



Welcome to Asbury Automotive.
Let's drive.

May Investor Conference

May, 2012



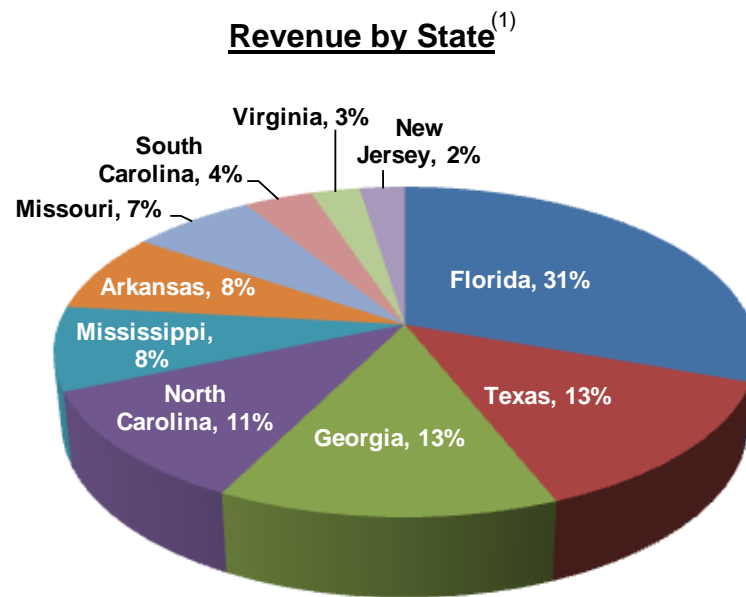
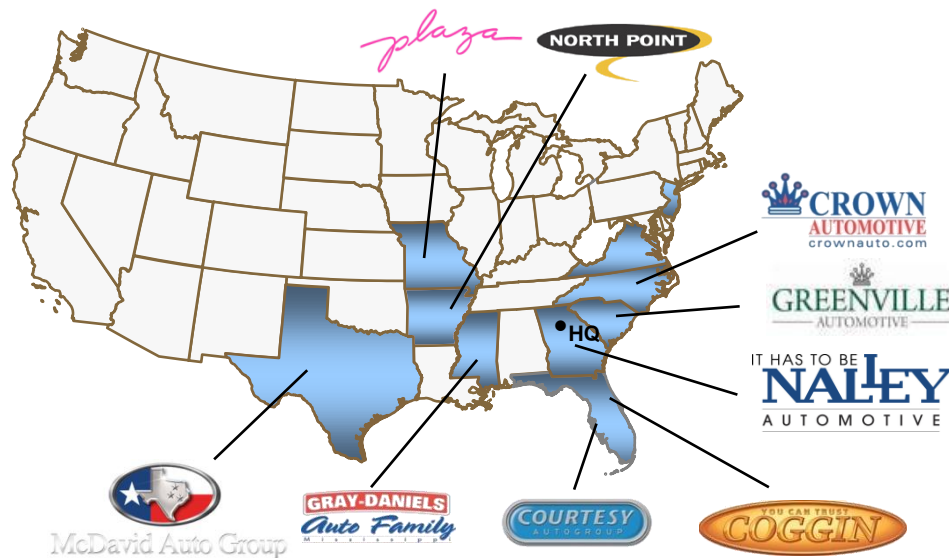
To the extent that statements in this presentation are not recitations of historical fact, such statements constitute “forward-looking statements” as such term is defined in the Private Securities Litigation Reform Act of 1995. The forward-looking statements in this presentation include statements relating to goals, plans, expectations, projections regarding our financial position, results of operations, market position, business strategy and expectations of our management with respect to, among other things: our relationships with vehicle manufacturers; our ability to improve our margins; operating cash flows and availability of capital; capital expenditures; the amount of our indebtedness; the completion of pending and future acquisitions and divestitures; future return targets; future annual savings; general economic trends, including consumer confidence levels, interest rates, and fuel prices; and automotive retail industry trends.

The following are some but not all of the factors that could cause actual results or events to differ materially from those anticipated, including: our ability to generate sufficient cash flows; our ability to improve our liquidity position; market factors and the future economic environment, including consumer confidence, interest rates, the price of oil and gasoline, the level of manufacturer incentives and the availability of consumer credit; the reputation and financial condition of vehicle manufacturers whose brands we represent and our relationship with such manufacturers, and their ability to design, manufacture, deliver and market their vehicles successfully; significant disruptions in the production and delivery of vehicles and parts for any reason, including natural disasters, affecting the manufacturers whose brand we sell; our ability to enter into and/or renew our framework and dealership agreements on favorable terms; the inability of our dealership operations to perform at expected levels or achieve expected return targets; our ability to successfully integrate recent and future acquisitions; changes in, failure or inability to comply with, laws and regulations governing the operation of automobile franchises, accounting standards, the environment and taxation requirements; our ability to leverage gains from our dealership portfolio; high levels of competition in the automotive retailing industry which may create pricing pressures on the products and services we offer; our ability to minimize operating expenses or adjust our cost structure; our ability to achieve our targeted leverage ratio; our ability to execute our capital expenditure plans; our ability to capitalize on opportunities to repurchase our debt and equity securities; our ability to achieve estimated future savings from our various cost saving initiatives and strategies; our ability to comply with our debt or lease covenants and obtain waivers for the covenants as necessary; the loss of key personnel; and the outcome of any pending or threatened litigation. These risks, uncertainties and other factors are disclosed in Asbury’s Annual Report on Form 10-K, subsequent quarterly reports on Form 10-Q and periodic and current reports filed with the Securities and Exchange Commission from time to time.

These forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this presentation. We expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, whether as a result of new information, future events or otherwise.

Asbury Automotive Group (NYSE:ABG)

