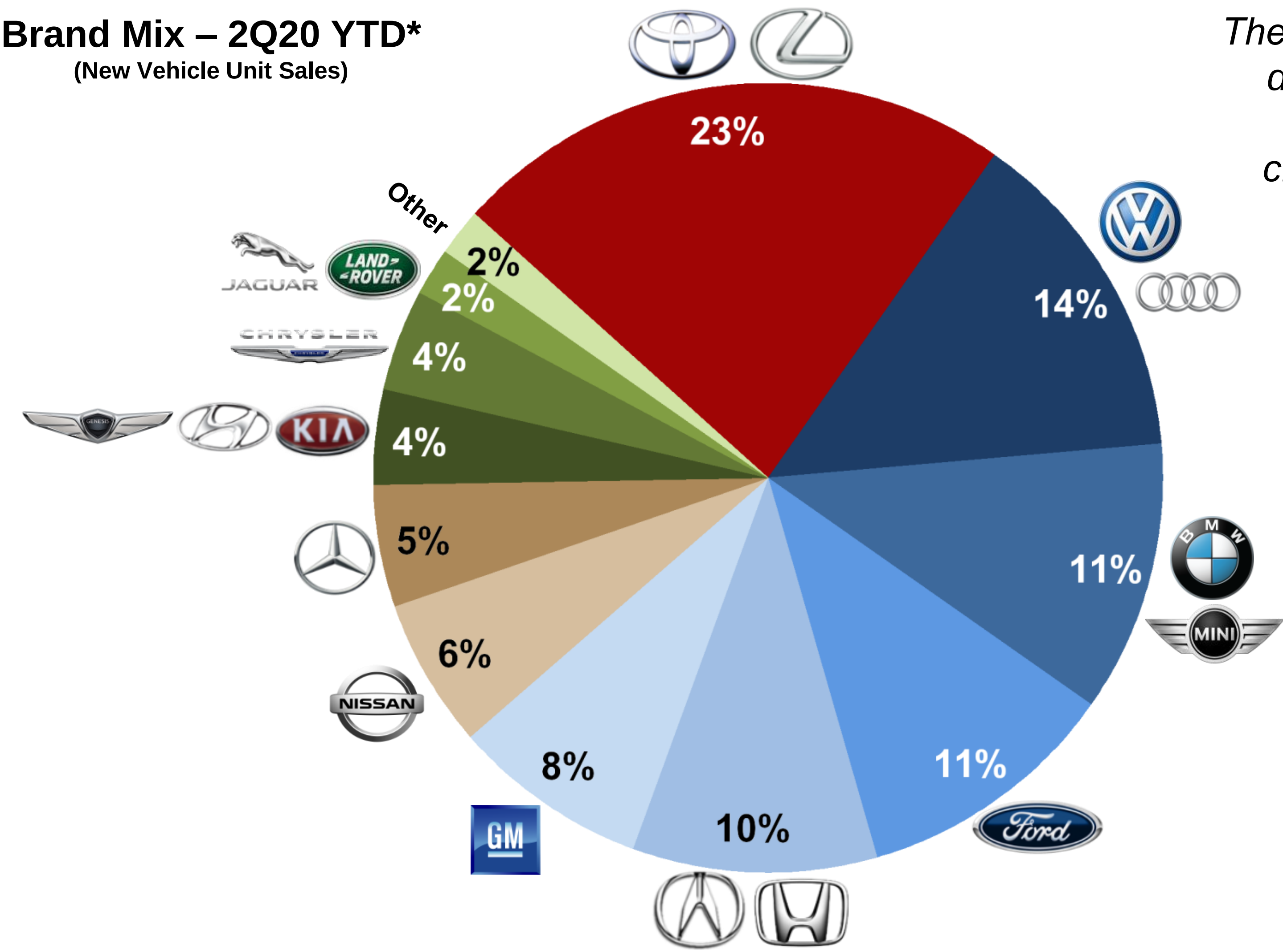
Geographic Diversity – Texas



Well-Balanced Brand Portfolio

Brand Mix – 2Q20 YTD*

(New Vehicle Unit Sales)

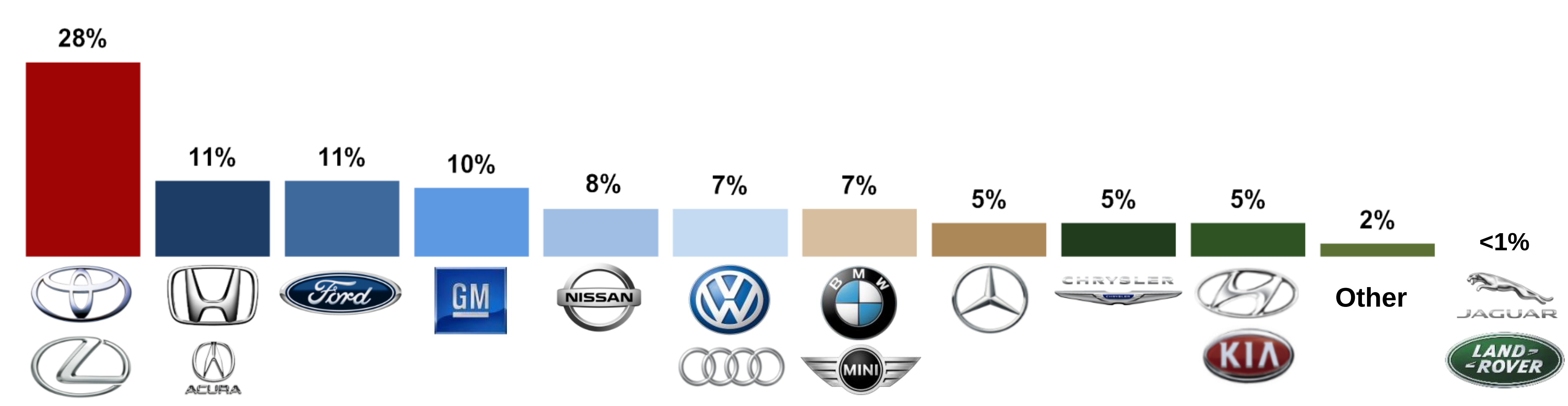


The Company's brand diversity allows it to reduce the risk of changing consumer preferences

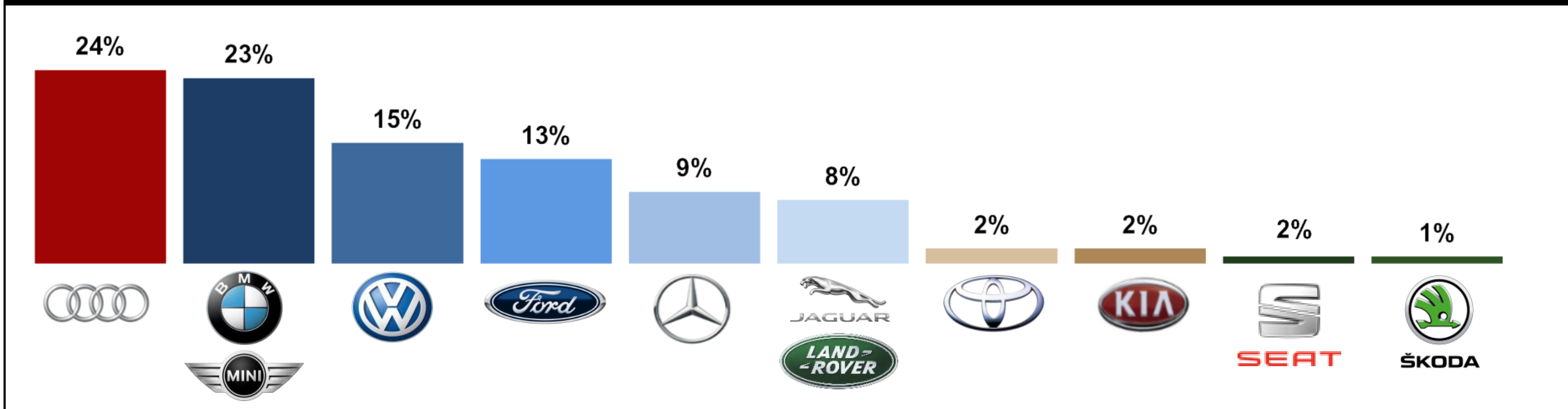
*May not add to 100% due to rounding.

U.S. & U.K. New Vehicle Brand Mix

U.S. 2Q20 YTD*

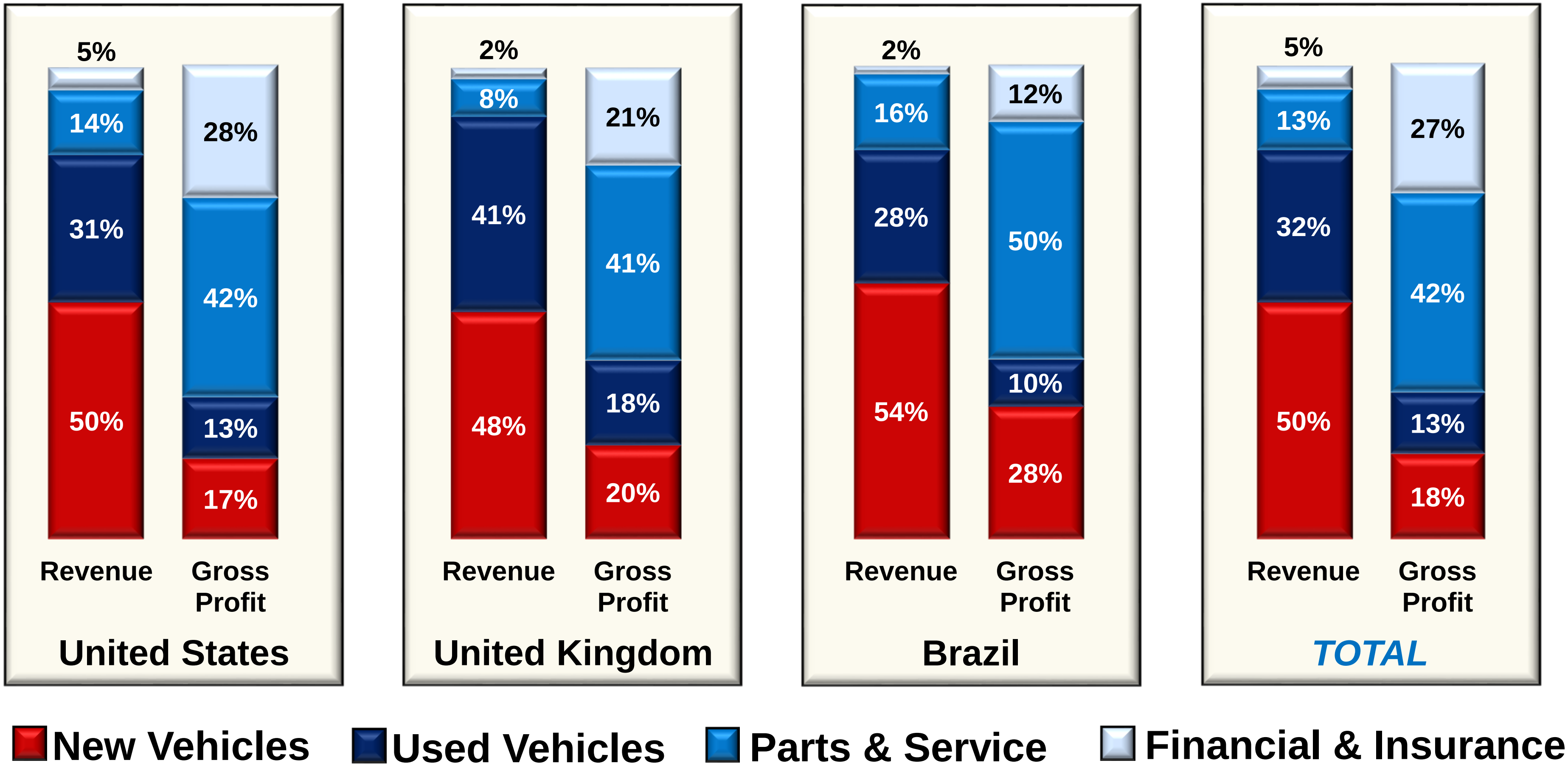


U.K. 2Q20 YTD*



*May not add to 100% due to rounding.

