

RULES *of the* **ROAD**

Code of Business Ethics

AutoNation 

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Letter from the **CEO**



Dear Associates:

AutoNation is proud to be the leader in the automotive retail industry. We have achieved this distinction by not taking any short cuts with our Customers or others with whom we do business. This means we conduct our business with high standards of business conduct and in compliance with the law. Simply put, when it comes to ethics at AutoNation, we take the high road. We are in business for the long term and nothing less will do.

AutoNation's Code of Business Ethics is in place to help support an environment of business ethics and responsibility. Ethics may seem like a complex topic, but the important things to remember are to be ***honest, fair, respectful and responsible***, with each other and with those with whom the Company does business.

The Code

The Code of Business Ethics describes our standards of business conduct and also describes the steps AutoNation takes to ensure that our standards are understood and followed. Each Associate throughout the organization is expected to comply with the standards set forth in the Code. Read the Code carefully and make sure that you understand it, the consequences of non-compliance, and the Code's importance to the success of the Company.

The Importance of Asking Questions and Raising Concerns

Of course, it is impossible to anticipate every issue that might arise. You should always feel free to ask questions if you are unsure about any matter concerning the law, ethics or Company policy. There are many resources available to help you with difficult situations.

It is also very important that you report any suspected violations of the law or Company policy using the procedures described in the Code. Learning of and dealing with potential problems in a timely manner is essential for us to maintain our high standards of conduct.

At AutoNation, we want each of you, our valued Associates, to be driven every day to do your best. A key to achieving long term success as a company and as individuals is acting ethically and complying with the legal requirements that govern our business. Taking the high road is the right thing to do, and it's critical that we do so in every aspect of our business.

Thank you for your contributions to AutoNation and your commitment to our Business Ethics Program.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mike Jackson', with a long horizontal flourish extending to the right.

Mike Jackson
Chairman and CEO

INTRODUCTION

and Overview



Maintaining Our Commitment to High Standards of Business Conduct

At AutoNation, we have always been committed to conducting business with high standards of business conduct. These standards play a critical role in preserving the trust of our Customers, shareholders, suppliers, regulators and others. They have also helped us become America's best run, most profitable automotive retailer.

The Code describes our standards and helps us navigate the legal and ethical challenges we can face as employees. And, most importantly, the Code explains our commitment to conducting our

business in compliance with the law and sound principles of business ethics. Because our business depends on our reputation for integrity, the policies referenced in the Code often go beyond the requirements of the law.

The Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise. AutoNation has resources to help you in these situations. And we of course rely on your good sense of what is right, including a sense of when it is proper to seek guidance from others.



Our **Business Ethics Program**

The Code is only one part of our Business Ethics Program. Some other parts of the Program include:

- AutoNation policies, which are available on www.dealercentral.net and which provide more detailed information about each of our standards of conduct. You are required to read those policies that are relevant to your job and to agree to abide by the letter and spirit of each.
- Business Ethics training and other communications, which are designed to help you understand how our standards of conduct apply to your job. Please pay careful attention to our ethics training and communications.
- Many different ways for you to seek guidance and report concerns when you have them.
- Investigation of reports of suspected misconduct in an appropriate manner, and prompt action when violations occur.

Our Business Ethics Program is overseen by our Business Ethics Committee, which consists of the President and Chief Operating Officer, the General Counsel and the Chief Financial Officer. Our program also has the active support of the Board of Directors and all of senior management.

To Whom Does the Business Ethics Program Apply?

The Code, the Business Ethics Policies and all other related materials apply to all Associates of AutoNation, Inc. and of its subsidiaries. Some Business Ethics policies also apply to contractors, consultants, business partners and others as identified in each specific policy. For convenience only, the Business Ethics Program documents refer to all employees of AutoNation, Inc. and of its subsidiaries as "AutoNation Associates," "our Associates," "Associates," "we" or "you," or use similar terms.





Reporting Concerns and Raising Ethical Issues

We welcome questions from Associates. Please seek guidance if you are unsure about the appropriate course of action in any situation. In addition, to maintain our commitment to high standards of business conduct, it is critical that you report possible violations of the law or the Business Ethics Program.

Potential or Imminent Danger

Immediately report any instances of violence, hostile behavior, or possession of weapons to your manager or another member of management at your facility or location. In the case of threats or assaults that require immediate attention, contact 911 or local law enforcement first.

Routine Workplace Issues / General Policy Questions

As part of our Open Door Policy, you should generally direct routine workplace issues (such as work schedule, dress code, and smoking in restricted areas) or general questions on a particular policy to:

- Your manager first; or
- Another manager with whom you feel comfortable speaking; or
- Local Human Resources; or
- Any resources listed below.

Illegal or Unethical Conduct

Concerns about sexual or other harassment, illegal discrimination, fraudulent sales practices, or any violation of law are not considered routine.

Any suspected or known violations of law or the Business Ethics Program or ethical misconduct should be reported immediately to any of the following:

- Your manager or another manager with whom you feel comfortable speaking; or
- Any resources listed below.

Additionally, you may seek guidance from or report concerns to:

- **Corporate or Region Human Resources, the Legal Department or AutoNation's Business Ethics Committee.**
- **The AutoNation Alertline at 1-800-597-0094.**

Remember, however, that threats of imminent danger must be handled immediately as detailed above.