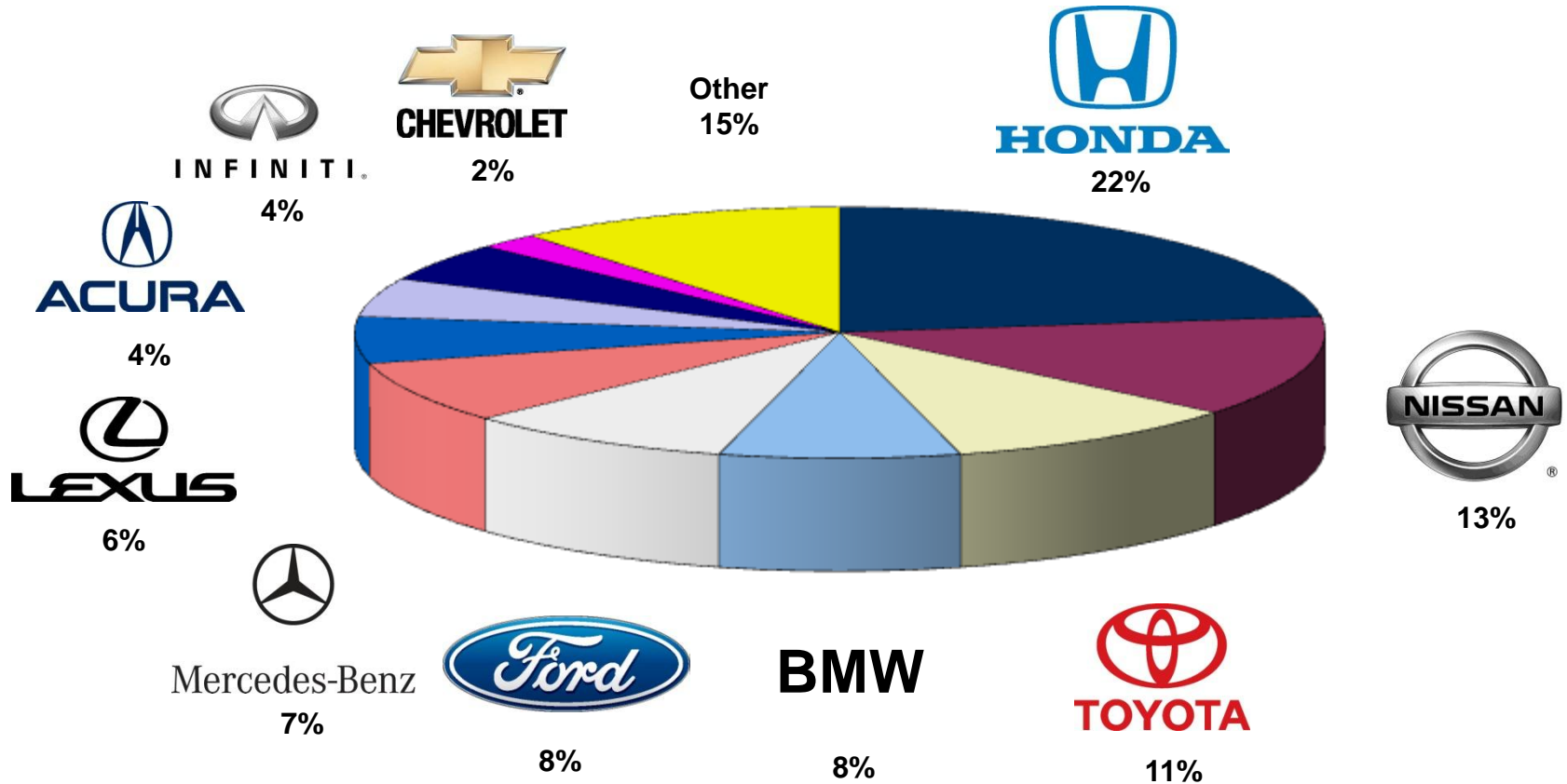
- Over \$4.2 billion in total revenues in 2011
- 30 vehicle brands (85% luxury / import)
- 79 retail locations; 99 franchises
- 7th largest auto retailer
- Sold 71,449 new vehicles and 55,805 used retail vehicles
- Handled over 1.8 million repair orders



Diversified public automotive dealer group

(1) Based on new vehicle revenue for year ended 12/31/11

Attractive Brand Mix



Very attractive portfolio of brands; high concentration of import and luxury

Yesterday

- Highly levered
- Eight independent operating platforms
- High fixed cost structure to run multiple operating platforms
- Disparate systems across platforms



Today

- Leverage is 2.5x⁽¹⁾
- Financial flexibility
- New senior management team and operating structure in place
- Fixed cost structure reduced from the consolidation of our regional platforms
- Common systems across all stores
- Standardized processes



Asbury is a different company today

Drive Operational Excellence

- Improve productivity
- Maintain high customer satisfaction
- Attract and retain the best talent
- Implement best practices
- Centralizing processes

Maximize Franchise Portfolio Returns

- Maintain diversified portfolio to reduce brand risk
- Opportunistically acquire value added franchises

Deploy Capital to Highest Returns

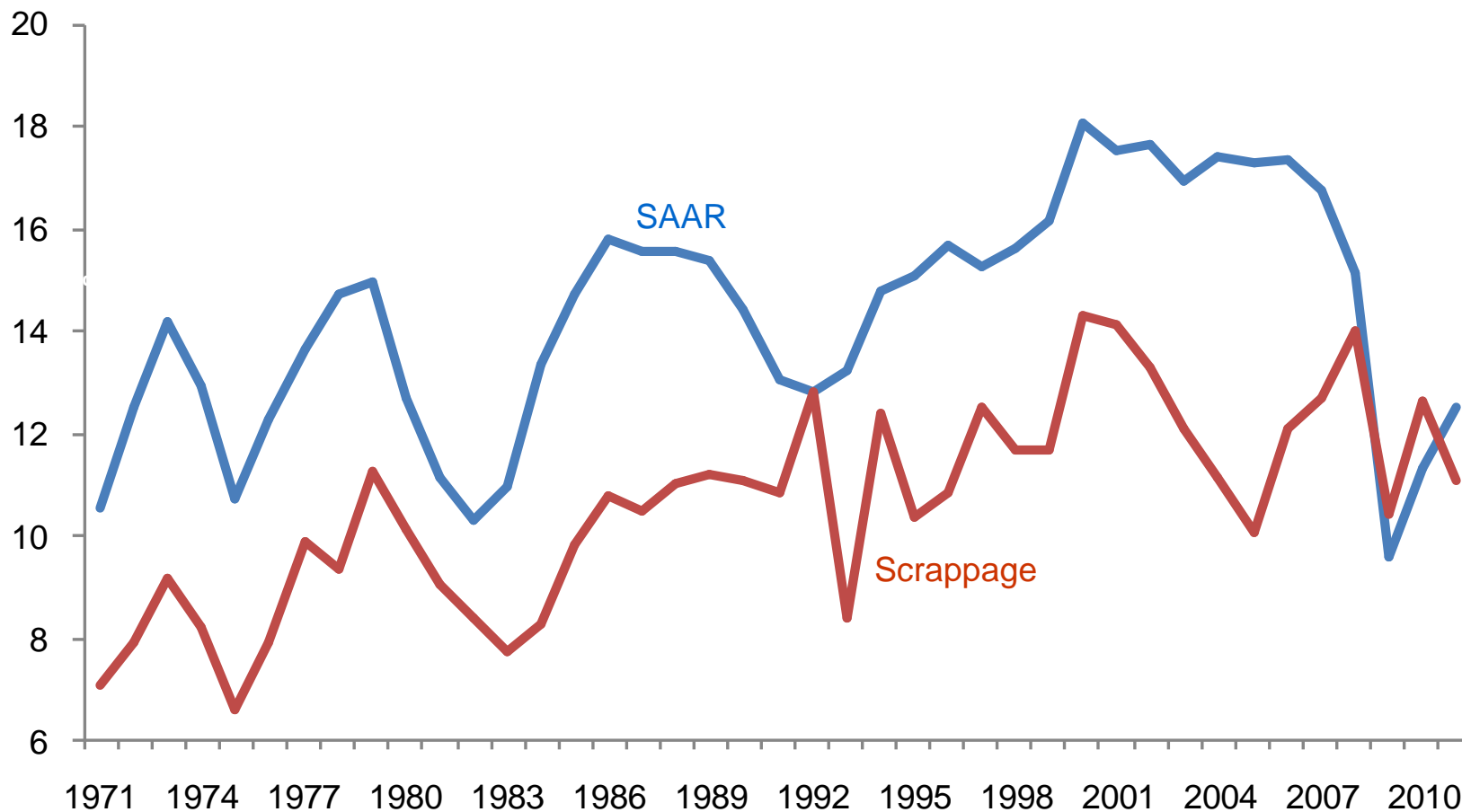
- Invest in our business and technologies
- Retire leases and debt to maintain a strong balance sheet
- Repurchase stock and return capital to shareholders