Business Mix Comp – 2Q20*

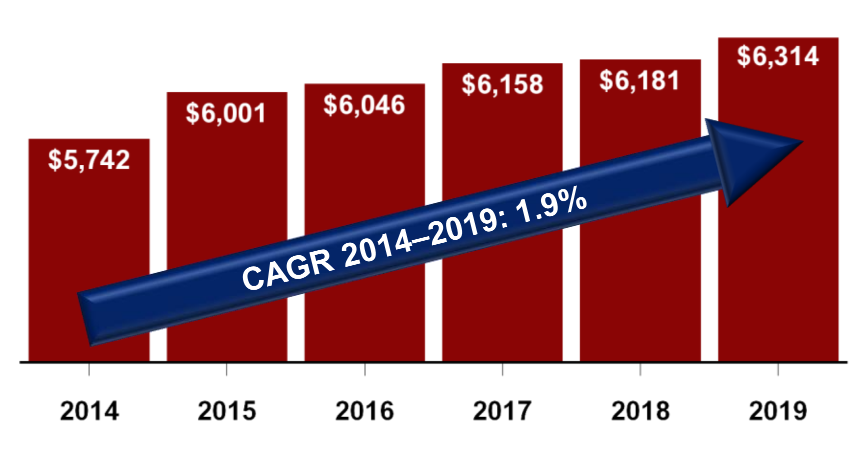


Total Company Parts & Service Gross Profit Covers 95-100% of Total Company Fixed Costs and Parts & Service Selling Expenses

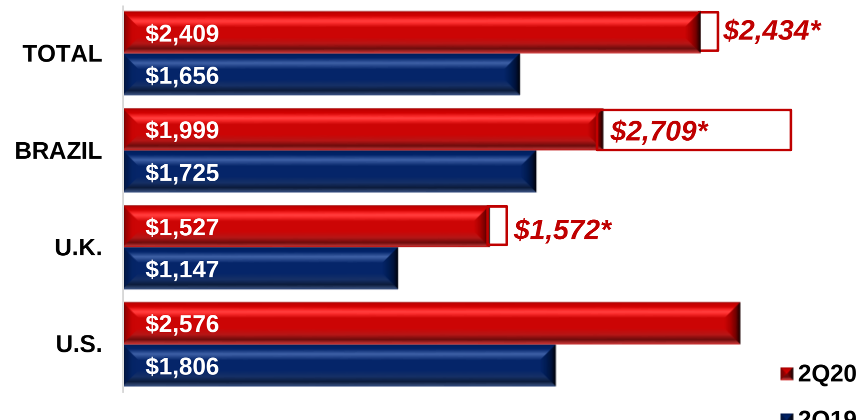
*May not add to 100% due to rounding.

New Vehicles Overview

New Vehicle Revenue ($mm)



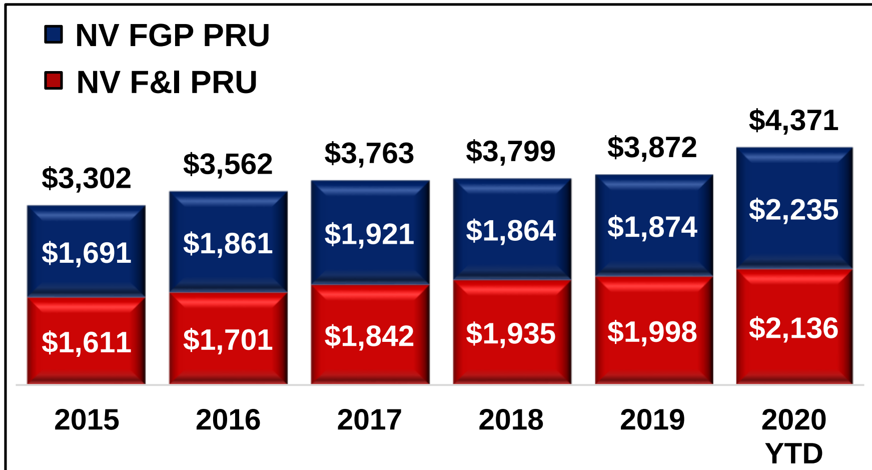
New Vehicle Gross Profit per Unit ($)



* on a constant currency basis

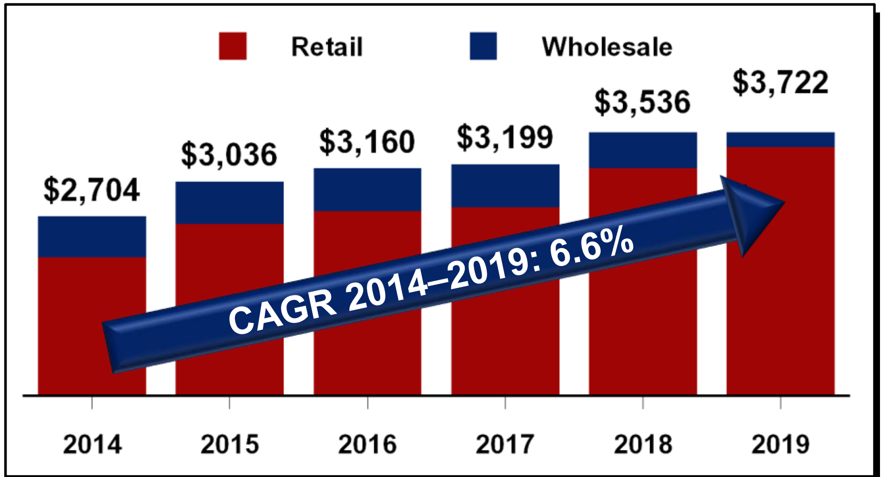
Total U.S. New Vehicle Profitability ($)

- Have grown U.S. total new vehicle gross profit PRU for the 5th consecutive year
- Continued focus on F&I processes and economies of scale
- Inventory stocking and volume bonus program discipline key to maintaining front gross profit PRU

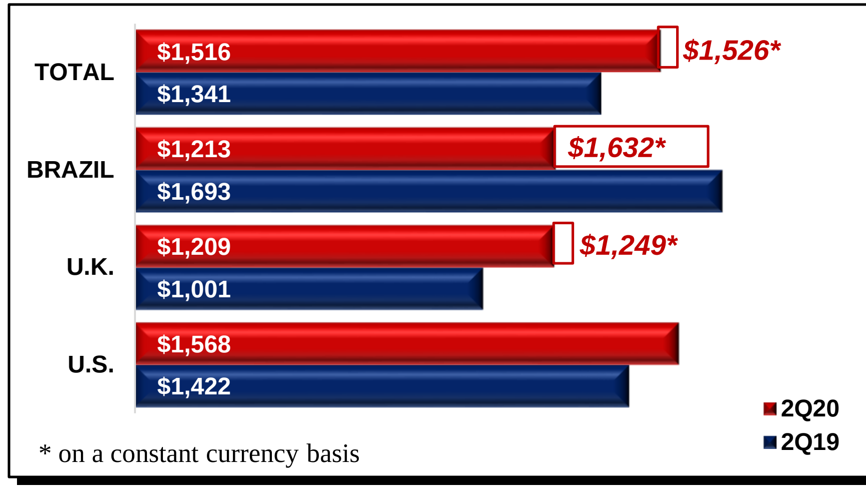


Used Vehicle Overview

Used Vehicle Revenue ($mm)



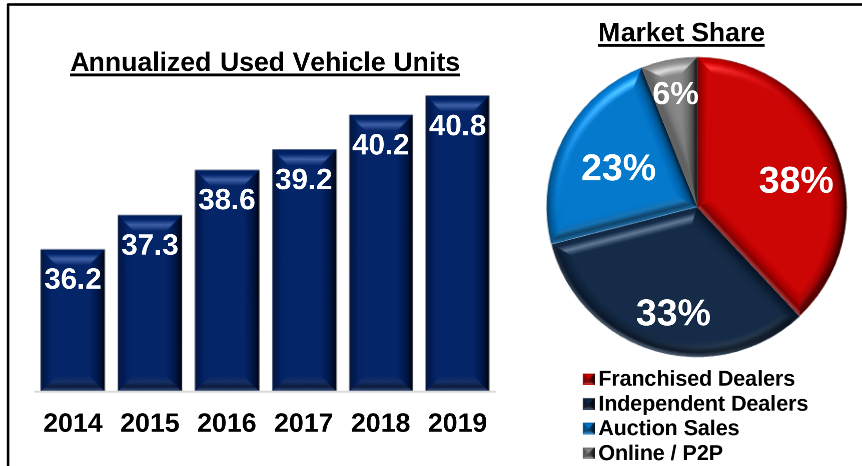
Retail Used Vehicle Gross Profit per Unit



2019 Val-u-Line Results

- 11% of retail unit sales were Val-u-Line vs mid-single digit historical average
- Drove > $3 million incremental gross profit
- 8% Same Store increase in used vehicle retail units; 6% decrease in wholesale units
- Shift from wholesale to retail channels drove a 13% increase in same store total used gross profit

Used Market Size (in millions) [1] & Market Share [2]



[1] Source: Edmunds Used Vehicle Report: The Car Comeback, CY 2019.
[2] Source: Frost & Sullivan 2016 Used Car Market in North America.

AcceleRide® Program Comparison

June 2020 AcceleRide® compared to Vroom & Carvana. AcceleRide® offers new, certified & pre-owned. Vroom & Carvana offer pre-owned.

Program	PII	Build Payment	Taxes & Fees	Trade	Credit App	F&I	E-Sign	Upload	Required Deposit	Schedule: Test Drive and/or Pick-Up / Delivery
AcceleRide®	X	X	X	X	X	X	X	X		X
Carvana	X	X	X	X	X	X		X		X
Vroom	X	X	X	X	X	X	X	X	X	X

Summary

- Similar functionality between all three, allowing necessary steps to purchase a vehicle online.
- Taxes & fees are transparent throughout AcceleRide® based on address. They are only estimated with Vroom and Carvana until deal is being finalized.
- AcceleRide® offers a vast range of F&I products applicable for cash, loan & lease of new, certified or pre-owned vehicles. F&I products are minimal with Vroom & Carvana, as they are only related to pre-owned vehicles.
- Group 1 has scale with lender relationships that Vroom and Carvana do not have.
- Group 1 handles E-Sign & other paperwork after workflow. Vroom gets E-Sign consent as part of the workflow & will email or overnight paperwork, depending on requirements of the purchase. Carvana does all paperwork at delivery.
- Vroom requires $500 refundable deposit to take vehicle off the market for 24 hours.
- AcceleRide® & Carvana offer no-cost local delivery or pick up, both charge for long distance delivery. Vroom charges standard delivery rates, regardless of location.