Accounting and Auditing Issues

Reports regarding accounting, internal accounting controls or auditing matters, including questionable accounting or auditing matters, should be made to any of the following:

- The Legal Department, the Business Ethics Committee, or the Alertline.
- The Business Ethics Program email address (businessethics@autonation.com).
- The Audit Committee mailing address:

Audit Committee

AutoNation, Inc.

c/o Corporate Secretary

200 S.W. 1st Avenue, Suite 1600

Fort Lauderdale, Florida 33301

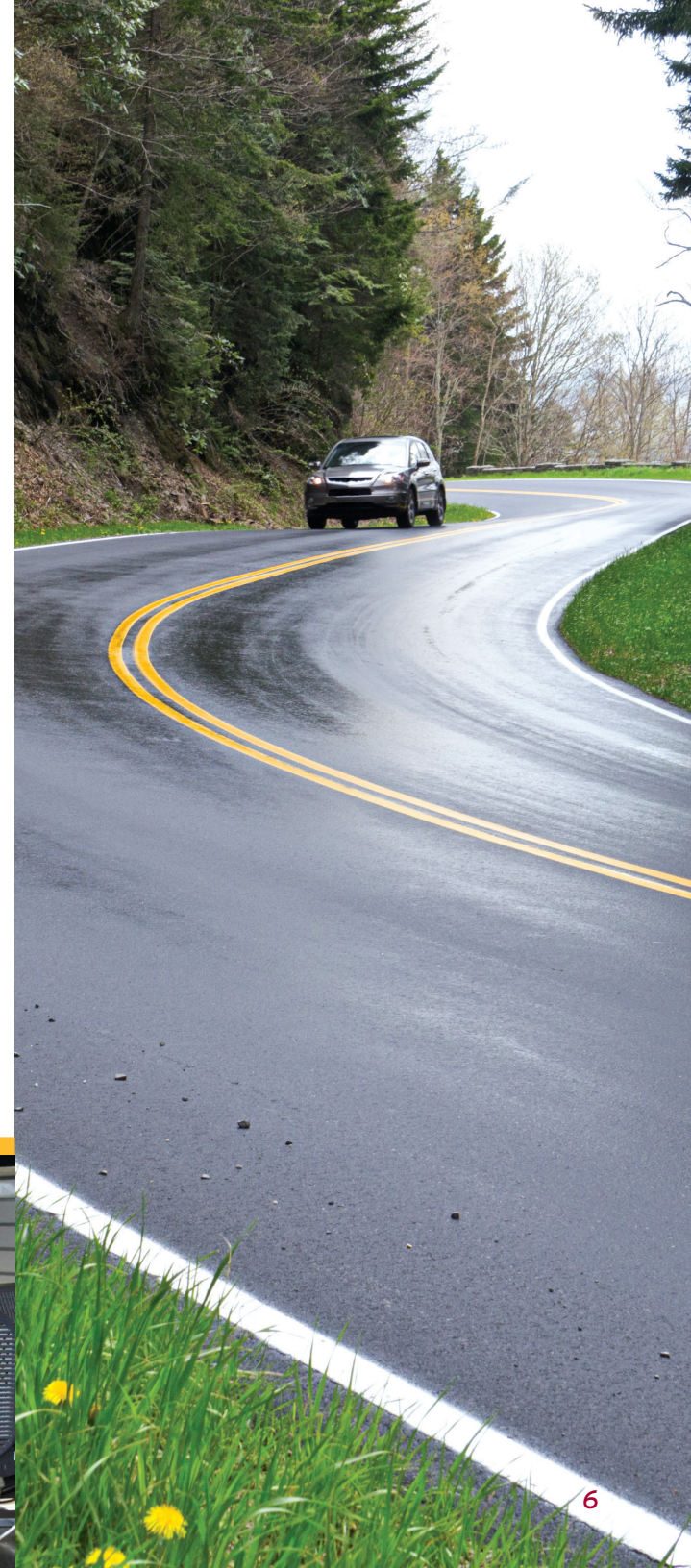
The Company prohibits retaliation for making a good faith report regarding accounting or auditing matters - or regarding any other issue.

Confidentiality

All reports will be treated confidentially to the extent reasonably possible, given the need to conduct an investigation and otherwise respond to the concern.

Reports to the Alertline may be made without giving your name, although identifying yourself makes the follow-up investigation easier.

For more information, see our Policy regarding Reporting Violations and Seeking Guidance (Policy No. 1).





INTRODUCTION and Overview



Q What exactly is the Alertline?

A *The Alertline is a toll-free telephone line (1-800-597-0094) that is run by a third party. The line is available to AutoNation Associates to report their knowledge or suspicions of violations of the Business Ethics Program or other illegal, unethical or improper conduct or to simply seek guidance. The Alertline is available 24 hours a day, 365 days a year.*

What happens when I call the Alertline?

Your call is answered by a trained Communications Specialist who will:

- Ask you to provide your work location and a description of your concern;
- Make handwritten notes as you describe your concern;
- Ask follow-up questions to gather further information about your concern; and
- Notify you of your individual report number and PIN and provide you with a date to call back to receive the status of your concern.

Do I have to give my name?

No, you are not required to identify yourself when you call the Alertline; however, it may be easier for the Company

to follow up on your concern if you identify yourself because this allows a Company representative to contact you directly to obtain further information, which may be needed for a thorough investigation.

Are calls ever tracked or recorded?

No - calls to the Alertline are never tracked or recorded.

Do I have to call during business hours and from the office?

No. Communications Specialists at the Alertline are available to take your call 24 hours a day, 365 days a year. The Alertline is accessible through a toll-free telephone number, which means that you can contact the Alertline from anywhere, any time. You can call from home, the office, your cell phone - wherever it is comfortable for you.

We Do Not Retaliate for Making Good Faith Reports

AutoNation strictly prohibits retaliation against any Associate who makes a good faith report of a suspected violation of the law or the Business Ethics Program or who participates in an investigation of any complaints.

Reporting in “good faith” means that you reasonably believe the information that you provide to be true. Retaliation is itself a serious violation of the Code and will be dealt with accordingly. Examples of retaliation include harassment, demoting or firing an Associate, or withdrawing benefits because an Associate makes a good faith report.

For more information, see our Policy regarding Non-Retaliation ([Policy No. 2](#)).

Q I’m uncomfortable with something that’s happening at work, but don’t have hard evidence that our standards of conduct are being violated. What should I do?