We will continue to drive shareholder value

Automotive Retailer Industry

U.S. Car Sales

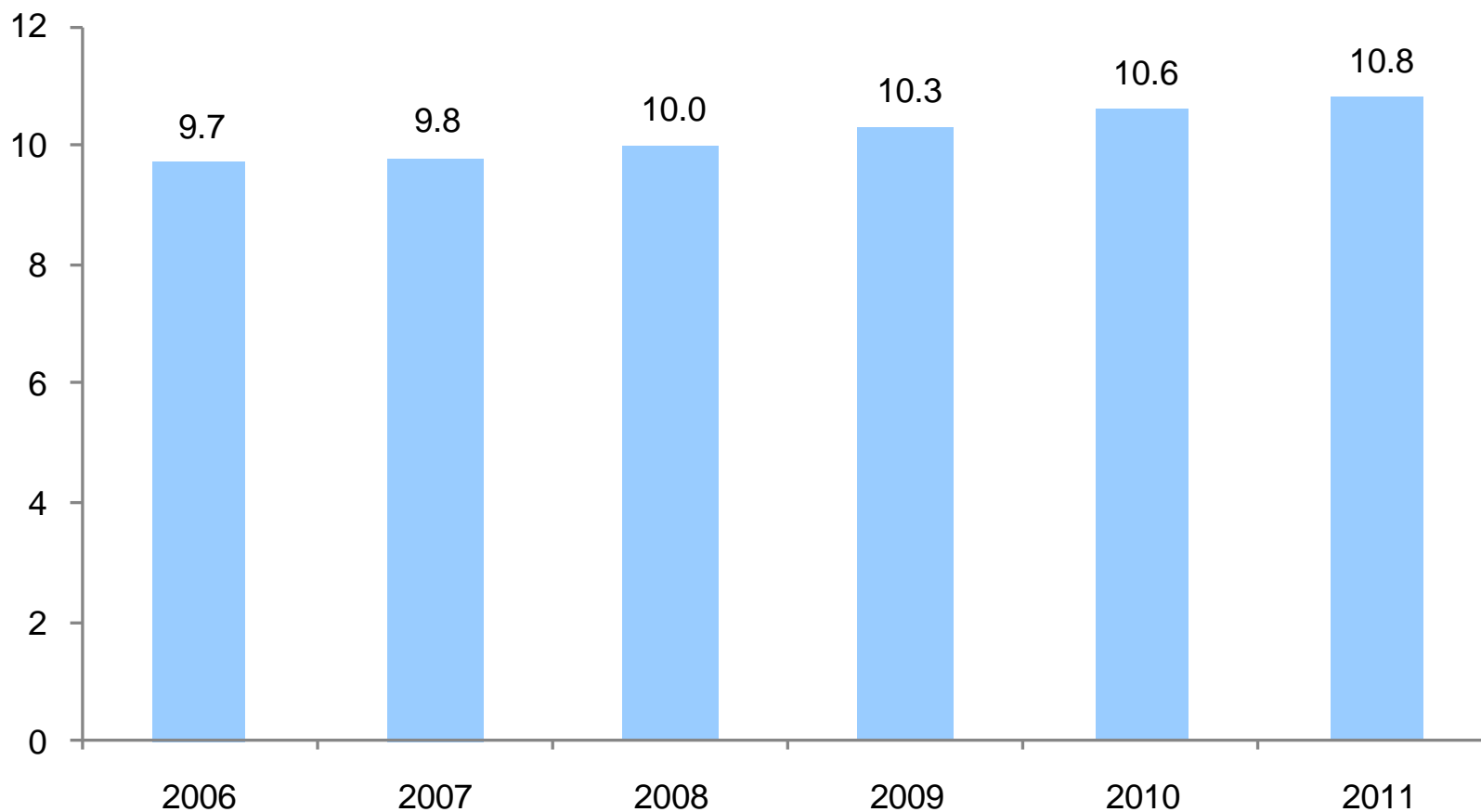
(in millions of units)



Auto sales are cyclical and near depressed scrappage levels

Average Age of U.S. Light Vehicle Fleet

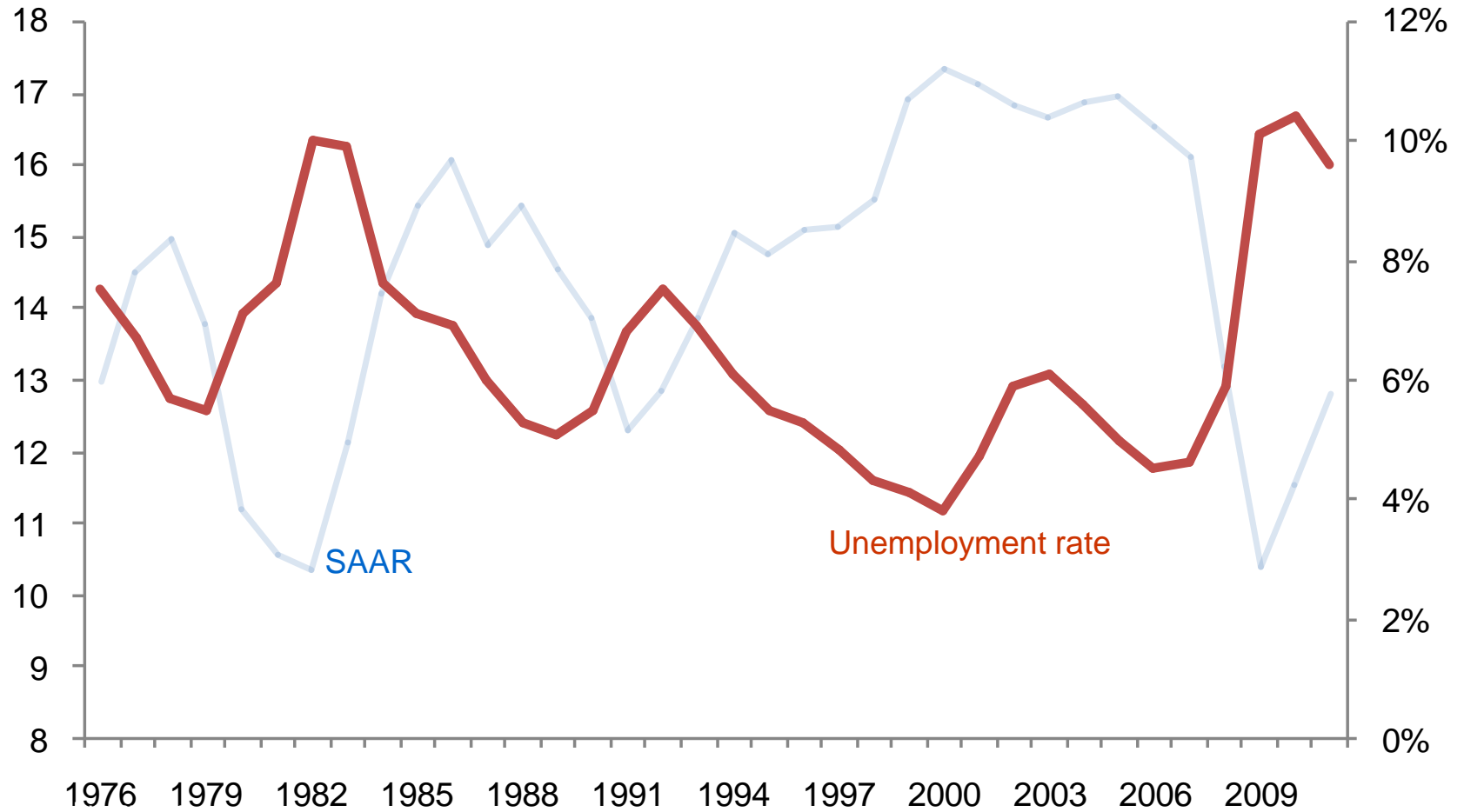
(millions)



Vehicle age of U.S. light vehicle fleet has increased 11% since 2006

U.S. Car Sales

(SAAR, in millions of units)