AcceleRide® Trends Pre vs. Post-COVID

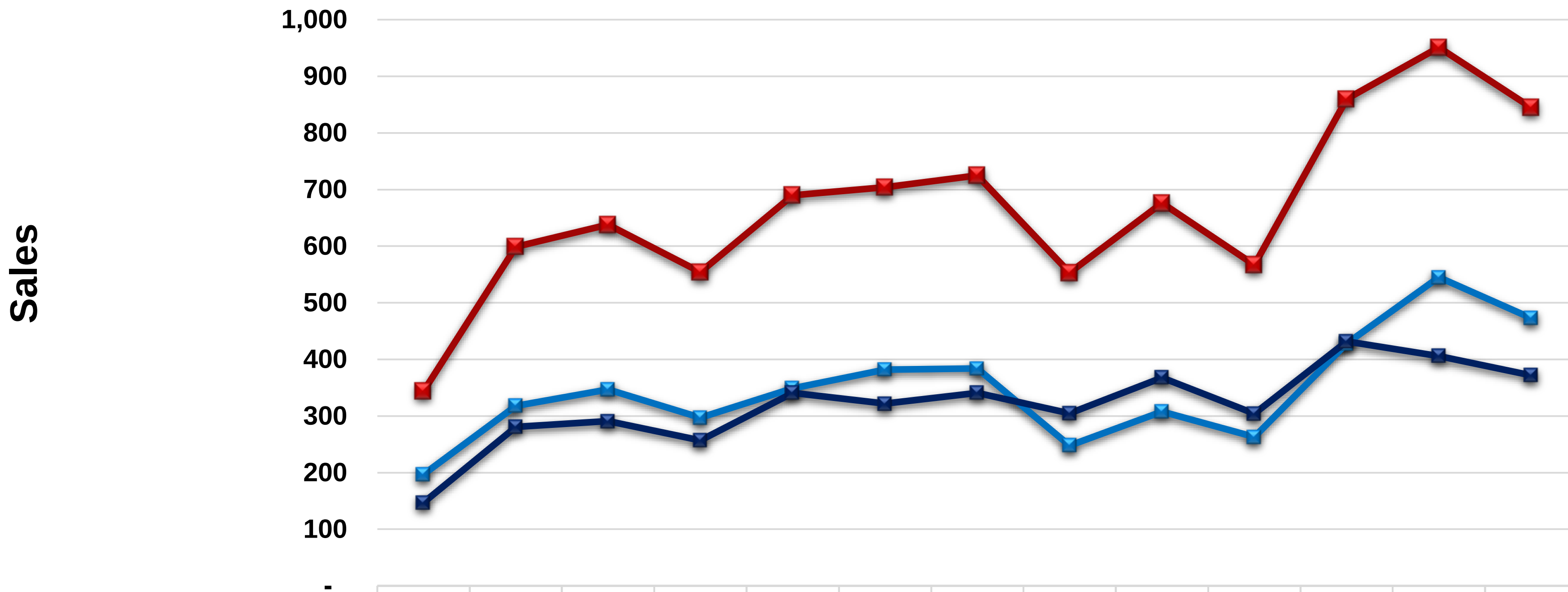
Click to Enter AcceleRide	Credit App Submission	F&I Included
+ 43%	+ 14%	+ 16%

Note: Pre-Covid trends were as of March 15, 2020; Post-Covid trends were as of June 30, 2020.

AcceleRide® Sales

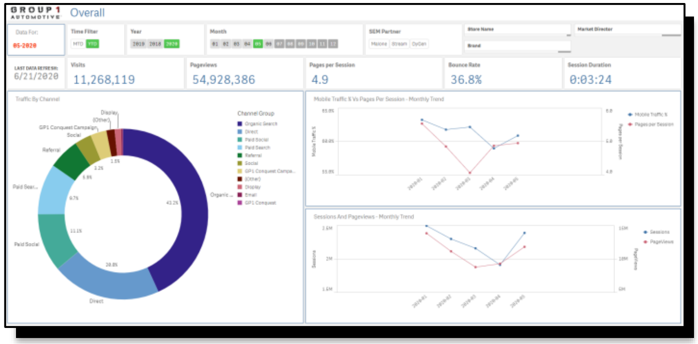
2Q20 AcceleRide® leads were up 203 percent and 2Q20 AcceleRide® sales were up 190% from prior year period—averaged ~1,000 retail unit sales per month via this channel.

AcceleRide® Sales



	2019 Jun	2019 Jul	2019 Aug	2019 Sep	2019 Oct	2019 Nov	2019 Dec	2020 Jan	2020 Feb	2020 Mar	2020 Apr	2020 May	2020 June
Online Sales - New	197	318	347	297	349	382	384	248	308	263	428	545	473
Online Sales - Used	147	281	291	257	341	322	341	305	368	304	432	406	372
Online Sales - Total	344	599	638	554	690	704	725	553	676	567	860	951	845

GP1 utilizes both in-house and 3rd party data to measure success and adjust strategies.

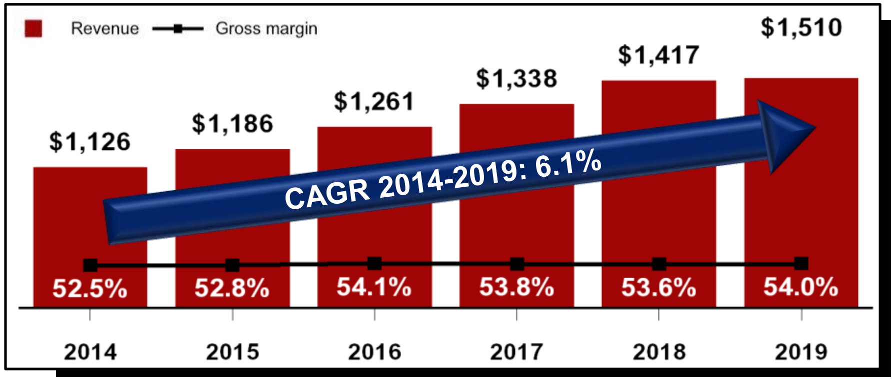


- **Customer Contact Centers:**
  - Customer conversion patterns, predictability
  - Artificial intelligence
  - Service loaner availability; vehicle delivery
- **Profit Analytics**
  - UV acquisition
  - F&I product conversion
  - New/Used inventory analysis
- **Operating Expense Analytics**
  - Labor utilization in service departments
  - Labor productivity throughout the dealership
- **Online Advertising Effectiveness**
- **Service Appointment Conversion by Channel**

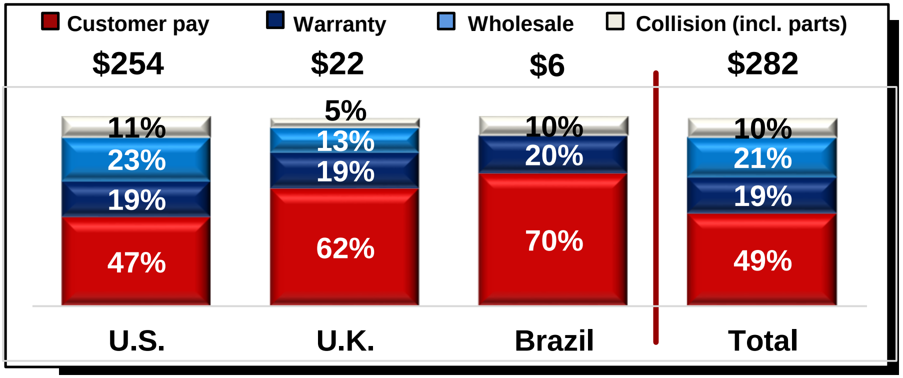
Parts & Service Overview

GP1

Consolidated P&S Revenue and Gross Margin ($mm)



U.S. 2Q20 P&S Revenue* ($mm)



- Parts & service segment provides a stable base of free cash flow through economic cycles
- Using Customer Management Software (CMS) and technology to improve efficiencies and closing rates
- Enhancing customer touch points to improve retention and target points of defection
- Strategic emphasis on customer service is driving growth above sector average in this important segment
- Continued focus on implementing 4-day work week for service departments

Pre-COVID Consolidated Same Store Revenue Growth#

	4Q18	1Q19	2Q19	3Q19	4Q19
Customer Pay	6.2%	7.1%	11.6%	11.8%	10.1%
Warranty	0.9%	16.2%	11.3%	8.1%	1.1%
Wholesale	5.0%	3.9%	6.3%	6.3%	4.2%
Collision	(5.5)%	2.8%	1.6%	5.8%	10.3%
% Growth	3.2%	7.7%	9.1%	9.1%	7.0%

In constant currency, as reported

*May not add to 100% due to rounding.

New Technology Business Impact

What do those changes mean to our service departments?

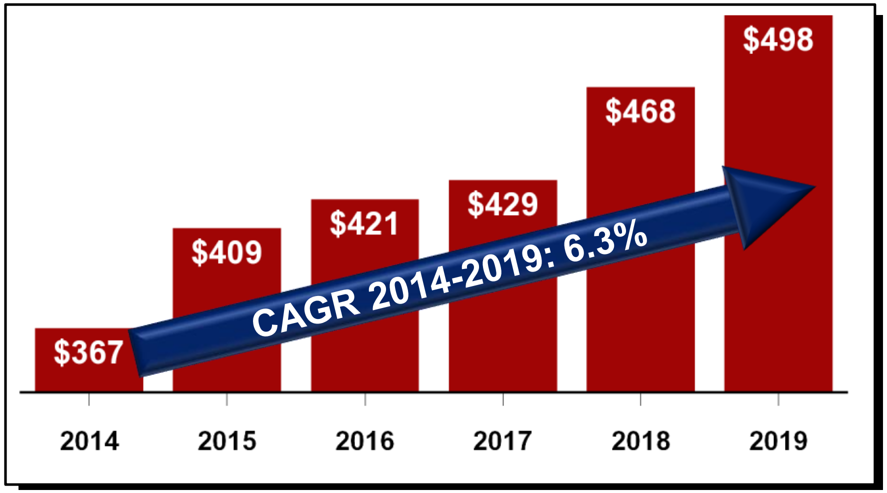
- According to Edmunds.com, the 5-year maintenance cost of a 2017 Nissan Leaf is $2,865; and the 5-year maintenance cost of a 2017 Toyota Camry is $3,094, an immaterial difference.
- While we do not expect repair costs to materially change, over the next three generations, we expect that the components of a repair will shift. Batteries, battery coolant, power units, electrically operated engine components and accessories will gradually replace the repairs currently made to ICE vehicles.
- As vehicle complexity continues to increase, it becomes more difficult for do-it-yourself ("DIY") and independent service shops to compete against us.
- Group 1's analysis suggests that we generate more revenue per repair order for vehicles with alternative powertrains.
- Group 1's retention rate is also higher for customers with Plug-in Hybrid Electric Vehicles ("PHEV") & Hybrid Electric Vehicles ("HEV") versus traditional Internal Combustion Engines ("ICE").