A *You should report the matter using the resources described in the Code. If you wait until you have certain proof of misconduct, it may be too late to prevent harm to AutoNation or others from a possible violation. In addition, you should never conduct your own investigation of suspected misconduct, as this could compromise the investigation and hurt the Company. Report the matter and let the appropriate, designated individuals look into it.*



How **We Enforce** Our **Standards** of **Conduct**

All reports of suspected misconduct will be investigated appropriately and treated confidentially to the extent reasonably possible. Discipline, up to and including termination, may be imposed for violating either the law or Company policy, including the Code of Business Ethics and the Business Ethics Policies.

Q

I overheard two Associates talking about doing something wrong, but I'm not involved and it has nothing to do with my part of the business. Can I get in trouble for not reporting it?

A

Yes, you can. Regardless of what's involved or how you received the information, all Associates are required to report known or suspected violations of the law or the Business Ethics Program.

A **Word** on **Managers' Additional Responsibilities** under the **Code**

At AutoNation, ethical leadership is an essential component of effective leadership. For this reason, we hold managers to a high standard under our Business Ethics Program.

If you are a manager, you have a responsibility to, among other things:

- Ensure that your direct reports are familiar with the policies that apply to their jobs and understand the importance of our standards of business conduct to our success;

- Be a role model and set an example of ethical behavior through your own conduct and through your oversight of the work of others;
- Maintain a workplace environment in which Associates feel comfortable raising concerns; and
- Support employees who in good faith raise questions or concerns about compliance.

Once you, as a manager, are made aware of a potential violation, you should report that information to your own manager, Corporate or Region Human Resources, or the Legal Department as quickly as possible. AutoNation's strict non-retaliation policy is critical to our Business Ethics Program and our corporate culture. As a manager, you have a responsibility to help ensure that retaliation does not occur, which may require that you monitor appropriate situations.

**MAINTAINING_a
SAFE_{and} ETHICAL
WORKPLACE**

AutoNation's Associates are its greatest asset. The Company has developed a number of ethics and compliance standards to protect all of us and provide an environment in which we are each able to reach our full potential.

Equal Employment Opportunity

AutoNation provides equal employment and promotional opportunities for all Associates as well as any individual applying for employment without regard to race, religion, sex, sexual orientation, national origin, age, disability or any other category protected by law. Illegal discrimination or harassment will not be tolerated from any Associates or from any outsider dealing with AutoNation.

For more information, see our Policy regarding Equal Employment Opportunity (Policy No. 3).

Q

I heard someone at my store say that a position we're hiring for should go to a young person. Is this fair?

A

AutoNation does not base hiring decisions on age or any other category protected by law. You should report this matter to Corporate or Region Human Resources, or any other resource described in the Code.



No Harassment

AutoNation is committed to maintaining a work environment free from sexual and other harassment. Unwelcome sexual advances, requests for sexual favors and other forms of verbal, physical, written or visual conduct of a sexual nature will not be tolerated. AutoNation managers are required to take reasonable actions to prevent conduct at work that creates an intimidating, hostile or offensive work environment. You should promptly report harassment, whether by an employee or a non-employee, to your manager, any other manager with whom you feel comfortable, Corporate or Region Human Resources, the Alertline, or any other resource described in the Code. And remember that, regardless of legal definitions or requirements, at AutoNation, we treat each other with respect.

For more information, see our Policy Prohibiting Harassment (Policy No. 4).

Q

My co-worker jokes about my colleague's race and his sexual preference. Is that ok?

A

No, this behavior is totally inconsistent with our standards and could be a violation of the law. Report this issue as described in the Code.

Wage and Hour Laws

At AutoNation, we are committed to following the requirements of federal, state and local law, as applicable, in the payment of minimum wages and overtime compensation and in other pay practices. We are also committed to keeping proper

records for wages, hours and overtime. In no circumstances may any Associate falsify any record relating to wages or hours worked.

For more information, see our Policy regarding Wage and Hour Laws (Policy No. 5).

Q

I am an hourly employee and on my days off, I sometimes come into work to catch up on mail. Is that a problem?

A

These duties should be completed during regular work hours unless management has authorized you to work on your days off. Clock in and out for all hours you work (even if unauthorized), and you will be paid for all hours worked. However, you should also obtain authorization before working these hours. If you feel that you are being pressured not to record all hours that you work, you should report this concern through the avenues described in the Code.



Workplace Health and Safety

We must work together to provide a safe and healthy workplace for all Associates and for Customers and other visitors to Company premises. This means:

- Maintaining facilities free from recognized hazards;
- Obeying all Company health and safety rules as well as applicable laws and regulations;
- Operating equipment safely with all safety devices in place; and
- Wearing personal protective equipment wherever required.

Immediately report to your manager any injuries or violations of health and safety policies, laws or regulations.