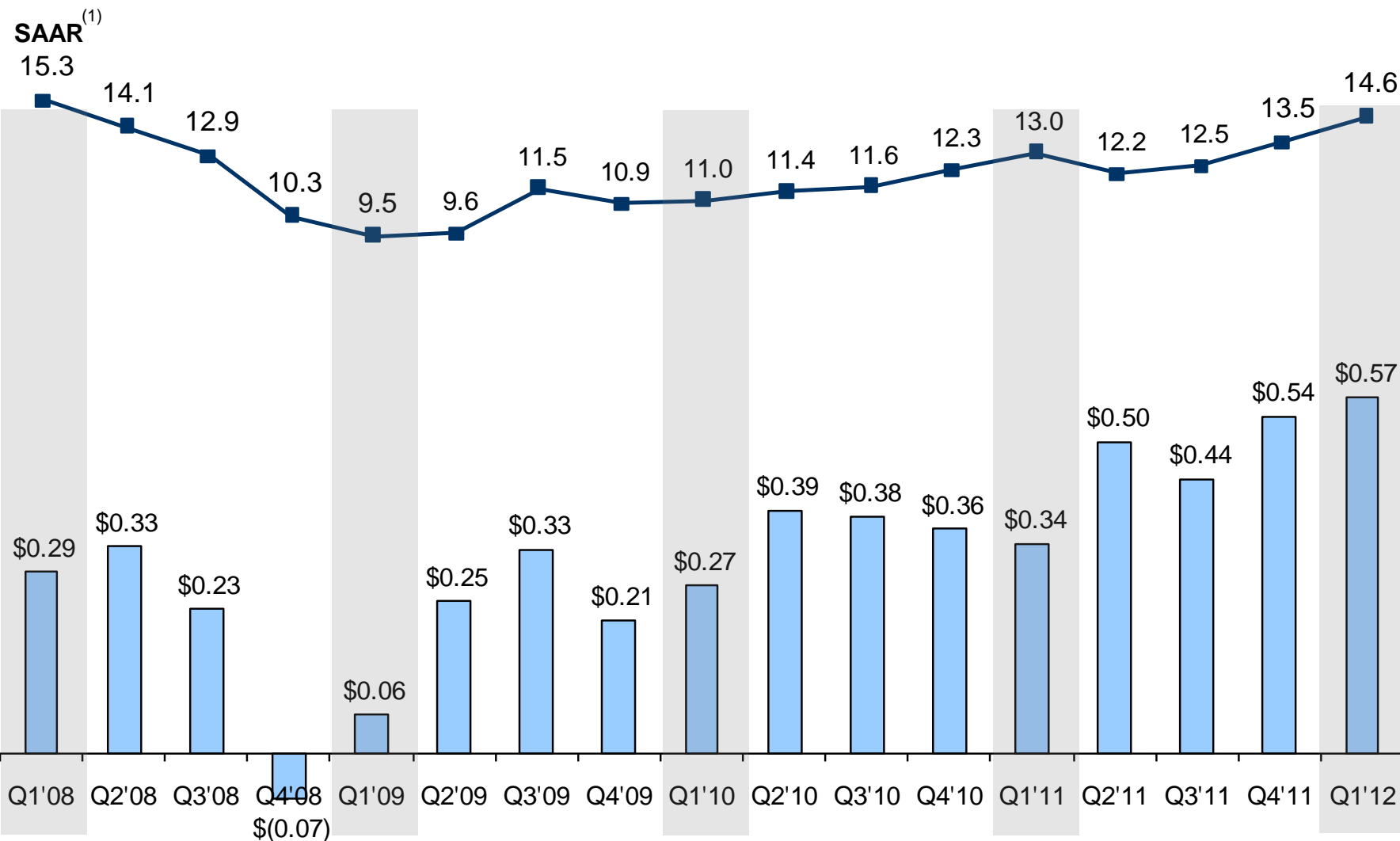


Increased employment drives car sales

Asbury's Performance

Historical Profitability vs. U.S. New Vehicle Unit Sales (MM)

Adjusted Diluted EPS from Continuing Operations



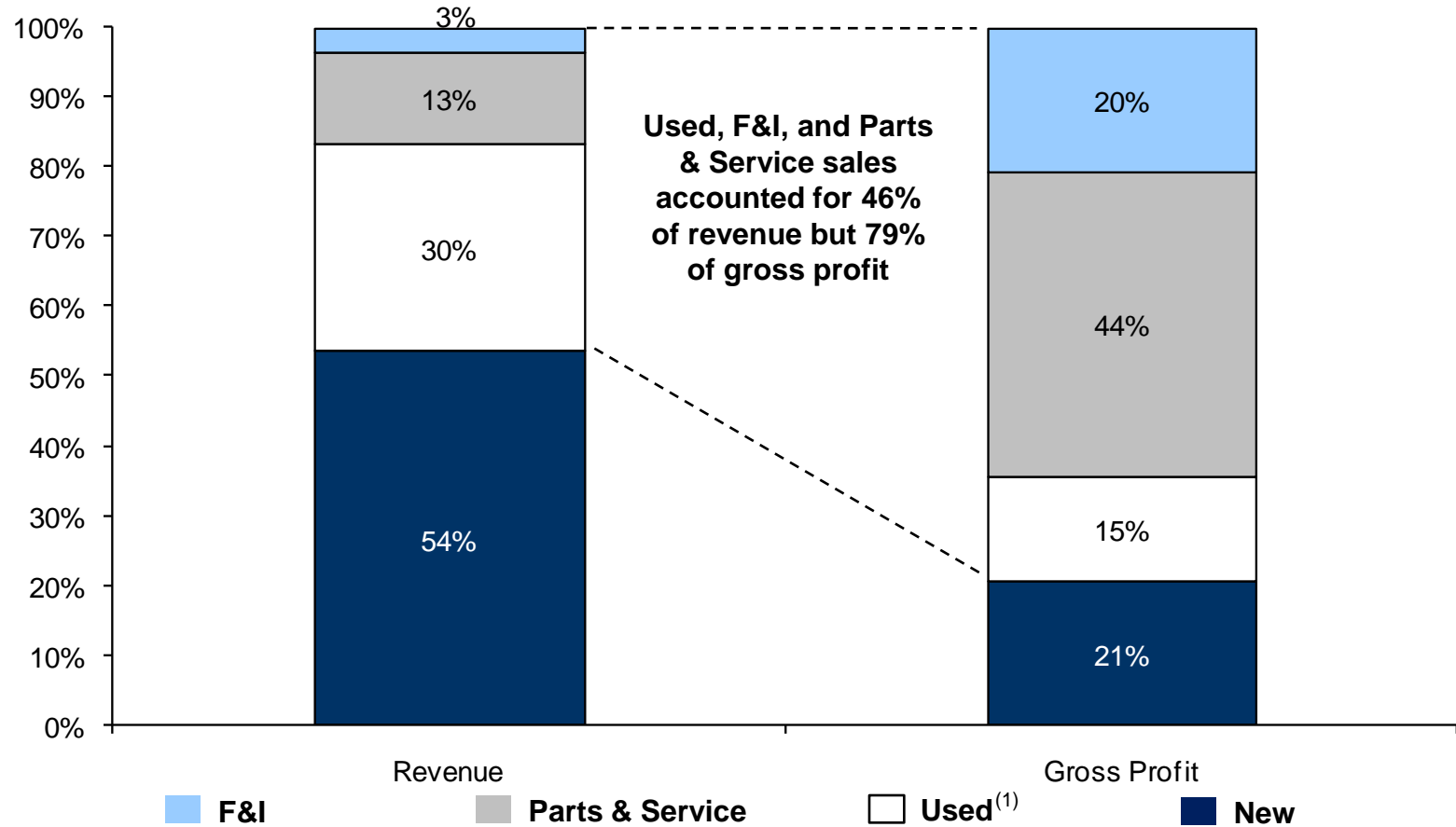
Our company is now producing record levels of profitability with additional upside potential as the economy continues to recover

Note: Adjusted for reported non-core items. See appendix for GAAP reconciliation. Data has been updated to reflect the Company's discontinued operations status as of March 31, 2012

(1) Source: Motor Intelligence.