	$ per RO (MODEL YEAR)					RETENTION		
	2013	2014	2015	2016	2017	2015	2016	2017
EV vs. ICE	-4%	19%	16%	2%	15%	9%	15%	10%

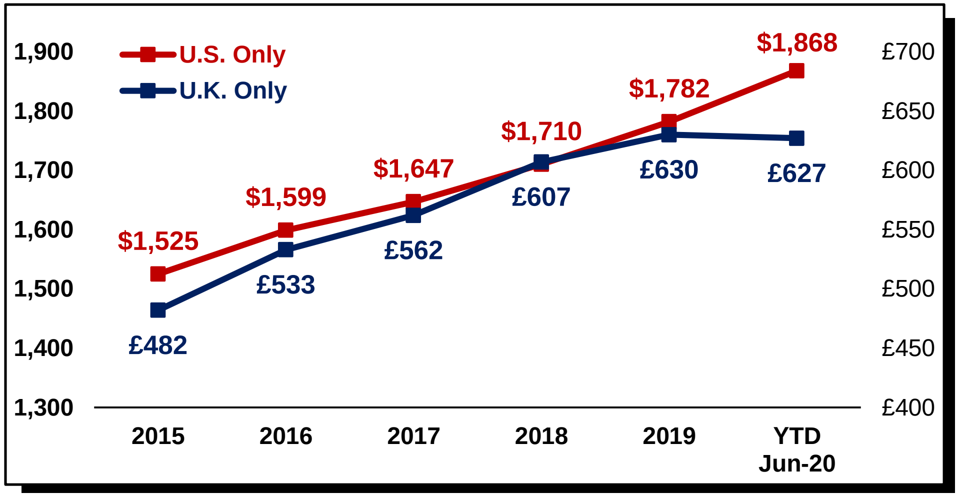
Note - Positive indicates EV is higher than ICE

Finance & Insurance Overview

F&I revenue ($mm)



F&I gross profit per retail unit



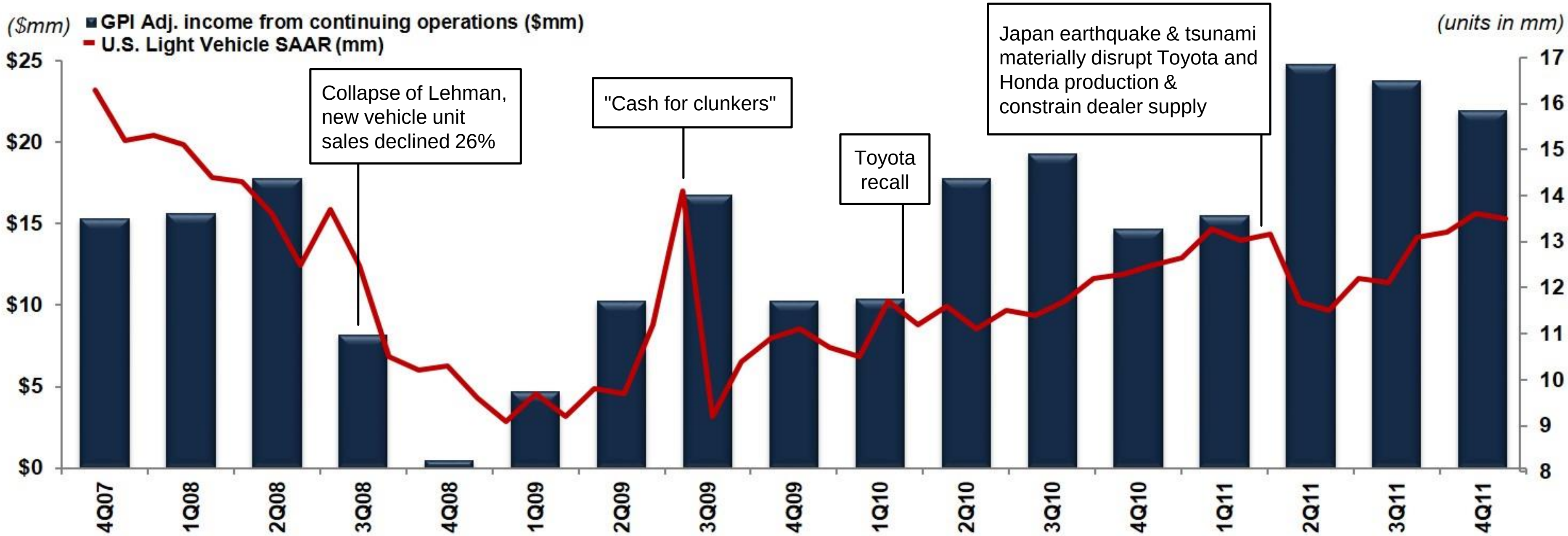
F&I profitability growth accomplished via focus on people and processes:

- Consolidation of lender base
- Consumer financing at pre-recession levels and full credit spectrum available
- Integration of compliance, training and benchmarking to offer a consistent and transparent experience for internal and external customers
- Val-u-Line impacting PRU, but delivering incremental gross profit dollars

F&I gross penetration rates & PRU

				2020 YTD			
	2017	2018	2019	Total	US	UK	Brazil
Finance	65 %	64 %	65 %	67 %	74 %	47 %	36 %
VSC	32 %	31 %	32 %	35 %	44 %	4 %	— %
GAP	29 %	28 %	30 %	30 %	30 %	35 %	— %
Maintenance	12 %	11 %	11 %	10 %	13 %	— %	— %
Sealant	24 %	25 %	29 %	29 %	30 %	28 %	— %
Gross Profit PRU	$1,420	$1,468	$1,519	$1,620	$1,868	$794	$557

Profitable Throughout Last Downturn (and this one as well!)



($mm)	4Q08	1Q09	2Q09	3Q09	4Q09	1Q10	2Q10	3Q10	4Q10	1Q11	2Q11	3Q11	4Q11
Quarterly Revenue	$ 1,134	$ 1,020	$ 1,109	$ 1,247	$ 1,150	$ 1,191	$ 1,419	$ 1,462	$ 1,438	$ 1,409	$ 1,474	$ 1,570	$ 1,626
Quarterly Adjusted EBITDA*	$ 16	$ 21	$ 31	$ 42	$ 29	$ 31	$ 41	$ 45	$ 37	$ 39	$ 55	$ 54	$ 51
Quarterly Adjusted EBIT*	$ 10	$ 15	$ 24	$ 35	$ 23	$ 24	$ 34	$ 38	$ 31	$ 33	$ 48	$ 47	$ 44
Quarterly Adjusted Net Income*	**$ 1**	**$ 5**	**$ 10**	**$ 17**	**$ 10**	**$ 10**	**$ 18**	**$ 19**	**$ 15**	**$ 16**	**$ 25**	**$ 24**	**$ 22**
LTM Adjusted EBITDAR*	$ 183	$ 163	$ 149	$ 162	$ 174	$ 183	$ 194	$ 196	$ 205	$ 213	$ 225	$ 233	$ 247

[1] Total debt + 8x rent expense.
* See appendix for reconciliations.

Operating Cash Flow

(Unaudited, $ in millions)

	1Q19	2Q19	3Q19	4Q19	1Q20	2Q20
Net Income	$ 38.6	$ 49.2	$ 38.0	$ 48.1	$ 29.8	$ 30.2
Depreciation Expense	17.0	17.9	18.2	18.6	18.6	18.8
Asset Impairments	-	0.5	10.3	11.4	-	23.8
Deferred Tax Impact	4.1	1.1	(1.5)	12.6	(0.4)	(2.6)
Stock Based Compensation	6.1	3.9	4.4	4.4	5.1	16.6
Loss on Extinguishment of Debt	-	-	-	-	-	10.4
Change in Operating Lease Assets	7.6	6.8	6.8	7.0	6.4	6.5
Change in Working Capital	59.1	44.5	(19.7)	(43.2)	(16.8)	538.3
Other	(4.6)	1.2	1.3	1.2	1.3	2.2
Operating Cash Flow (GAAP)	**$ 127.9**	**$ 125.0**	**$ 57.9**	**$ 60.1**	**$ 44.1**	**$ 644.1**
Non-GAAP Change in Working Capital	4.0	(72.7)	(0.2)	30.1	7.9	(458.5)
Adj. Op. Cash Flow (Non-GAAP)	**$ 132.0**	**$ 52.3**	**$ 57.7**	**$ 90.1**	**$ 51.9**	**$ 185.7**

*Certain numbers may not compute due to rounding.

LTM Free Cash Flow—FCF Yield of 18%

Free Cash Flow Yield for S&P 500	
High	107.4%
Quartile 3	6.7%
Median	4.1%
Mean	5.5%
Quartile 1	2.7%
Low	(24.3%)

Source: FactSet
Note: FCF is defined as Operating Cash Flow less Capex
Market cap as of December 31, 2019

#16 in S&P 500 in Free Cash Flow Yield; FY19 FCF Yield Ranked within Top 20!

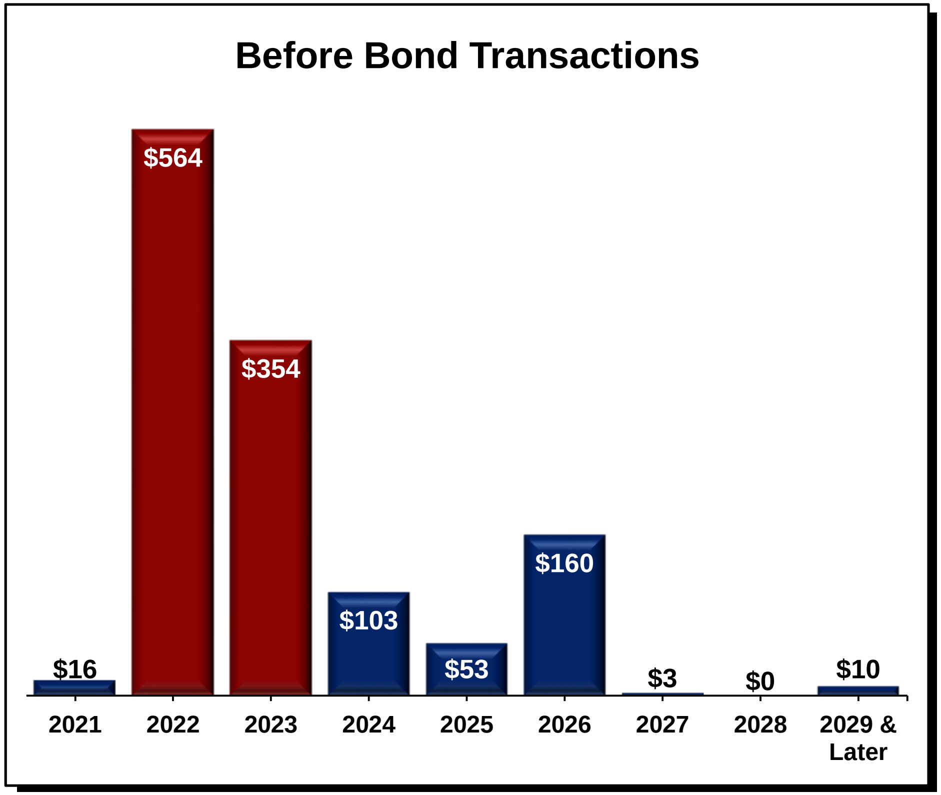
Ticker Symbol	Company Name	2019 FCF*	12/31/2019 Market Cap*	2019 FCF Yield*	Rank
GS	Goldman Sachs Group, Inc.	$ 85,796	$ 79,865	107.4%	1
PRU	Prudential Financial, Inc.	$ 19,625	$ 37,683	52.1%	2
SYF	Synchrony Financial	$ 8,990	$ 23,269	38.6%	3
MS	Morgan Stanley	$ 31,514	$ 82,743	38.1%	4
PFG	Principal Financial Group	$ 5,361	$ 15,272	35.1%	5
COF	Capital One Financial Corp	$ 14,882	$ 47,927	31.1%	6
MET	MetLife, Inc.	$ 13,786	$ 46,874	29.4%	7
F	Ford Motor Company	$ 10,007	$ 36,875	27.1%	8
ETFC	E*TRADE Financial Corp	$ 2,698	$ 10,100	26.7%	9
UNM	Unum Group	$ 1,591	$ 6,015	26.4%	10
DFS	Discover Financial Services	$ 5,912	$ 26,294	22.5%	11
CTL	CenturyLink, Inc.	$ 3,052	$ 14,402	21.2%	12
KSS	Kohl's Corporation	$ 1,529	$ 7,977	19.2%	13
DISCA	Discovery, Inc. Class A	$ 3,110	$ 16,410	19.0%	14
RE	Everest Re Group, Ltd.	$ 2,137	$ 11,290	18.9%	15
GPI	**Group 1 Automotive**	**$ 304**	**$ 1,686**	**18.0%**	**16**