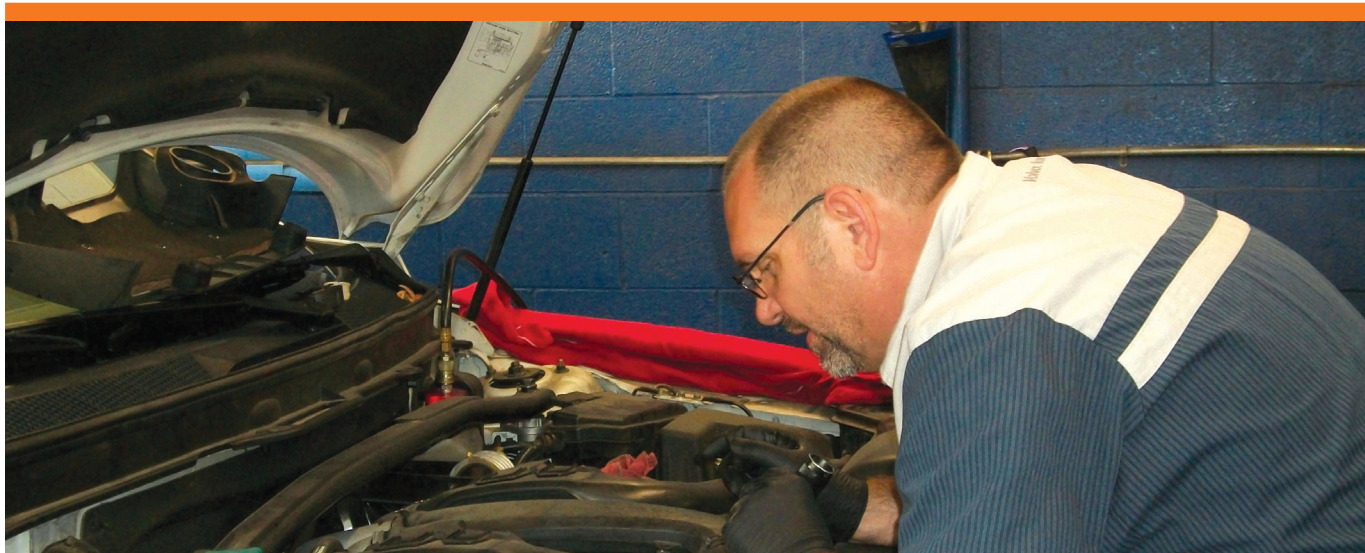
For more information, see our Policy regarding Workplace Safety and Health (Policy No. 6).

Q

Do I really need to report a minor work-related injury that may ruin my facility's strong safety record?

A

Yes. Safety performance should be based on truthful reporting. Please remember that prompt medical attention should be sought where appropriate and in accordance with Company policies and procedures.



Protecting the Environment

At AutoNation, we strive not only to comply with all applicable environmental laws and regulations, but also to conduct our business in a manner that protects the environment, all Associates and the general public. AutoNation has implemented an Environmental, Health and Safety Compliance Program, which includes training and consulting support at every store.

For more information, see our Policy regarding Environmental Compliance (Policy No. 7).

Preventing Workplace Violence

No Associate may bring firearms, explosives or any other weapons into the workplace or any work-related setting, regardless of whether the Associate is licensed to carry the weapons, except as prohibited by law. AutoNation reserves the right to conduct searches on Company property to ensure that dangerous materials or items are not present, as permitted by law. The Company will not tolerate any level of violence or intimidation in the workplace or in any work-related setting. In the case of imminent danger, you should immediately call 911 or law enforcement.

For more information, see our Policy regarding Prevention of Workplace Violence (Policy No. 8).



Q

I learned that one Associate with whom I work recently threatened a co-worker. The Associate who received the threat is too frightened to report it. What should I do?

A

Tell your manager or Human Resources about the incident immediately. No Associate should be subject to threats, and AutoNation will ensure that the situation is addressed properly.

Drugs and Alcohol

AutoNation is committed to maintaining an alcohol and drug-free working environment. We prohibit the unlawful possession, use, sale, manufacture, distribution or dispensation of illegal or controlled substances by any Associate while on Company premises or on Company business. However, it is permissible to drink alcoholic beverages at appropriate business functions, as authorized.

For more information, see our Policy regarding Drugs and Alcohol (Policy No. 9).

Q

Sometimes after lunch my co-worker looks like he is under the influence of alcohol or drugs. What should I do?

A

You should contact your manager, Human Resources, or any other resource discussed in the Code, as this situation could be dangerous for your co-worker and others.

ETHICAL PRACTICES in the **MARKETPLACE**

Trust is essential to the success of AutoNation - trust between Associates and between AutoNation and its Customers, suppliers, business partners and others. At AutoNation, we deal fairly with each other, with those with whom we do business, and with our competitors. We never take unfair advantage of others or engage in unfair business practices.

Selling, Marketing and Advertising

At AutoNation, we deal with Customers and the public fairly and in compliance with the law. When we advertise and sell our products and services, we do so honestly and transparently. We provide Customers with clear, accurate information to help them make informed buying decisions. Comparisons to our competitors must not be disparaging or untrue. We avoid not only inaccurate statements but also omissions that make our statements misleading.

Q

I just joined the Company as a used car salesperson. At my old dealership, “puffing” to sell a vehicle - such as telling a Customer that I knew the prior owner and the vehicle was kept in mint condition, even if it was untrue - was standard practice. Is this okay at AutoNation?

A

No, making such a comment would violate Company policy and possibly the law depending on the circumstances. Always stick to the facts and avoid any untrue or misleading statements.



Finance and Insurance Products

We properly document, accurately represent and fully disclose to the consumer the cost of each Finance and Insurance (F&I) product. We sell F&I products based on AutoNation’s menu-based sales process and comply with all laws which govern the sale of F&I products. We may not sell F&I products for more than the applicable maximum selling price.

For more information, see our Policy regarding Finance and Insurance Products ([Policy No. 10](#)).

Parts and Service

At AutoNation, we accurately and fully disclose to the consumer the cost of parts and service. We properly perform and charge only for necessary repairs and service. In addition, we properly document any consumer agreement to purchase parts and service, and otherwise comply with all laws that apply to the sale of parts and service.

For more information, see our Policy regarding Parts and Service ([Policy No. 11](#)).



Non-Discrimination

AutoNation does not discriminate against Customers, including with respect to providing credit, based on age, sex, race, religion, or any other category protected by law. When necessary, AutoNation will provide reasonable accommodations for disabled Customers.

Information Belonging to Customers

We each have a responsibility to protect the privacy of information entrusted to us in our work. We are responsible for protecting Customer information from misuse, theft, loss, disclosure and unauthorized use. Do not reveal any information regarding an AutoNation Customer to others outside the Company without first obtaining the permission of the Customer or as required by law - and only after obtaining the approval of the Legal Department. We must also guard against disclosure of Customer information to fellow Associates whose duties do not require that they be given the information.

For more information, see our Policy regarding Confidentiality of Customer Information ([Policy No. 12](#)).

Q

May I send a flier to our Customers about a friend's business? The business doesn't compete with AutoNation.