What Drives Gross Profit?

(Q1 2012, same store)

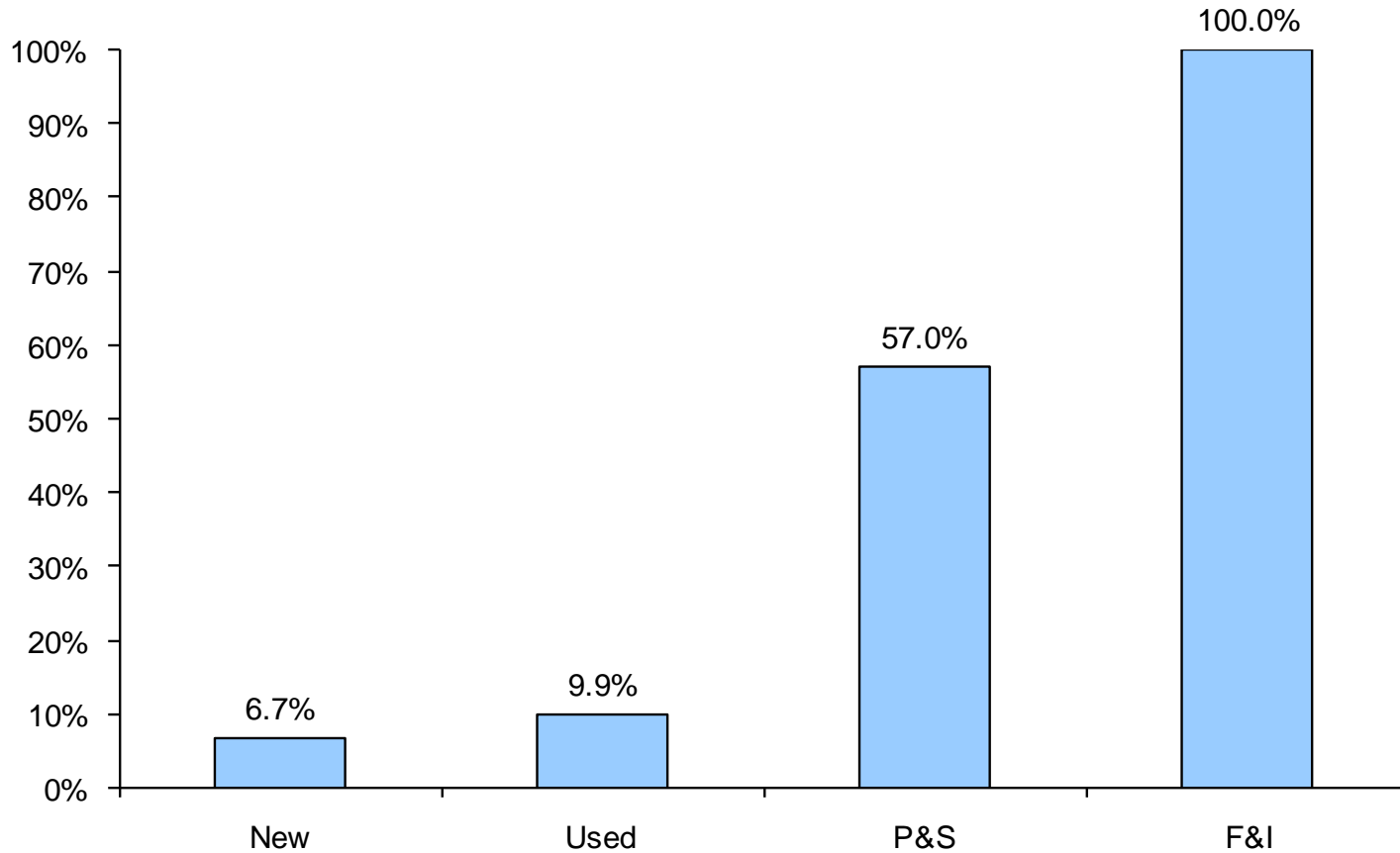


Used, F&I, and Parts & Service businesses account for 79% of gross profit

Note : Used includes wholesale business.

Light Vehicle Gross Margins

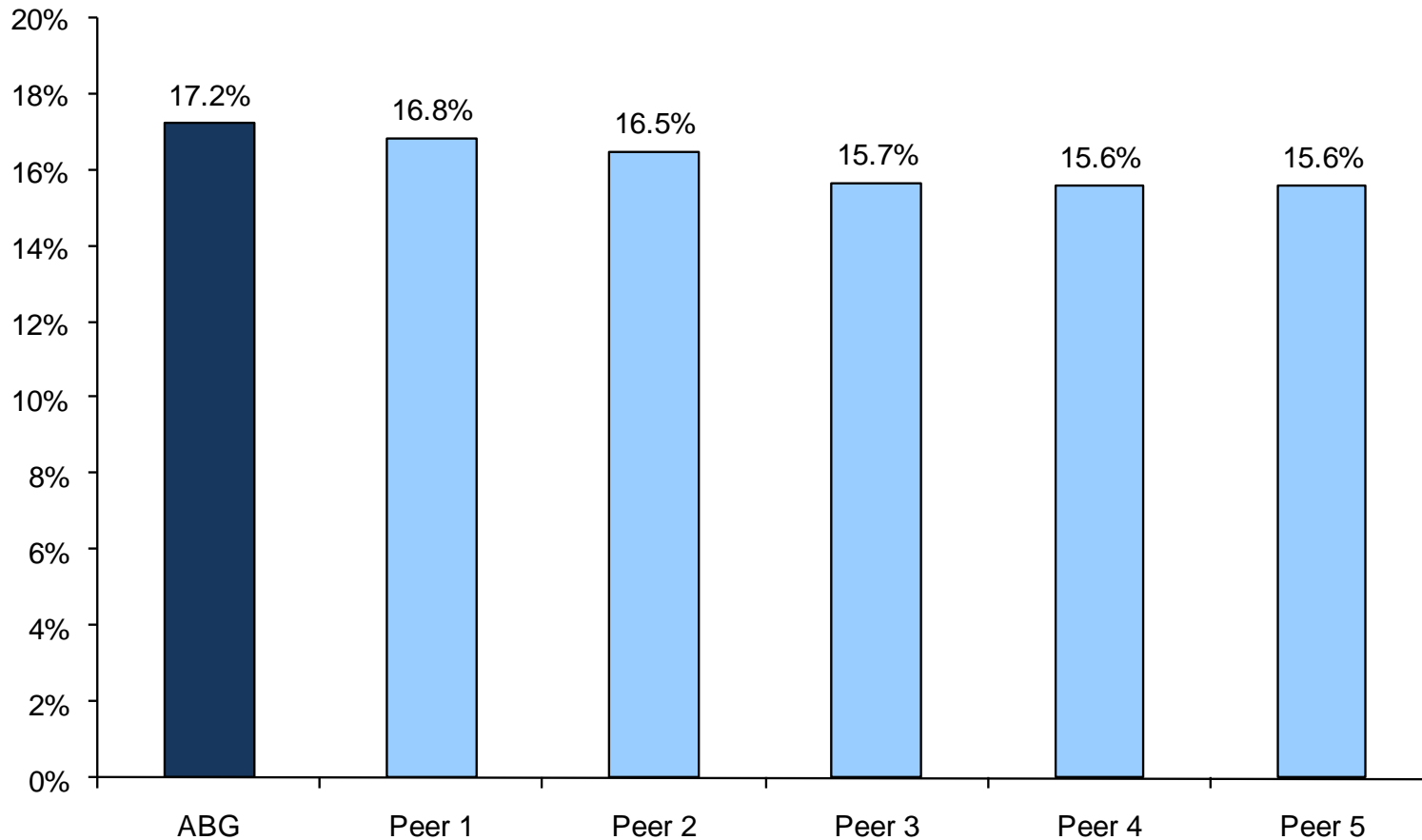
(Q1 2012, same store)



