

**AutoNation, Inc.**  
**Finance Committee Charter**

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

**DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Committee include reviewing and, where appropriate, making recommendations to the Board with respect to:

- the Company’s capital structure and any material changes thereto, including potential issuances of debt or equity securities;
- the Company’s capital allocation strategy, processes and plans, including the Company’s cost of capital;
- share repurchase programs and debt repurchases;
- financial risk management strategies and policies, including hedging and the use of derivatives; and
- the Company’s short-term investment policy.

**MEMBERSHIP**

- The Committee shall be comprised of at least three members. The members of the Committee shall be appointed and replaced, and the Chair of the Committee shall be designated, by the Board based on the recommendation of the Corporate Governance and Nominating Committee; provided, that, if the Board does not so designate a Chair of the Committee, the members of the Committee, by a majority vote, may designate a Chair.
- Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board.
- Each member of the Committee must be qualified to serve on the Committee pursuant to the requirements of any applicable laws and regulations, as well as any additional requirements that the Board deems appropriate.

## **MEETINGS AND PROCEDURES**

- The Committee may fix its own rules of procedure, which shall be consistent with the Amended and Restated By-Laws (the “By-Laws”) of the Company and this Charter.
- The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than twice annually.
- The Chair or a majority of the members of the Committee may call meetings of the Committee upon such notice as is required for special Board meetings in accordance with the Company’s By-Laws. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s By-Laws.
- A majority of the members of the Committee, present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute a quorum.
- The Chair of the Committee shall be responsible for leadership of the Committee, including approving the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee’s actions to the Board as contemplated below.
- The Committee may request that any Director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee (or portion thereof) to provide such pertinent information as the Committee requests.
- The Chair of the Committee (or other member designated by the Chair or the Committee in the Chair’s absence) shall report to the full Board, at the request of the Board, with respect to those matters considered and acted upon by the Committee.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

## **PERFORMANCE EVALUATION**

- The Committee shall conduct a self-evaluation of its performance annually, in such manner as the Committee deems appropriate.
- In conducting this review, the Committee shall evaluate whether this Charter adequately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate.

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

#### **DELEGATION OF AUTHORITY**

- The Committee may form subcommittees and may delegate to such subcommittees any or all power and authority of the Committee as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any applicable laws, regulations or listing standards to be exercised by the Committee as a whole.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.