
ASBURY AUTOMOTIVE GROUP, INC. GOVERNANCE & NOMINATING COMMITTEE CHARTER

PURPOSE

The purpose of the Governance and Nominating Committee is to:

1. Identify individuals qualified to become Board members and recommend director candidates to the Board;
2. Develop and recommend to the Board the Company's corporate governance policies and practices;
3. Lead the Board in its annual review of Board performance and effectiveness; and
4. Recommend to the Board committee structure, membership and responsibilities.

MEMBERSHIP

The Committee shall consist of at least three directors. Each member shall meet the independence requirements of the New York Stock Exchange, the Securities and Exchange Commission and all other applicable requirements for director independence as determined by the Board.

The members of the Committee and its chair shall be appointed by the Board from among its members and serve at the pleasure of the Board.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

Director Candidates; Board Composition and Structure

1. Identify, recruit and interview candidates. Review candidates' qualifications for membership on the Board or a committee of the Board to fill vacancies and newly created directorships, based on criteria approved by the Board (including the enhanced financial literacy and financial expertise standards that may be required under law or NYSE rules for Audit Committee membership purposes).
2. Retain search firms and other resources to identify director candidates or otherwise advise and assist the Committee. The Committee shall have sole authority to negotiate fees and other terms of retention and termination. In addition to other resources, the Committee shall consider recommendations for director candidates from management, and, subject to the Company's bylaws, the Company's stockholders.
3. Periodically review the qualifications criteria for Board membership and selection of new directors, and recommend changes to the Board as appropriate.

4. Recommend to the Board candidates for election or re-election to the Board at each annual stockholders meeting.
5. Review the Board's composition, structure, size, meetings and agendas, and recommend changes to the Board as appropriate.
6. Review the Board's committee structure, membership and responsibilities and recommend changes to the Board as appropriate.

GOVERNANCE

1. Regularly review issues and developments relating to corporate governance matters and make recommendations to the Board as appropriate. Review the Company's Corporate Governance Guidelines at least annually, including criteria for independence, and recommend changes to the Board as appropriate.
2. Oversee compliance with the Company's Code of Business Conduct and Ethics (the "Code"). Review requests for waivers of the Code for any executive officer or director, and recommend to the Board whether particular requests should be granted. Review the Code at least annually and recommend changes to the Board as appropriate.
3. Consider possible conflicts of interest of Board members and of the Company's senior executives, and recommend action to the Board.
4. Review and reassess the Company's policy regarding related party transactions. Monitor all transactions between the Company and any related person that are required to be disclosed in the Company's annual report or proxy statement pursuant to Item 404 of Regulation S-K of the Securities Exchange Act of 1934, as amended.
5. Review and make recommendations to the Board regarding the Company's response to stockholder proposals for inclusion in the Company's annual proxy statement.
6. Periodically review the Company's corporate governance policies and documents, including the Company's certificate of incorporation and by-laws.
7. The Committee shall annually review, and recommend to the Board, the compensation of directors, including that with respect to retainers, fees, equity grants and benefits.
8. The Committee shall review and recommend to the Board the stock ownership guidelines for the directors and the employees of the Company.
9. Make recommendations to the Board with respect to the orientation and training needs of directors. Provide information to Board members regarding opportunities to participate in continuing education programs relevant to their director responsibilities.

PERFORMANCE EVALUATION

1. Lead the Board in the conduct of its annual review of Board performance and effectiveness.
2. Conduct an annual evaluation of its performance and effectiveness and report the results to the Board.

ADDITIONAL RESPONSIBILITIES

1. Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board as appropriate.
2. Make regular reports to the Board of the results of its meetings.

COMMITTEE OPERATIONS

The Committee shall establish a schedule of meetings each year; additional meetings or actions by unanimous written consent may occur, as determined by the Committee or its chair to be necessary or desirable. A majority of the Committee members shall constitute a quorum. Except as otherwise prohibited by law, the Company's certificate of incorporation or by-laws, the Committee may delegate any or all of its responsibilities to a subcommittee of the Committee.

The Committee may obtain participation, advice and assistance from the Company or external sources as it determines to be necessary or appropriate to carry out its responsibilities.