F&I and Parts & Service have significantly higher gross margins than New and Used vehicle sales

Gross Margins

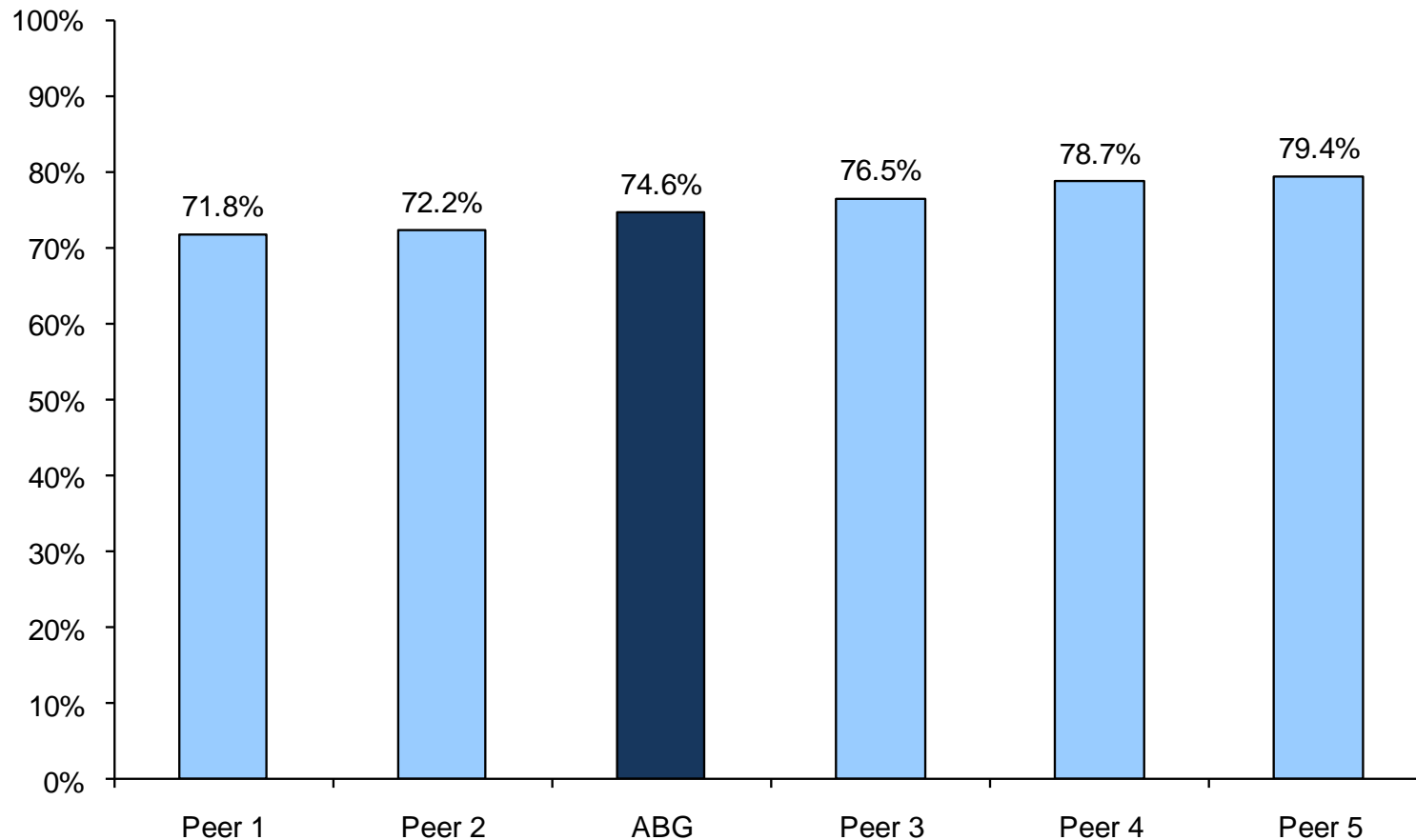
(Q1 2012)



Asbury has industry leading gross margins...

Enhance Productivity

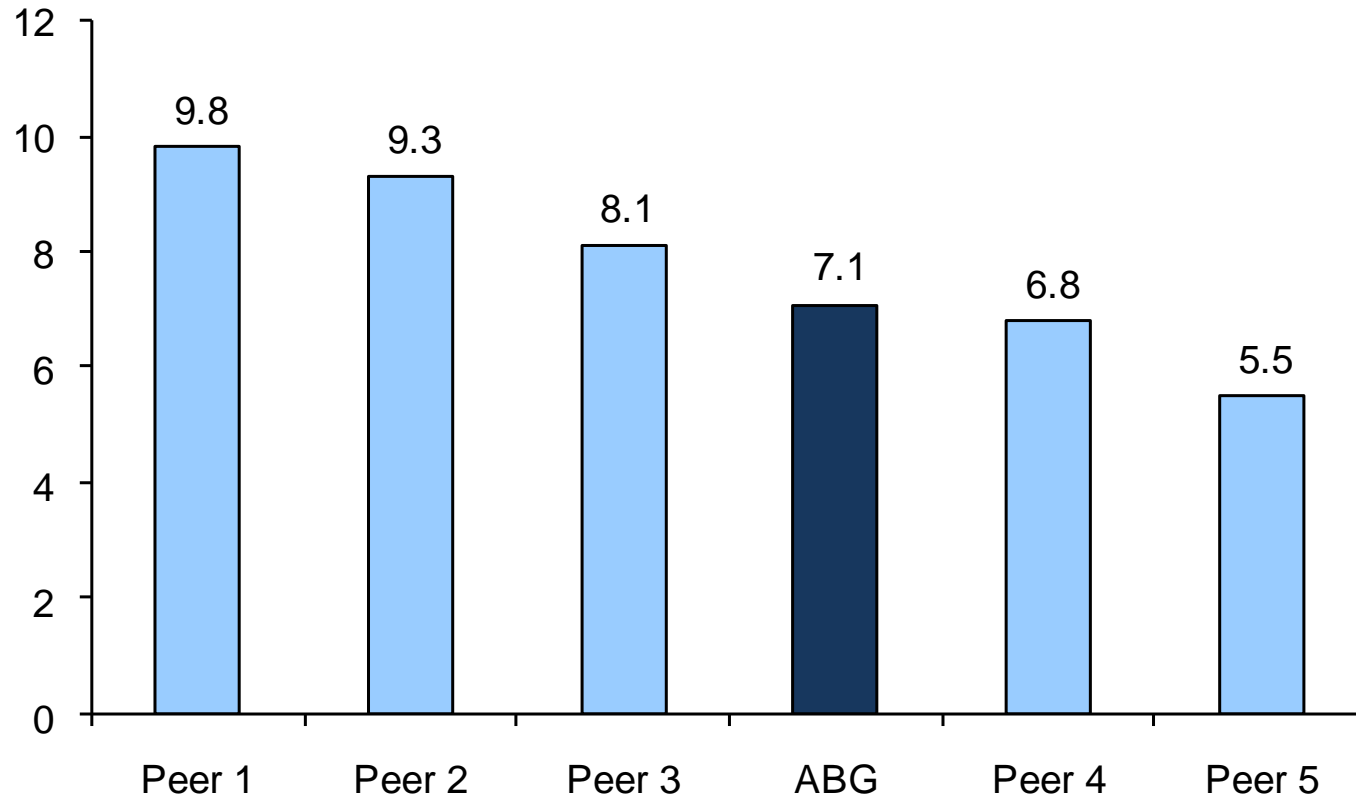
Q1 2012 SG&A as a % of Gross Profit



However, opportunity exists for continued productivity improvements

Auto Retailer Valuations

Enterprise Value (EV)/EBITDA multiple



Asbury receives a much lower multiple than the peer group

Why Asbury?