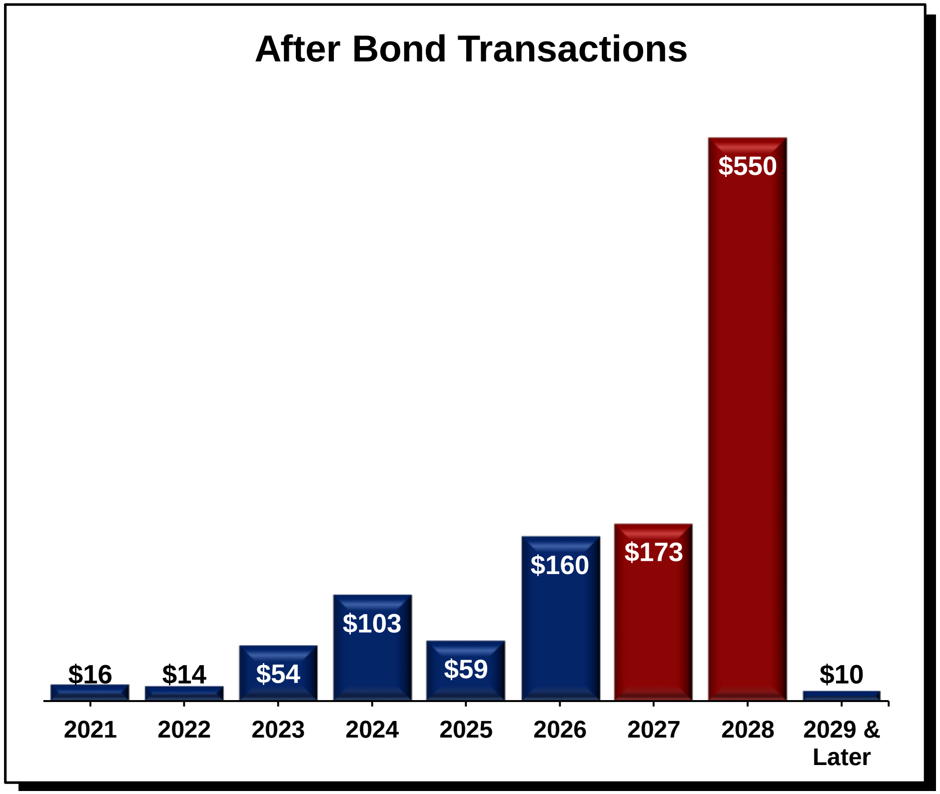
* LTM FCF and 8/7/2020 Market Cap for GPI
S&P 500 Source: FactSet

2020 Bond Refinance Recap

- **5.25% bonds ($300M face) were redeemed on 4/3**
  - Funded with a combination of $176M of mortgage borrowings and acquisition line borrowings
  - Annual interest expense savings of ~ $10M
  - As of 7/31, all USD acquisition line borrowings have been repaid using cash generated from operations
- **5.00% bonds ($550M face) refinanced with 4.00% bonds**
  - New issuance will be funded on 8/17
  - Redemption will be consummated on 9/2
  - Annual interest expense savings of $5.5M
- No material debt maturities now until Credit Facility matures in June 2024

U.S. Non-Floorplan Debt Maturities





Conclusion

Why GPI?

- **Well-balanced portfolio (geography, business mix and brands)**
- **Profitability of different business units through the cycle**
  - **Model proved itself over two recessions – the company has never lost money on an operating basis in ANY quarter**
- **Streamlined business -- generating cash**
  - **Top 16 S&P 500 Free Cash Flow Yield of 18%**
- **Strong balance sheet**
- **Continued expansion of online purchasing platform Acceleride® and other omni-channel capabilities enable permanent cost reductions**
- **Operational growth and leverage**
  - Opportunity to drive growth in used vehicle and Parts & Service with process improvements in all markets
  - New Strategic initiatives launched in the U.S. aimed at growing used vehicles and increasing aftersales capacity
  - Finance & Insurance initiatives should drive further growth in the U.K. and Brazil
  - Continued leverage opportunities as gross profit increases
- **Increased focus on shareholder-value enhancing capital allocation strategy**
- **Experienced, successful and driven management team**

CORE VALUES

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
RESPECT	We treat everyone, customers and colleagues alike, with dignity and respect.

Appendix

Experienced and Successful Management Team

Earl J. Hesterberg – President and Chief Executive Officer and Director
(April 2005)
- 35+ Years Industry Experience
- Manufacturer and Automotive Retailing Experience: Ford Motor Company; Ford of Europe; Gulf States Toyota; Nissan Motor Corporation in U.S.A.; Nissan Europe

Daryl Kenningham – President, U.S. and Brazilian Operations
(July 2011)
- 35+ Years Industry Experience
- Manufacturer and Automotive Retailing Experience: Ascent Automotive; Gulf States Toyota; Nissan Motor Corporation in U.S.A. and Japan

John C. Rickel – Senior Vice President and Chief Financial Officer
(December 2005; Retiring August 2020)
- 30+ Years Industry Experience
- Manufacturer and Automotive Retailing Experience: Ford Motor Company; Ford of Europe

Daniel McHenry – Senior Vice President and Chief Financial Officer
(February 2007; Promotion to CFO Effective August 2020)
- 15+ Years Industry Experience
- Public Accounting and Automotive Retailing Experience: KPMG; CFO Group 1 UK for 13 Years

Frank Grese Jr. – Senior Vice President, Human Resources, Training and Operations Support
(December 2004)
- 40+ Years Industry Experience
- Manufacturer and Automotive Retailing Experience: Ford Motor Company; Nissan Motor Corporation in U.S.A.; AutoNation; Van Tuyl

Darryl M. Burman – Senior Vice President and General Counsel
(December 2006)
- 20+ Years Industry Experience
- Automotive-related Experience: Mergers and Acquisitions; Corporate Finance; Employment and Securities Law – Epstein Becker Green Wickliff & Hall, P.C.; Fant & Burman, L.L.P.

Peter C. DeLongchamps – Senior Vice President, Financial Services and Manufacturer Relations
(July 2004)
- 30+ Years Industry Experience
- Manufacturer and Automotive Retailing Experience: General Motors Corporation; BMW of North America; Advantage BMW in Houston

Michael Jones – Senior Vice President, Aftersales
(April 2007)
- 40+ Years Industry Experience
- Automotive-related Experience: Fixed Operations - Asbury Automotive; David McDavid Automotive Group; Ryan Automotive Group

UNITED KINGDOM – England

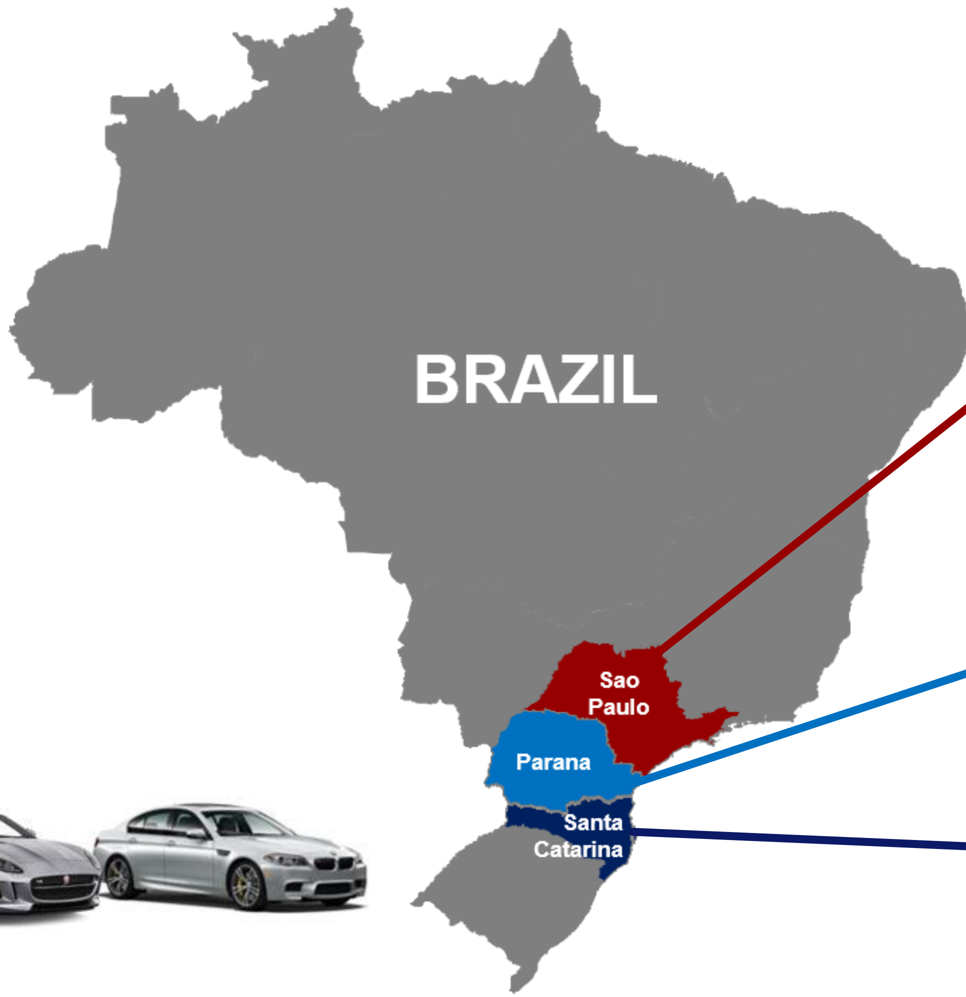
50 Dealerships (67 Franchises)

*As of July 30, 2020.