A

No, this would be an improper use of Customer information.





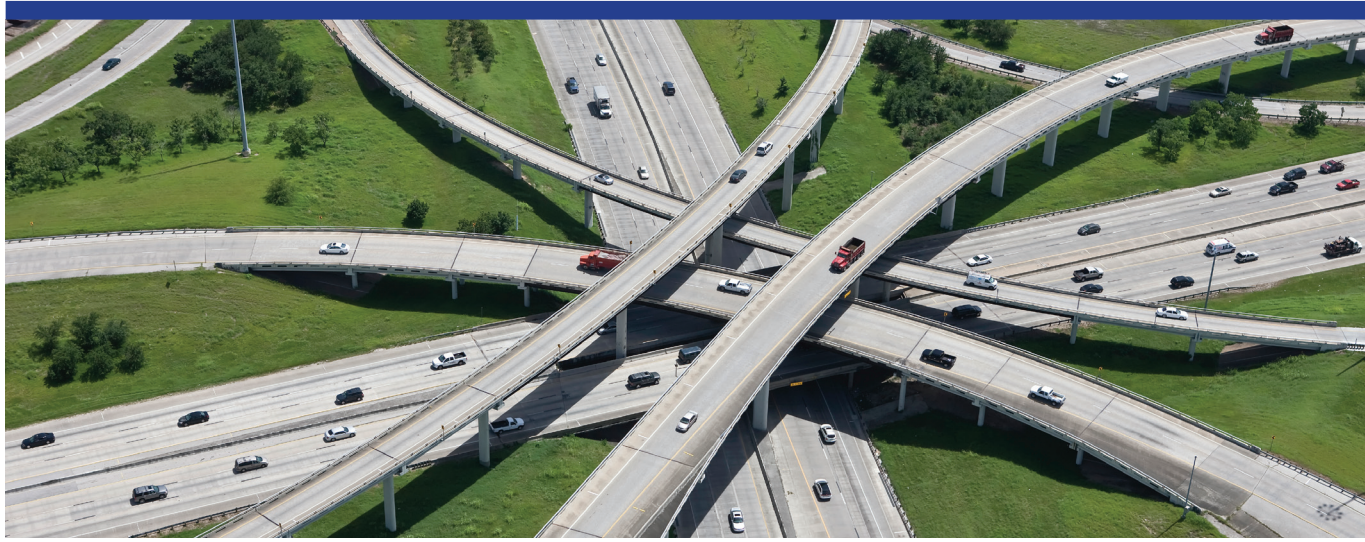
ETHICAL PRACTICES in the **MARKETPLACE**

Antitrust

At AutoNation, we compete vigorously but fairly, and always in compliance with the antitrust laws. We never agree with a competitor to limit how we compete with one another. Some of the most serious antitrust offenses are agreements between competitors that fix prices or divide a market for Customers, territories or products. Never agree with a competitor on any of these topics. Antitrust rules apply to purchasing as well as selling.

Violations of antitrust laws tend to be punished severely, resulting in jail time and large fines. You should contact AutoNation's Legal Department immediately if you are aware of any agreement or suggested conduct that even potentially raises questions about antitrust violations.

For more information, see our Policy regarding Antitrust Law and Competitive Practices (Policy No. 13).



Q

At a recent trade association meeting, an employee from a competitor said to me, "I wish we could do something about all those deep discounts - they're bad for business." I didn't reply. Is this conversation a problem?

A

It could be - particularly if both AutoNation and the competitor eliminated the discounts and, based on the conversation, it was assumed that you had agreed to fix prices with the competitor. If you ever find yourself present during a discussion with competitors regarding prices, terms of sale, costs or other sensitive matters, immediately break away from the discussion in a way that makes it clear you consider this improper, and promptly contact the Legal Department.

Properly Obtaining Competitive Information

In our industry, it is common and appropriate to acquire information about other organizations, including our competitors. However, we may only gather and use competitive information in a legal and ethical manner. We should never try to gather information by misrepresenting who we are or by stealing. And we should not attempt to

influence another person to breach an agreement of confidentiality.

In addition, you should not bring confidential information belonging to your former employer to AutoNation, and never ask anyone else to do that either.

For more information, see our Policy regarding Anti-trust Law and Competitive Practices ([Policy No. 13](#)).



Q

A new Associate recently joined us from a competitor - and some of my colleagues want to question him about the competitor's marketing plans. Is this appropriate?

A

No. Because the new employee's knowledge would likely be based on his former employer's confidential information, you may not speak to him about this.



ETHICAL PRACTICES in the **MARKETPLACE**



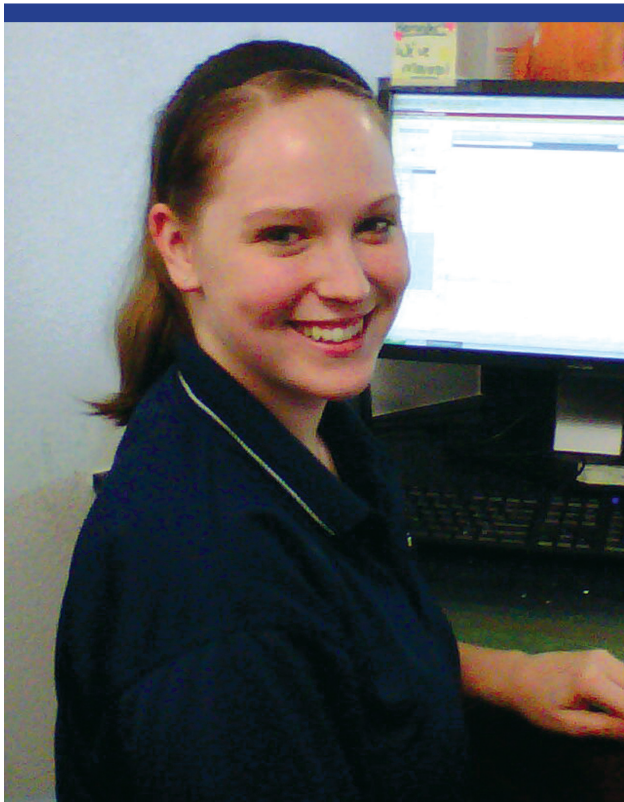
Intellectual Property and Information of Others

Intellectual property includes copyrights, patents, trademarks, trade secrets and other confidential information. We respect the intellectual property rights of our suppliers, Customers, business partners, competitors and others. We each have a duty to make sure that all software we are using is appropriately licensed and that we are using it only in accordance with the terms of the license.