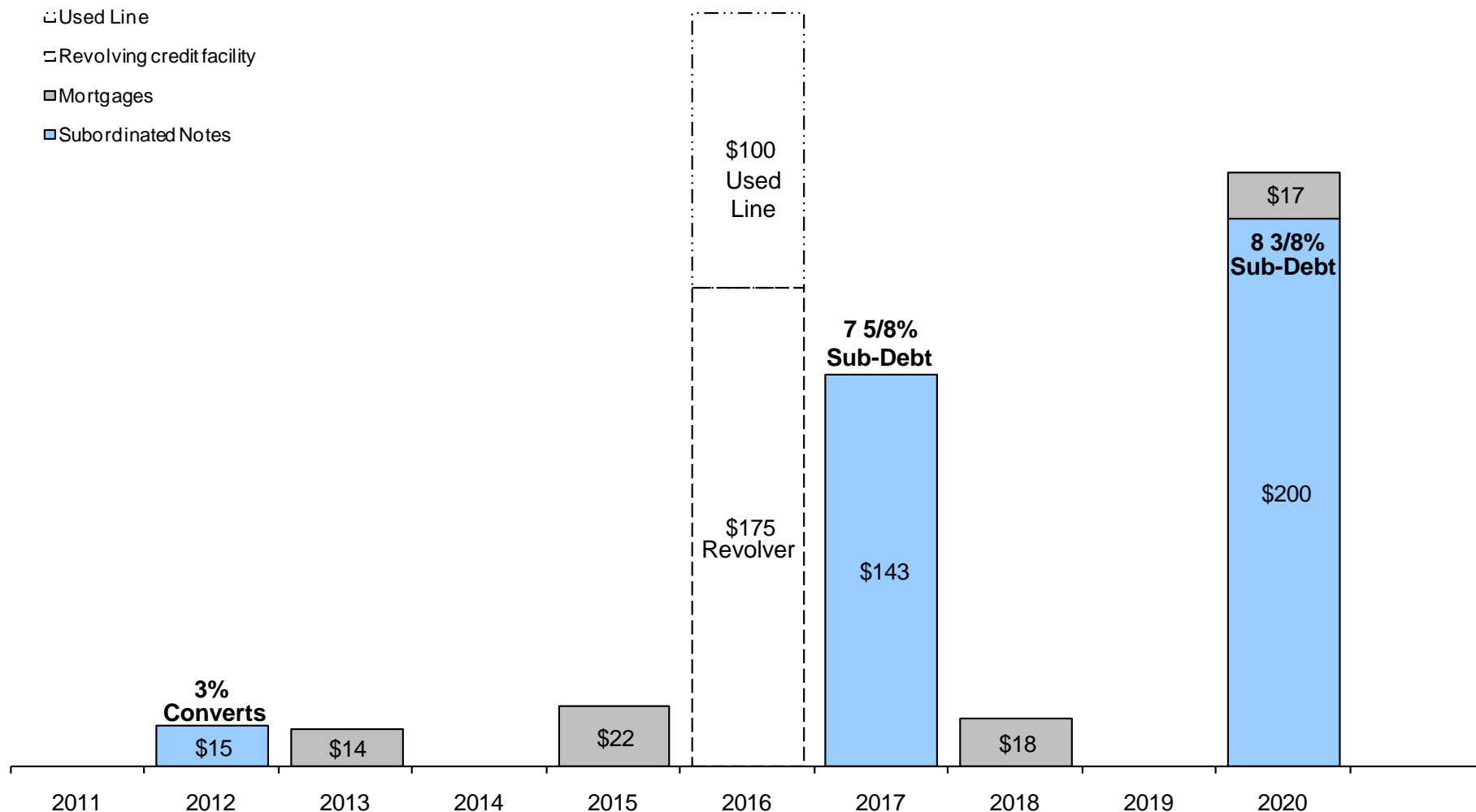
- Focused on investing in highest return of capital
- Strong balance sheet
- Strong, stable, experienced management teams
- Attractive brand mix
- Attractive geographic footprint
- Expected earnings increase from investments in technology and processes
- Opportunity to participate in a recovery of US retail light vehicle sales (SAAR)
- Gap in multiple valuation relative to peers

Focused on driving shareholder value

Appendix

Debt Maturity Schedule as of 3/31/2012

- ☐ Used Line
- ☐ Revolving credit facility
- ☐ Mortgages
- ☐ Subordinated Notes



We are focused on addressing our near-term maturities (converts)

Note: Amounts shown are the face value of debt instruments.
Does not include \$4.0m capital leases that expire in 2021

Adjusted Diluted EPS From Continuing Operations

(Non-GAAP Reconciliation)

| | For the Three Months Ended: | | | | | | | | | | | | | | | | |
|--|--------------------------------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
| | Mar. 31, 2012 | Dec. 31, 2011 | Sep. 30, 2011 | Jun. 30, 2011 | Mar. 31, 2011 | Dec. 31, 2010 | Sep. 30, 2010 | Jun. 30, 2010 | Mar. 31, 2010 | Dec. 31, 2009 | Sep. 30, 2009 | Jun. 30, 2009 | Mar. 31, 2009 | Dec. 31, 2008 | Sep. 30, 2008 | Jun. 30, 2008 | Mar. 31, 2008 |
| | (in millions, except per share data) | | | | | | | | | | | | | | | | |
| Income from continuing operations as reported ⁽¹⁾ | 18.0 | 16.7 | 12.7 | 14.0 | 4.5 | 4.5 | 10.8 | 13.0 | 9.1 | 6.1 | 10.3 | 7.1 | 2.3 | (351.0) | 6.6 | 9.6 | 9.4 |
| Impairment expense | - | - | - | - | - | - | - | - | - | - | - | - | - | 535.9 | - | - | - |
| Gain on extinguishment of long-term debt | - | - | - | - | - | - | - | - | - | (0.1) | - | - | - | (34.2) | - | - | - |
| Loss on extinguishment of long-term debt | - | 0.4 | 0.4 | - | - | 11.3 | 1.3 | - | - | - | - | - | - | - | 1.7 | - | - |
| Real estate related losses | - | - | 0.4 | 1.5 | - | - | 1.8 | - | - | - | - | - | - | - | - | - | - |
| Corporate generated F&I gain | - | - | - | - | - | - | - | - | - | - | - | - | - | (4.7) | - | - | - |
| Tax related items | - | - | - | - | - | - | - | - | - | 0.9 | - | - | - | - | - | - | - |
| Executive separation benefits expense | - | - | 1.6 | 2.7 | 2.3 | - | - | - | - | - | - | - | - | - | - | 1.7 | - |
| Reversal of tax reserves | - | - | - | - | - | - | - | - | - | - | (0.8) | - | - | - | (1.1) | - | - |
| Legal settlement expenses | - | - | - | - | 9.0 | 1.0 | - | - | - | - | - | - | - | - | - | - | - |
| Legal settlement benefits | - | - | - | - | - | - | - | - | - | - | - | (1.5) | - | - | - | - | - |
| Restructuring costs | - | - | - | - | - | - | - | - | - | - | 1.2 | 1.7 | - | 3.3 | 1.5 | - | - |
| Dealer management system transition implementation costs | - | - | - | - | - | - | - | - | - | 0.4 | 1.2 | 0.1 | 0.2 | 0.1 | 0.2 | - | - |
| Tax benefit of non-core items above | - | (0.1) | (0.9) | (1.6) | (4.4) | (4.7) | (1.2) | - | - | (0.1) | (0.9) | (0.6) | - | (149.4) | (1.4) | (0.7) | - |
| Total non-core items | - | 0.3 | 1.5 | 2.6 | 6.9 | 7.6 | 1.9 | - | - | 1.1 | 0.7 | 1.2 | 0.0 | 351.0 | 0.9 | 1.0 | - |
| Adjusted income from continuing operations | \$ 18.0 | \$ 17.0 | \$ 14.2 | \$ 16.6 | \$ 11.4 | \$ 12.1 | \$ 12.7 | \$ 13.0 | \$ 9.1 | \$ 7.2 | \$ 11.0 | \$ 8.3 | \$ 2.3 | \$ 0.0 | \$ 7.5 | \$ 10.6 | \$ 9.4 |
| Diluted EPS from Continuing Operations, as reported ⁽¹⁾ | \$ 0.57 | \$ 0.53 | \$ 0.39 | \$ 0.42 | \$ 0.13 | \$ 0.14 | \$ 0.33 | \$ 0.39 | \$ 0.27 | \$ 0.19 | \$ 0.31 | \$ 0.21 | \$ 0.07 | \$(11.07) | \$ 0.20 | \$ 0.30 | \$ 0.29 |
| Adjusted Diluted EPS from Continuing Operations | \$ 0.57 | \$ 0.54 | \$ 0.44 | \$ 0.50 | \$ 0.34 | \$ 0.36 | \$ 0.38 | \$ 0.39 | \$ 0.27 | \$ 0.21 | \$ 0.33 | \$ 0.25 | \$ 0.06 | \$(0.07) | \$ 0.23 | \$ 0.33 | \$ 0.29 |
| Weighted average common shares outstanding (diluted) | 31.7 | 31.7 | 32.5 | 32.9 | 33.6 | 33.6 | 33.1 | 33.0 | 33.3 | 33.0 | 33.1 | 33.2 | 32.3 | 31.7 | 32.1 | 32.2 | 32.3 |