Brazil Locations

Group 1 is aligned with growing brands in Brazil.

- **17 Dealerships (22 Franchises):**
  - BMW (5)
  - Toyota (5)
  - Honda (4)
  - Jaguar (3)
  - Land Rover (3)
  - MINI (2)



<u>São Paulo Locations</u>
- Santo Andre
- São Bernardo do Campo
- São Caetano do Sul
- São Jose dos Campos
- São Paulo
- Taubaté

<u>Paraná Locations</u>
- Cascavel
- Curitiba
- Londrina
- Maringá

<u>Santa Catarina Location</u>
- Joinville

*As of July 30, 2020.

Trade-In Tax Impact

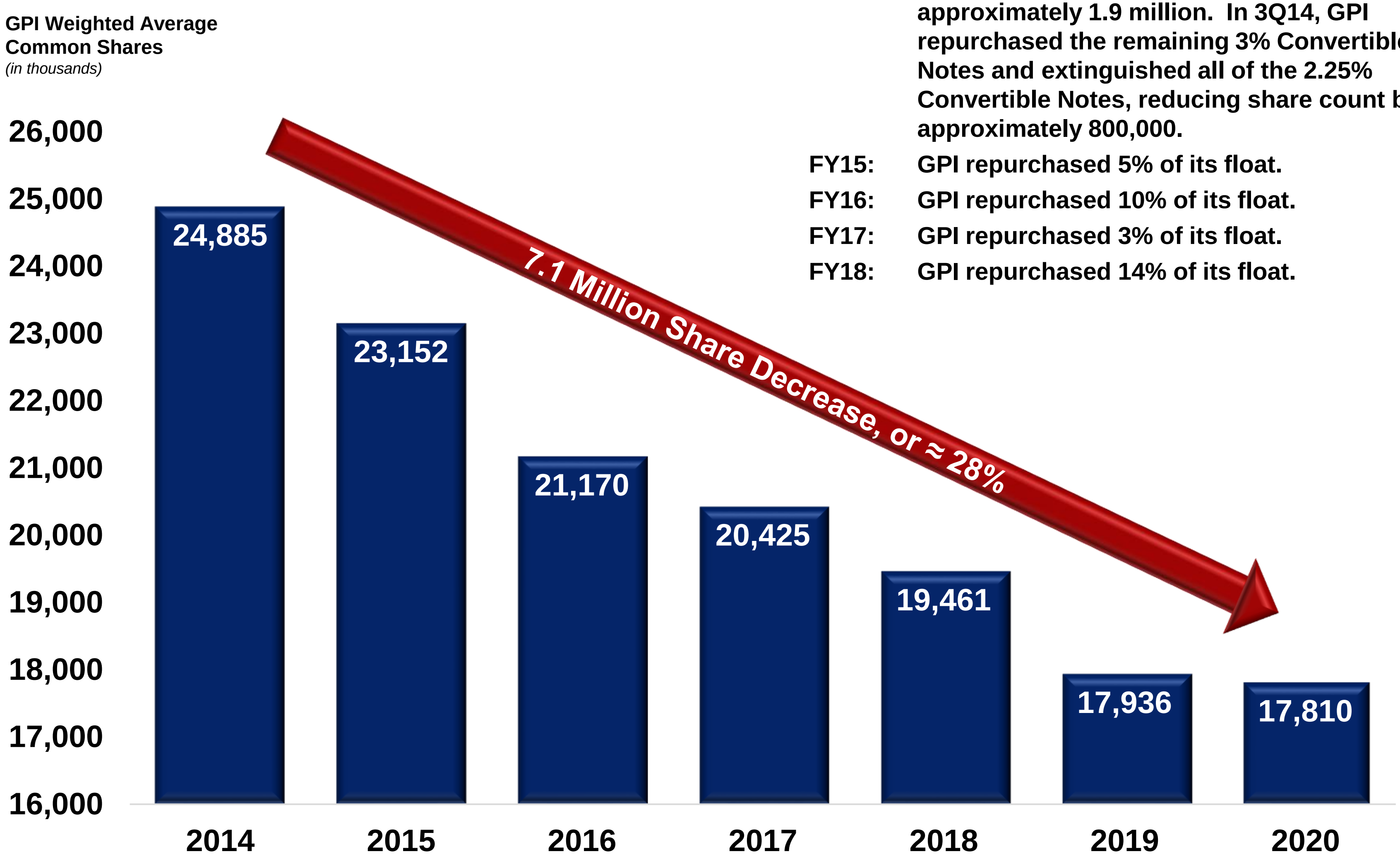
GP1

- **The amount of tax due on a vehicle purchase depends on:**
  - Price (cash or financed amount) of the car to be purchased*
  - Value of a trade-in vehicle, if applicable
  - State's sales tax policies
- **In the United Sates, 40 states feature a tax credit on the value of a trade-in vehicle, which applies to 12 of the 15 states in which the Company operates.**
- ***Example of "with versus without trade-in" impact on vehicle purchase cost:***

VEHICLE PURCHASE EXAMPLE:	WITH TRADE-IN		WITHOUT TRADE-IN	
Sales Price	$	40,000.00	$	40,000.00
Trade-In Allowance	$	25,000.00		n/a
Taxable Amount	$	15,000.00	$	40,000.00
Tax %		6.25%		6.25%
Tax Due	$	937.50	$	2,500.00
COST (Vehicle + Tax):	$	40,937.50	$	42,500.00
TAX IMPACT on NET DIFFERENCE of COST:	$1,562.50			

*In many states, sales tax is not applied to a lease and sales tax credits are not applied to trade-in's associated with a new car lease.

Share Repurchase Summary



FY14: In 2Q14, GPI repurchased 80% of its 3% Convertible Notes, reducing share count by approximately 1.9 million. In 3Q14, GPI repurchased the remaining 3% Convertible Notes and extinguished all of the 2.25% Convertible Notes, reducing share count by approximately 800,000.

FY15: GPI repurchased 5% of its float.

FY16: GPI repurchased 10% of its float.

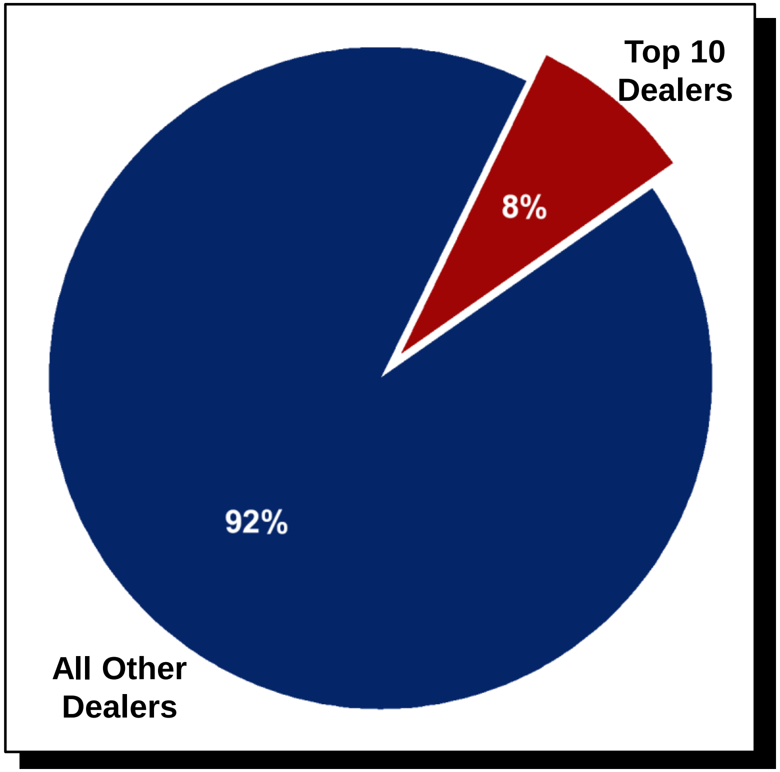
FY17: GPI repurchased 3% of its float.

FY18: GPI repurchased 14% of its float.

External Growth Opportunities

- **Plentiful acquisition opportunities**
  - Aging franchise ownership looking for exit strategy in U.S. and Brazil
- **Very large and extremely fragmented market in U.S.**
  - $1 trillion market[1]
  - Top 10 groups represent approximately 8% of the market[2]
- **Growing market in Brazil**
  - Opportunity for open points

U.S. New Vehicle Unit Sales [2]



[1] Source: CNW Marketing Research
[2] Source: Based on Automotive News data

Acquisition Strategy

- Group 1 is well positioned to take advantage of acquisition opportunities and grow scale in existing markets (U.S., U.K., and Brazil)
- The Company targets acquisitions that clear return hurdles (10% after-tax discounted cash flow)

Acquisitions
(Estimated Annual Revenues)
($mm)

2019 — $430 million

Quarter	Revenue	Acquisition
1Q	$25	Porsche* (TX)
1Q	$15	Kia* (UK)
3Q	$100	BMW (NM)
3Q	$115	VW (UK)
4Q	$85	Jaguar-Land Rover (UK)
4Q	$90	Lexus (NM)

2018 — $615 million

Quarter	Revenue	Acquisition
1Q	$35	Land Rover* (UK)
1Q	$65	Audi / Subaru (TX)
1Q	$260	Mercedes-Benz / Smart (UK)
2Q	$45	Toyota (Brazil)
3Q	$125	Honda (TX, LA)
4Q	$25	Toyota* (Brazil)
4Q	$40	Acura* (TX)
4Q	$20	Skoda* (UK)

2017 — $490 million

Quarter	Revenue	Acquisition
1Q	$5	BMW Motorcycles (Brazil)
1Q	$30	Ford (UK)
2Q	$30	Nissan* (TX)
3Q	$330	Jaguar, Land Rover, VW, Skoda, Toyota, Vauxhall, Kia (UK)
3Q	$40	Jaguar / Land Rover (New Mexico)
3Q	$55	Audi (TX)

2016 — $660 million

Quarter	Revenue	Acquisition
1Q	$575	Audi, BMW / MINI, Jaguar, SEAT, Skoda, VW (UK)
2Q	$20	BMW, Land Rover / Jaguar,* Toyota* (Brazil)
3Q	$65	Ford (UK)

*OEM-granted open points.
Note: As of July 30, 2020.