For more information, see our Policy regarding Intellectual Property and Information of Others ([Policy No. 14](#)).

Q A friend gave me some non-public information about an AutoNation competitor. I didn't ask for it, but now that I have it, what should I do?

A *No matter where the information came from or what the motivation of the person giving it to you was, you should not review or make copies of the material or share it with others. Instead, you should contact the Legal Department immediately.*



Q Can I bring software from home and load it on my computer at work?

A *No, not without appropriate permission from management. This could be a violation of the licensing agreement for the software. Unauthorized software can also pose threats to our IT systems.*

PROTECTING the
COMPANY'S INTEREST

Accurate Books and Records

At AutoNation, we prepare all Company documents in an accurate, truthful and timely manner and record the Company's financial activities in compliance with all applicable laws and accounting practices. We are committed to making full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company.

In addition to ensuring the accuracy of our financial records, all other Company information that is recorded should be reported in an accurate, complete and prompt manner. This includes information concerning Company plans, operating procedures, personnel, hours worked, and every other aspect of our business. Travel and expense claims should be appropriate, timely and accurate, and prepared in accordance with Company policy.

For more information, see our Policy regarding Accurate Books and Records (*Policy No. 15*).

Q

I'm concerned that my region's quarterly sales report is inaccurate. What should I do?

A

Speak with your manager, assuming you are comfortable doing so. You may also report the matter to the Legal Department, the Alertline, or any other resource described in the Code.



Q

I recently learned that in my work group certain payments are recorded as marketing research expenses when they are actually spent for entertainment purposes. The amounts spent are booked accurately, so is there a problem if the description is incorrect?

A

Yes there is, because both our policy and the law require that our books and records accurately and fairly reflect our transactions. This matter should be reported to Corporate or Region Human Resources, the Legal Department, the Alertline, or through the other avenues described in the Code.

Q A parts manufacturer offered everyone in our store's Parts Department an iPad if we sell a minimum number of parts over the course of six months. I think that I saw two Associates falsifying sales orders to reflect that these parts were sold, when in fact they were not, to make it seem that we had met our sales goal. What should I do?

A *You should speak with your manager if you are comfortable doing so. You can also report your suspicions to Corporate or Region Human Resources, the Legal Department, the Alertline, or any other resource described in the Code. The important thing is that you let someone know about your concerns.*



Record Maintenance Requirements

Not only must our records be accurate, but we are responsible for maintaining them for the time periods needed for AutoNation's business purposes and as required by law. We are each responsible for understanding record retention requirements that are relevant to our job, and seeking guidance if we are unsure about these requirements.

If you learn of a subpoena or a pending or contemplated litigation or government investigation, you should immediately contact the Legal Department. You must retain and preserve ALL records that may be responsive to the subpoena or relevant to the litigation or the investigation until you are advised by the Legal Department as to how to proceed. Do not destroy or alter any such records in your possession or control. You must also preserve from

destruction all relevant records that without intervention would automatically be destroyed or erased, such as e-mails. Destruction of such records, even if inadvertent, could seriously prejudice the Company and could result in criminal prosecution. If you have any questions regarding whether a particular record pertains to a pending or contemplated investigation or litigation or how to preserve particular types of records, ask the Legal Department for advice.

In addition, we must never mislead or otherwise impair the work of the Company's internal auditors or external public accountants.

For more information, see our Policy regarding Accurate Books and Records (Policy No. 15).



Q

I heard rumors that a lawsuit might be brought involving AutoNation, and one of my colleagues asked me to do him a favor and delete some e-mails which could be personally embarrassing to him in the case. Is this okay?

A

Deleting the e-mails would violate our policy - and possibly the law - regarding preservation of documents. You should report the request using the procedures outlined in the Code.



PROTECTING the **COMPANY'S** INTEREST

Contact with the Media and Members of the Financial Community

As a publicly held company, AutoNation has a responsibility to provide accurate and timely disclosure of information, especially in dealing with the media and members of the financial community. To help ensure that external communications about the Company are accurate, consistent and comply with applicable laws and regulations, the Company has appointed designated spokespersons who are the only personnel authorized to discuss information about AutoNation with members of the media or the financial community.

Associates should refer requests for information from the media, the financial community and other such groups to the Corporate Communications, Investor Relations or Legal Departments, and should then inform the appropriate manager or department head of the request.

For more information, see our Policy regarding Dealing with the Media, the Financial Community and Social Media (Policy No. 16).