Non-GAAP Financial Disclosure

In addition to evaluating financial condition and results of operations in accordance with GAAP, from time to time management evaluates and analyzes results and any impact on the Company of strategic decisions and actions relating to, among other things, cost reduction, growth, and profitability improvement initiatives, and other events outside of normal, or "core," business and operations, by considering certain alternative financial measures not prepared in accordance with GAAP. These measures include "Adjusted income from continuing operations," "Adjusted diluted earnings per share ("EPS") from continuing operations" and "Adjusted EBITDA." Non-GAAP measures do not have definitions under GAAP and may be defined differently by and not be comparable to, similarly titled measures used by, other companies. As a result, any non-GAAP financial measures considered and evaluated by management are reviewed in connection with a review of the most directly comparable measure calculated in accordance with GAAP. Management cautions investors not to place undue reliance on such non-GAAP measures, but also to consider them with the most directly comparable GAAP measure.

In its evaluation of results from time to time, management excludes items that do not arise directly from core operations, or are otherwise of an unusual or non-recurring nature. Because these non-core, unusual or non-recurring charges and gains materially affect Asbury's financial condition or results in the specific period in which they are recognized, management also evaluates, and makes resource allocation and performance evaluation decisions based on, the related non-GAAP measures excluding such items.

In addition to using such non-GAAP measures to evaluate results in a specific period, management believes that such measures may provide more complete and consistent comparisons of operational performance on a period-over-period historical basis and a better indication of expected future trends. Management discloses these non-GAAP measures, and the related reconciliations, because it believes investors use these metrics in evaluating longer-term period-over-period performance, and to allow investors to better understand and evaluate the information used by management to assess operating performance.

(1) Data has been updated to reflect the Company's discontinued operations status as of March 31, 2012.

Leverage Ratio

| | For the Twelve Months Ended | |
|---|-----------------------------|---------------|
| | Mar. 31, 2012 | Dec. 31, 2011 |
| | (dollars in millions) | |
| <u>Adjusted Leverage Ratio:</u> | | |
| Book Value of long-term debt, including current portion (Total Debt) | \$ 432.9 | \$ 458.6 |
| Calculation of adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"): | | |
| Income from continuing operations | \$ 61.4 | \$ 47.8 |
| Add: | | |
| Depreciation and amortization | 23.1 | 22.6 |
| Income tax expense | 38.1 | 29.6 |
| Convertible debt discount amortization | 0.7 | 0.8 |
| Swap and other interest expense | 43.8 | 45.0 |
| Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) | \$ 167.1 | \$ 145.8 |
| Non-core items - expenses | | |
| Loss on extinguishment of long-term debt | 0.8 | 0.8 |
| Real estate related losses | 1.9 | 1.9 |
| Executive separation costs | 4.3 | 6.6 |
| Litigation related expenses | - | 9.0 |
| Total non-core items | 7.0 | 18.3 |
| Adjusted EBITDA | \$ 174.1 | \$ 164.1 |
| Total Debt / Adjusted EBITDA | 2.5 | 2.8 |

Asbury's leverage ratio is 2.5x

| Rollup (1995-2002) | Expansion (2003-2007) | Recession (2008-2009) | Restructured (2010-2011) | Today (2012) |
|-----------------------|--------------------------|--------------------------|-----------------------------|-----------------|
|-----------------------|--------------------------|--------------------------|-----------------------------|-----------------|

- Formed in 1995
- Between 1996 and 2000 acquired 8 dealership groups
- Between 2000 and 2002, acquired over 15 dealerships
- IPO in 2002 with 86 dealerships in the portfolio

- Decentralized management structure
- Acquired over 10 dealerships
- Leverage ratio above 4.0x
- Paid between \$13M and \$22M in annual dividends from 2006 to 2007
- Averaged \$60M of capex per year

- Managed through GM & Chrysler bankruptcies
- Suspended dividend payments
- Sold stores and placed acquisitions on hold
- Centralized management structure and moved HQ from New York to Duluth, GA
- Reduced SG&A by over \$100M
- Reduced capex by 75%

- Purchased Greenville dealership, sold heavy truck business and subprime loan portfolio in 2011
- Spent over \$100M in paying down debt and buying leased property
- Repurchased over \$40M of Asbury stock
- Leverage less than 3.0x
- Converted stores to a common dealer management system
- Deployed social media, web initiatives and other customer interfacing systems

- Strong balance sheet, leverage ratio less than 3.0x – in line with peers
- Financial flexibility
- New senior management team and operating structure
- Common systems in all stores
- Standardized processes

Today, we are a very different company

2012 Product Cycle: Changes to New Vehicles

| Redesigned | |
|------------------|-------------------|
| Acura MDX | Nissan Altima |
| Acura RDX | Nissan Pathfinder |
| Audi A3 | Nissan Sentra |
| Audi Q7 | Porsche 911 |
| BMW 3 Series | Porsche Boxster |
| Ford Escape | Toyota Avalon |
| Ford Focus | Toyota Camry |
| Ford Fusion | Toyota RAV4 |
| Honda Accord | Toyota Tacoma |
| Honda Civic | Toyota Yaris |
| Infiniti G Sedan | Volkswagen Golf |
| Lexus ES 350 | Volkswagen Jetta |
| Lexus GS 350 | Volkswagen Passat |
| MB S-Class | |

| All New |
|----------------|
| Acura ILX |
| Audi Q3 |
| Infiniti JX |
| MB B-Class |
| Toyota Prius C |
| Toyota Prius V |



2012 Honda Civic



2012 Ford Focus



2012 MB C-Class



2012 BMW 3-Series



2012 Toyota Camry

Exciting new products drive sales