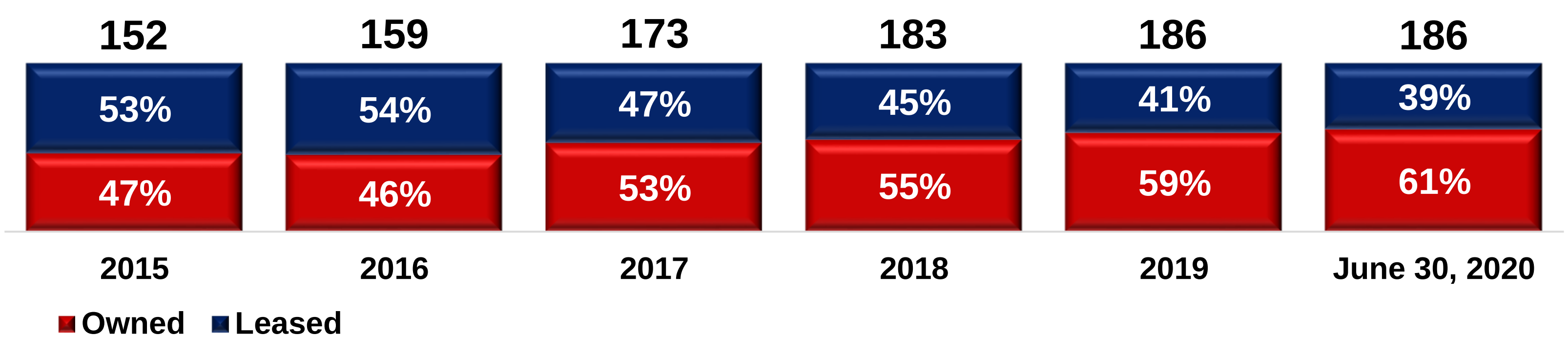
Real Estate Strategy

- **GPI is shifting toward owning its real estate:**
  - **Control of dealership real estate is a strong strategic asset;**
  - **Ownership means better flexibility and lower cost; and**
  - **The Company looks for opportunistic real estate acquisitions in strategic locations.**
- **As of June 30, 2020, the Company owns ~ $1.3 billion of net real estate (61% of dealership locations) financed through $621 million of mortgage debt.**

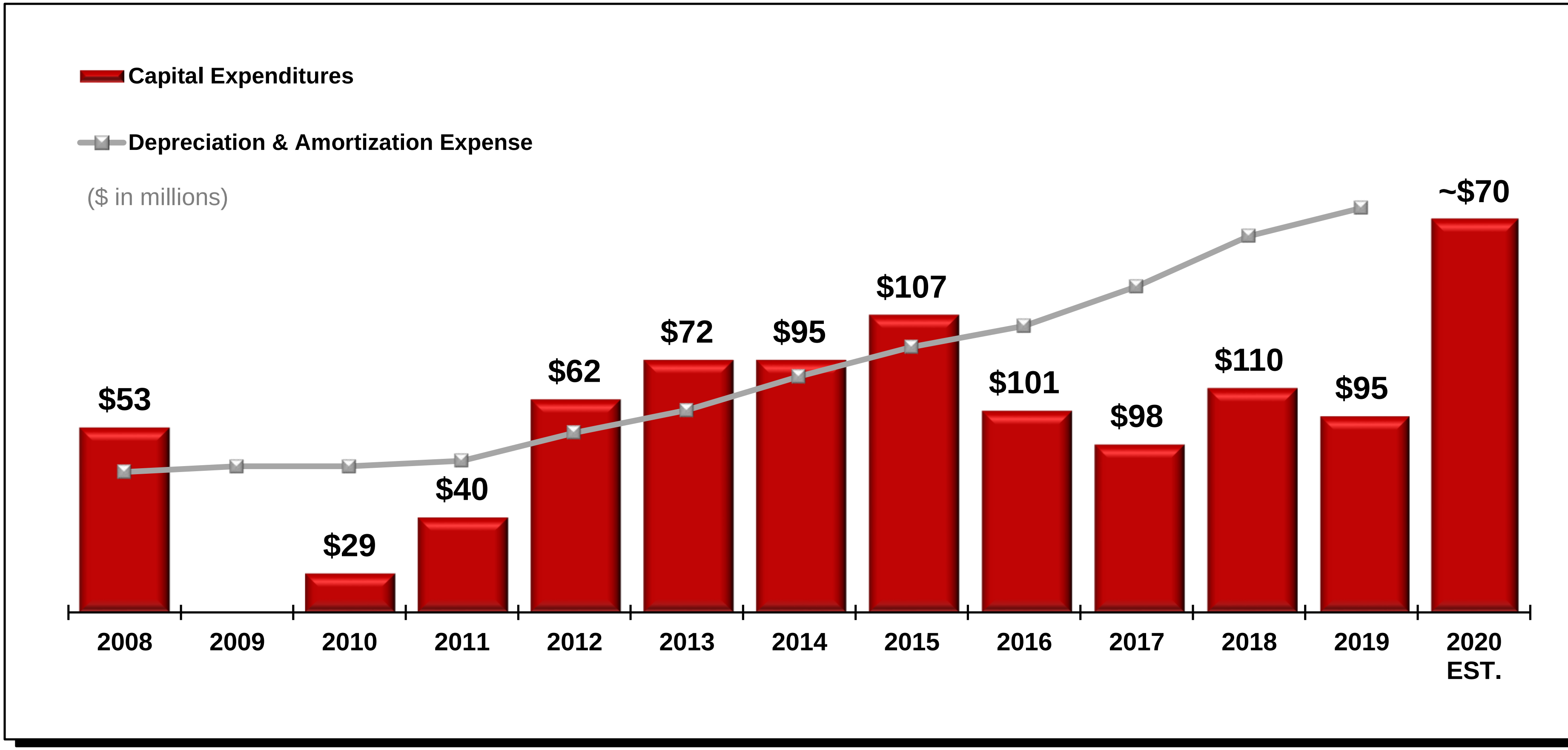
Dealership property breakdown by region (as of June 30, 2020)

	Dealerships	
Region	**Owned**	**Leased**
United States	85	34
United Kingdom	23	27
Brazil	5	12
Total	**113**	**73**

Leased vs. Owned Properties



Capital Expenditures



Note: Excludes real estate purchases.

Consolidated Financial Results

Financial Results - Consolidated

$ in millions

	Three Months Ended June 30,				Six Months Ended June 30,			
	2020	**2019**	**% Change**	**C.C.[2]**	**2020**	**2019**	**% Change**	**C.C.[2]**
Revenues	**$ 2,131**	$ 3,006	**(29.1)**	**(28.4)**	**$ 4,822**	$ 5,814	**(17.1)**	**(16.3)**
Gross Profit	**$ 359**	$ 454	**(21.0)**	**(20.4)**	**$ 775**	$ 886	**(12.5)**	**(11.8)**
SG&A as a % of Gross Profit	**66.1%**	74.6%	**(850)**	**bps**	**72.9%**	75.2%	**(230)**	**bps**
Adj. SG&A as a % of Gross Profit [1]	**62.8%**	73.8%	**(1,100)**	**bps**	**71.3%**	74.9%	**(370)**	**bps**
Net Income	**$ 30.2**	$ 49.2	**(38.7)**		**$ 60.0**	$ 87.9	**(31.8)**	
Adjusted Net Income [1]	**$ 69.6**	$ 52.8	**31.8**		**$ 100.2**	$ 91.0	**10.1**	
Diluted EPCS	**$ 1.63**	$ 2.64	**(38.2)**		**$ 3.25**	$ 4.73	**(31.4)**	
Adjusted Diluted EPCS [1]	**$ 3.77**	$ 2.83	**33.2**		**$ 5.42**	$ 4.90	**10.6**	

(1) See appendix for GAAP reconciliation

(2) Constant currency basis

Interest Rate Variability

(in $ millions)	Actual	Variable %
Vehicle Financing[1]	$1,054	43%
Real Estate & Other Debt	$872	33%
Senior Notes[2]	$550	0%
Total Debt Including Floorplan	$2,477	30%

[1] SWAPS range from $100-$525 million through 2031, see following slide for more details
[2] Face Value

- **Primary exposure is short-term interest rate changes; key exposure is one-month LIBOR.**
- **Group 1 has mitigated the majority of its risk exposure for rising interest rates through a combination of the swaps and fixed rate debt.**
- **Manufacturer floorplan assistance offsets a portion of interest rate impact:**
  - As interest rates go up, manufacturers have historically offered additional interest assistance to help offset the variance
  - ~ 80% of variable inventory financing is eligible for floorplan assistance as used vehicle; rental and most foreign financing are not eligible for floorplan assistance
  - Interest assistance is recognized in new vehicle gross profit, not in interest expense

SWAPS: Interest Expense Impact

INTEREST RATE SWAP LAYERS

$'s in millions

	2020	2021	2022-23	2024	2025	2026	2027	2028	2029-30	2031
Swap Balance	**$500**	**$525**	**$600**	**$600**	**$525**	**$450**	**$300**	**$250**	**$200**	**$100**
Interest Expense	$8.1*	—	—	—	—	—	—	—		
Fixed LIBOR	**2.26%**	**1.83%**	**1.54%**	**1.39%**	**1.42%**	**1.34%**	**1.22%**	**1.21%**	**1.31%**	**0.77%**

*Estimated full-year impact

Note: Amortizing SWAPS associated with specific mortgages are excluded.

Reconciliations

See following section for reconciliations of data denoted within this presentation

RECONCILIATION: Quarterly Adjusted EBIT, EBITDA, EBITDAR

($mm)	Mar-08	Jun-08	Sep-08	Dec-08	Mar-09	Jun-09	Sep-09	Dec-09	Mar-10	June-10	Sep-10	Dec-10	Mar-11	Jun-11	Sep-11	Dec-11
	Three months ended,															
Net Income from continuing operations	$16	$17	$(22)	$(57)	$8	$10	$18	$(2)	$8	$13	$19	$11	$15	$25	$21	$21
Provision for income taxes	10	11	(13)	(39)	6	6	10	(2)	5	8	12	6	9	15	13	13
Other interest expense, net	10	9	9	9	7	8	7	7	7	6	7	7	8	8	9	9
Non-Cash asset impairment charges	—	—	48	115	—	2	1	18	—	1	2	8	0	0	4	1
Mortgage debt refinance charges	—	—	—	—	—	1	—	—	—	—	—	—	—	—	—	—
(Gain) Loss on real estate and dealership transactions	—	1	0	—	7	(1)	—	1	—	5	(1)	—	—	—	—	—
(Gain) Loss of debt redemption	0	—	0	(17)	(7)	(1)	(1)	—	4	—	—	—	—	—	—	—
Severance costs	—	—	—	—	—	—	—	—	—	1	—	—	—	—	—	—
Legal settlement	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	1
Adjusted EBIT	**$35**	**$38**	**$23**	**$10**	**$15**	**$24**	**$35**	**$23**	**$24**	**$34**	**$38**	**$31**	**$33**	**$48**	**$47**	**$44**
Depreciation Amortization expense	6	6	7	7	6	6	7	6	6	7	7	7	6	7	7	7
Adjusted EBITDA	**$41**	**$45**	**$29**	**$16**	**$21**	**$31**	**$42**	**$29**	**$31**	**$41**	**$45**	**$37**	**$39**	**$55**	**$54**	**$51**
G&A Rent Expense	14	13	13	13	13	13	13	13	13	13	13	13	12	12	12	12
Adjusted EBITDAR	**$54**	**$58**	**$42**	**$29**	**$34**	**$43**	**$55**	**$41**	**$43**	**$54**	**$57**	**$50**	**$51**	**$67**	**$66**	**$63**