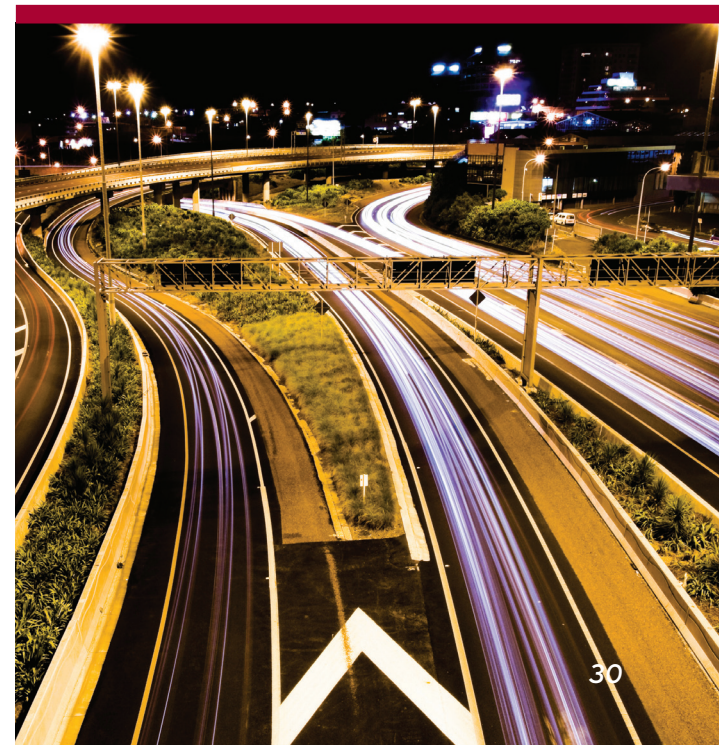


Q

I read a news article which erroneously reports that the Company is having business difficulties, and I want to respond by a letter to the editor correcting the mistakes in the article by describing strong expected earnings. Is this okay?

A

No, it isn't. Even though your desire to set the record straight is well intended, this sort of disclosure of confidential information could be considered a violation of law and AutoNation policy. You should send the article to the Corporate Communications Department and let them follow up if appropriate.



Social Media

We welcome the opportunity to engage in appropriate conversations about the Company and our industry through social media. If your job requires you to use social media to represent AutoNation (including any stores or other entities), you must have the proper written authorization from the Corporate Communications and Social Media Departments to do so. Before disclosing any Company-related information through internal or external social media, you are required to review such content with both the Corporate Communications and Social Media Departments.

Also, each of us who uses social media either as part of our jobs, or in a personal capacity where the social media information concerns AutoNation, must follow our Social Media Policy as outlined in the Associate Handbook. Always be careful when writing about the Company as inappropriate information disseminated through social media can damage the Company and its business interests.

For more information, see our Policy regarding Dealing with the Media, the Financial Community and Social Media (Policy No. 16)



The above registered trademarks are the property of the registered trademark holders.

PROTECTING the COMPANY'S INTEREST



Insider Trading

Insider trading laws prohibit buying and selling AutoNation or other companies' securities while aware of information that is not publicly known (called "non-public" information) and that could affect the price of the securities (called "material" information). You should also never suggest that anyone else buy or sell such securities while you are in possession of material non-public information, as such "tipping" can be every bit as illegal as trading for your own account based on inside information.

For more information, see our Policy regarding Insider Trading ([Policy No. 17](#)).



Q

I have been working on an important and highly confidential project at AutoNation which I think will be very good for our business. I recently read a news article with some pretty accurate speculation about the project. Does this mean that I can buy AutoNation stock?

A

No, it doesn't. Speculation is not the same thing as actual knowledge, and therefore if you bought AutoNation stock you could be guilty of insider trading.

Q

In the course of my job I heard that one of our corporate Customers will soon announce that it will be getting a large contract. Can I buy stock in their company?

A

No, because this involves the Customer's inside information, which you gained during the course of your work with AutoNation.

Q

I work in Finance and a good friend who is also an employee asked about our next earnings report. She and I know I can't be specific, but would it be okay if I give her a hint?

A

No, it would not be okay. Disclosures of any type - including hints - are inappropriate under insider trading laws and our policies.

Conflicts of Interest and Corporate Opportunities

We owe a duty to AutoNation to act in the Company's best interests. A conflict of interest exists when your personal interests (which can include the interests of your family members or friends) conflict or interfere in any way - or even appear to conflict or interfere - with the interests of the Company.

Examples of transactions that may present conflicts of interest include you or a family member owning an interest in or serving as an employee or consultant of a supplier, wholesale vehicles business or a vendor that provides services to the Company, such as computer repairs, software or landscaping services.

Corporate Opportunities

One potentially damaging type of conflict of interest concerns "corporate opportunities," meaning taking personal advantage of a business opportunity that belongs to AutoNation. Examples of improper "corporate opportunities," include seeking a dealership franchise from an auto manufacturer for you, a family member, business partner or affiliate to operate separately from AutoNation, or purchasing, selling or leasing real estate or other facilities that you know or have reason to know that the Company may be interested in, or may need in the future.

Duties Owed to Other Parties

Another type of conflict could arise from duties we owe to other parties. For instance, if you serve on the board of a local charity, you could have a conflict of interest as to AutoNation if the charity is engaged in a negotiation with the Company to purchase a vehicle or fleet of vehicles or with respect to some other matter.



Conflicts Disclosure and Approval Process

To protect the Company's interest, we must ethically handle conflicts of interest.

You may not enter into a transaction or engage in an activity giving rise to a conflict of interest without prior written approval. Executive officers should make prompt disclosure to and obtain the prior written approval of the Corporate Governance Committee or the Board of Directors before entering into any transaction or engaging in any activity that creates an actual or apparent conflict of interest. Other Associates are required to make prompt and full disclosure in writing to the Legal Department or to a member of AutoNation's Business Ethics Committee of any situation that may involve a conflict of interest or pursuit of a corporate opportunity.