Note: One time charges are pre-tax

RECONCILIATION: Quarterly Adjusted Net Income

($mm)	Dec-08	Mar-09	Jun-09	Sep-09	Dec-09	Mar-10	Jun-10	Sep-10	Dec-10	Mar-11	Jun-11	Sep-11	Dec-11
	Three months ended,												
Net income	$(57)	$8	$10	$18	$(2)	$8	$13	$19	$11	$15	$25	$21	$21
Non-Cash asset impairment charges	67	—	1	0	12	—	1	1	5	0	0	2	0
Mortgage debt refinance changes	—	—	0	—	—	—	—	—		—	—	—	—
(Gain) Loss on real estate and dealership transactions	—	1	(1)	—	1	—	4	(1)	—	—	—	—	—
(Gain) Loss of debt redemption	(9)	(4)	0	0	—	2	—	—	—	—	—	—	—
Severance costs	—	—	—	—	—	—	0	—	—	—	—	—	—
Income tax effect	—	—	—	(2)	—	—	—	—	(1)	—	—	—	—
Legal Settlement	—	—	—	—	—	—	—	—	—	—	—	—	1
Adjusted Net Income	**$1**	**$5**	**$10**	**$17**	**$10**	**$10**	**$18**	**$19**	**$15**	**$16**	**$25**	**$24**	**$22**

Note: One time charges are pre-tax

RECONCILIATION: Adjusted Free Cash Flow (Non-GAAP)

Reconciliation of Certain Non-GAAP Financial Measures

(Unaudited, in millions)

Operating Cash Flow Reconciliation:	**2019**	**2018**	**2017**	**2016**	**2015**	**2014**
Operating Cash Flow as Reported (GAAP)	**$371**	**$270**	**$197**	**384**	**141**	**198**
Change in floorplan notes payable-credit facilities, excluding floorplan offset account and net acquisition and disposition	(43)	62	88	(113)	100	6
Change in floorplan notes payable-manufacturer affiliates associated with net acquisition and disposition related activity	4	(22)	(3)	—	3	3
Adjusted Operating Cash Flow (Non-GAAP)	**332**	**310**	**282**	**271**	**244**	**207**
Cap Ex	**(95)**	**(110)**	**(98)**	**(101)**	**(107)**	**(98)**
Adjusted Free Cash Flow (Non-GAAP)	**237**	**200**	**184**	**170**	**137**	**109**

Group 1 Automotive, Inc.

Reconciliation of Certain Non-GAAP Financial Measures - Consolidated

(Unaudited)

(In millions, except per share data)

	Three Months Ended June 30, 2020					
	U.S. GAAP	Severance costs	Out-of-period adjustment	Asset impairments	(Gain) loss on extinguishment of debt	Non-GAAP adjusted
SG&A expenses	$ 237.2	$ (1.2)	$ (10.6)	$ —	$ —	$ 225.4
Asset impairments	$ 23.8	$ —	$ —	$ (23.8)	$ —	$ —
Income (loss) from operations	$ 79.0	$ 1.2	$ 10.6	$ 23.8	$ —	$ 114.6
(Gain) loss on extinguishment of debt	$ 10.4	$ —	$ —	$ —	$ (10.4)	$ —
Income (loss) before income taxes	$ 42.3	$ 1.2	$ 10.6	$ 23.8	$ 10.4	$ 88.3
Less: (Benefit) provision for income taxes	12.2	0.2	0.8	3.3	2.2	18.7
Net income (loss)	30.2	1.0	9.7	20.6	8.1	69.6
Less: Earnings (loss) allocated to participating securities	1.1	—	0.4	0.7	0.3	2.5
Net income (loss) available to diluted common shares	$ 29.1	$ 1.0	$ 9.4	$ 19.8	$ 7.8	$ 67.1
Diluted income (loss) per common share	$ 1.63	$ 0.05	$ 0.53	$ 1.11	$ 0.44	$ 3.77
Effective tax rate	28.7%					21.2%
SG&A as % gross profit [1]	66.1%					62.8%
Operating margin [2]	3.7%					5.4%
Pretax margin [3]	2.0%					4.1%
Same Store SG&A	$ 229.5	$ (1.2)	$ (10.6)	$ —	$ —	$ 217.8
Same Store SG&A as % gross profit [1]	65.6%					62.2%
Same Store income (loss) from operations	$ 78.6	$ 1.2	$ 10.6	$ 23.8	$ —	$ 114.2
Same Store operating margin [2]	3.8%					5.5%

[1] Adjusted SG&A as % of gross profit excludes the impact of SG&A reconciling items above.
[2] Adjusted operating margin excludes the impact of SG&A reconciling items above, as well as asset impairment charges.
[3] Adjusted pretax margin excludes the impact of SG&A reconciling items and asset impairment charges, as well as loss on extinguishment of debt.

Group 1 Automotive, Inc.
Reconciliation of Certain Non-GAAP Financial Measures - Consolidated
(Unaudited)
(In millions, except per share data)

	Three Months Ended June 30, 2019					
	U.S. GAAP	Catastrophic events	Dealership and real estate transactions	Legal matters	Asset impairments	Non-GAAP adjusted
SG&A expenses	$ 338.7	$ (4.0)	$ 0.2	$ 0.4	$ —	$ 335.3
Asset impairments	$ 0.5	$ —	$ —	$ —	$ (0.5)	$ —
Income (loss) from operations	$ 97.1	$ 4.0	$ (0.2)	$ (0.4)	$ 0.5	$ 101.1
Income (loss) before income taxes	$ 63.2	$ 4.0	$ (0.2)	$ (0.4)	$ 0.5	$ 67.2
Less: (Benefit) provision for income taxes	14.0	1.0	(0.5)	—	—	14.4
Net income (loss)	49.2	3.0	0.4	(0.4)	0.5	52.8
Less: Earnings (loss) allocated to participating securities	1.8	0.1	—	—	—	2.0
Net income (loss) available to diluted common shares	$ 47.4	$ 2.9	$ 0.3	$ (0.4)	$ 0.5	$ 50.8
Diluted income (loss) per common share	$ 2.64	$ 0.16	$ 0.02	$ (0.02)	$ 0.03	$ 2.83
Effective tax rate	22.2%					21.5%
SG&A as % gross profit [(1)]	74.6%					73.8%
Operating margin [(2)]	3.2%					3.4%
Pretax margin [(2)]	2.1%					2.2%
Same Store SG&A	$ 333.9	$ (4.0)	$ —	$ —	$ —	$ 329.9
Same Store SG&A as % gross profit [(1)]	74.3%					73.4%
Same Store income (loss) from operations	$ 97.1	$ 4.0	$ —	$ —	$ 0.6	$ 101.7
Same Store operating margin [(2)]	3.3%					3.4%

[(1)] Adjusted SG&A as % of gross profit excludes the impact of SG&A reconciling items above.
[(2)] Adjusted operating margin and pretax margin exclude the impact of SG&A reconciling items above, as well as asset impairment charges.

Group 1 Automotive, Inc.

Reconciliation of Certain Non-GAAP Financial Measures - Consolidated

(Unaudited)

(In millions, except per share data)

	Six Months Ended June 30, 2020					
	U.S. GAAP	Severance costs	Out-of-period adjustment	Asset impairments	(Gain) loss on extinguishment of debt	Non-GAAP adjusted
SG&A expenses	$ 565.1	$ (2.1)	$ (10.6)	$ —	$ —	$ 552.5
Asset impairments	$ 23.8	$ —	$ —	$ (23.8)	$ —	$ —
Income (loss) from operations	$ 148.9	$ 2.1	$ 10.6	$ 23.8	$ —	$ 185.4
(Gain) loss on extinguishment of debt	$ 10.4	$ —	$ —	$ —	$ (10.4)	$ —
Income (loss) before income taxes	$ 81.2	$ 2.1	$ 10.6	$ 23.8	$ 10.4	$ 128.1
Less: (Benefit) provision for income taxes	21.3	0.3	0.8	3.3	2.2	27.9
Net income (loss)	60.0	1.8	9.7	20.6	8.1	100.2
Less: Earnings (loss) allocated to participating securities	2.1	0.1	0.4	0.7	0.3	3.6
Net income (loss) available to diluted common shares	$ 57.8	$ 1.7	$ 9.4	$ 19.8	$ 7.8	$ 96.6
Diluted income (loss) per common share	$ 3.25	$ 0.10	$ 0.53	$ 1.11	$ 0.44	$ 5.42
Effective tax rate	26.2%					21.8%
SG&A as % gross profit [1]	72.9%					71.3%
Operating margin [2]	3.1%					3.8%
Pretax margin [3]	1.7%					2.7%
Same Store SG&A	$ 544.5	$ (2.1)	$ (10.6)	$ —	$ —	$ 531.8
Same Store SG&A as % gross profit [1]	72.3%					70.7%
Same Store income (loss) from operations	$ 148.7	$ 2.1	$ 10.6	$ 23.8	$ —	$ 185.2
Same Store operating margin [2]	3.2%					4.0%

[1] Adjusted SG&A as % of gross profit excludes the impact of SG&A reconciling items above.
[2] Adjusted operating margin excludes the impact of SG&A reconciling items above, as well as asset impairment charges.
[3] Adjusted pretax margin excludes the impact of SG&A reconciling items and asset impairment charges, as well as loss on extinguishment of debt.

Group 1 Automotive, Inc.
Reconciliation of Certain Non-GAAP Financial Measures - Consolidated
(Unaudited)
(In millions, except per share data)

	Six Months Ended June 30, 2019					
	U.S. GAAP	Catastrophic events	Dealership and real estate transactions	Legal matters	Asset impairments	Non-GAAP adjusted
SG&A expenses	$ 666.4	$ (6.0)	$ 5.4	$ (2.0)	$ —	$ 663.8
Asset impairments	$ 0.5	$ —	$ —	$ —	$ (0.5)	$ —
Income (loss) from operations	$ 183.9	$ 6.0	$ (5.4)	$ 2.0	$ 0.5	$ 187.1
Income (loss) before income taxes	$ 115.4	$ 6.0	$ (5.4)	$ 2.0	$ 0.5	$ 118.5
Less: (Benefit) provision for income taxes	27.5	1.5	(1.9)	0.5	—	27.6
Net income (loss)	87.9	4.5	(3.5)	1.5	0.5	91.0
Less: Earnings (loss) allocated to participating securities	3.3	0.2	(0.1)	0.1	—	3.4
Net income (loss) available to diluted common shares	$ 84.6	$ 4.3	$ (3.4)	$ 1.5	$ 0.5	$ 87.5
Diluted income (loss) per common share	$ 4.73	$ 0.24	$ (0.19)	$ 0.08	$ 0.03	$ 4.90
Effective tax rate	23.9%					23.3%
SG&A as % gross profit [(1)]	75.2%					74.9%
Operating margin [(2)]	3.2%					3.2%
Pretax margin [(2)]	2.0%					2.0%
Same Store SG&A	$ 657.3	$ (6.0)	$ 1.1	$ (1.8)	$ —	$ 650.6
Same Store SG&A as % gross profit [(1)]	75.2%					74.4%
Same Store income (loss) from operations	$ 181.9	$ 6.0	$ (1.1)	$ 1.8	$ 0.6	$ 189.2
Same Store operating margin [(2)]	3.2%					3.3%

(1) Adjusted SG&A as % of gross profit excludes the impact of SG&A reconciling items above.
(2) Adjusted operating margin and pretax margin excludes the impact of SG&A reconciling items above, as well as asset impairment charges.

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