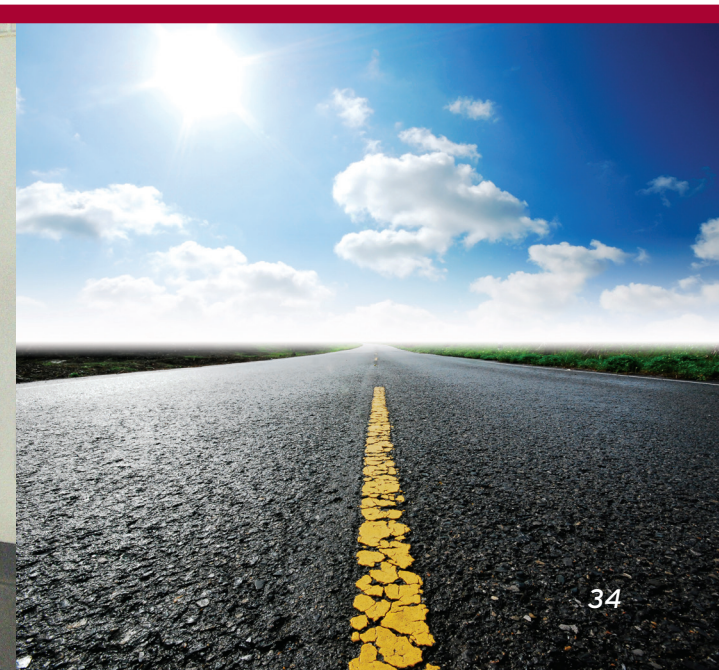
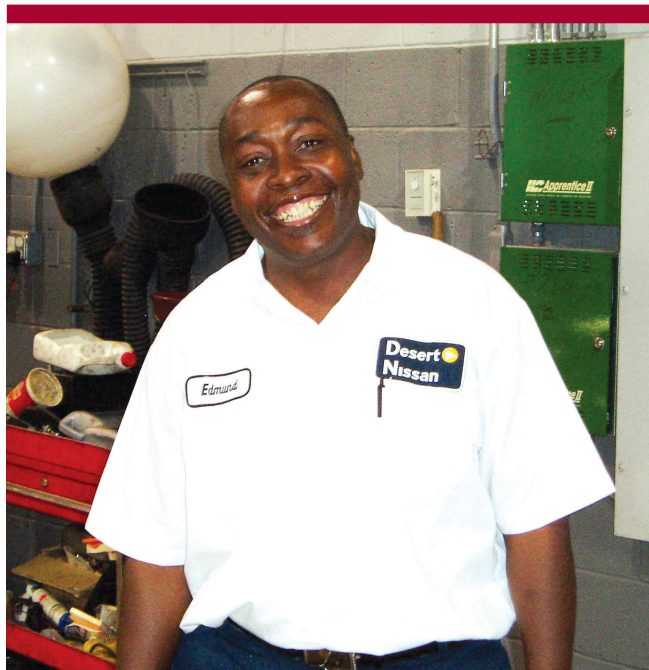
For more information, see our Policy regarding Conflicts of Interest and Corporate Opportunities (Policy No. 18).

Q

My sister-in-law has a catering business that provides the best food and service in town, at a very competitive price. Can I hire them for company events?

A

The situation creates a conflict of interest between your desire to get the best deal for AutoNation and your desire to help your sister-in-law. If you disclose your relationship with your sister-in-law's company and remove yourself and your direct reports from the selection process, it may be possible for her company to compete for the business along with other vendors. For that to occur, you would need first to have approval from the Legal Department or a member of the Business Ethics Committee.



Gifts and Entertainment

Gifts and entertainment - while sometimes appropriate to build legitimate business relationships - can also create the danger of actual or apparent conflicts of interests. AutoNation does not want the receipt of gifts, gratuities or favors to interfere with our ability to make decisions solely in the best interests of our Company, or to create the appearance of favoritism. We may offer or accept only infrequent meals, entertainment or gifts of reasonable value that are customary and commonly accepted business courtesies. No Associate may accept a gift that exceeds \$250 in value without receiving the approval of the Associate's manager. Before accepting airfare or lodging from a third party, you must obtain pre-approval from your manager. Gifts in cash should never be offered or accepted. And of course we neither offer nor accept any form of bribe or kickback.

It is likely that our business partners have gift and entertainment policies of their own. Be careful not to provide a gift or entertainment that violates the other company's policy.

What is acceptable in the commercial business environment may be entirely unacceptable in dealings with the government. There are strict laws that govern providing gifts, including meals and entertainment, to government officials and employees. Do not provide gifts or anything of value in connection with Company business to a government official or employee or members of their families without prior written approval from the Legal Department.

For more information, see our Policy regarding Gifts and Entertainment (Policy No. 19).

Q

I saw a customer offer a sales manager a discount on lawn services for his home in exchange for a good deal on a car. What should I do?

A

You should report what you saw to your manager or to any of the other resources listed in the Code. Since you don't know whether the sales manager accepted the offer, it could certainly be the case that nothing inappropriate occurred. However, it is important to report concerns of this nature so that the right people can look into the issue and it can be handled appropriately.

Q An important customer suggested being entertained at a “gentleman’s club” - is this okay?

A *No - it is unacceptable to provide or receive entertainment of a sexual nature or entertainment that otherwise might be embarrassing in connection with AutoNation business.*

Procurement

AutoNation purchases and leases millions of dollars worth of goods and services every month. The Company purchases the best products and services at a fair value regardless of the manufacturer or provider, while conducting its operations according to high standards of business conduct and all applicable legal requirements. Company purchases of goods and services must not result in you or your friends or families receiving personal kickbacks or rebates.

Entering into agreements with others not to deal with certain suppliers (group boycotts) can be illegal and is prohibited. In addition, you may not enter into agreements that limit who the Company can do business with (restrictive agreements and exclusive dealing agreements) unless the agreement is reviewed by AutoNation’s Legal Department in advance and is executed only as directed by the Legal Department.

For more information, see our Policy regarding Procurement ([Policy No. 20](#)).



Protection of Company Property and Confidential Information

We each have a duty to protect and properly use the Company's property and its confidential information. Company property includes our automobiles, facilities, service equipment, computer equipment, and all other Company assets. We must safeguard Company property and confidential information from misuse, theft, or unauthorized disclosure. Company confidential information includes any non-public information that might be useful to competitors or harmful to AutoNation or its business partners if disclosed. It also includes private information about Associates.

Company confidential information should be used only for legitimate business purposes. You must not use or disclose confidential information except when specifically authorized to do so. Confidential information may not be removed from the business premises of AutoNation except as expressly authorized in writing by a manager. As a general rule, you should presume that any information that you receive about AutoNation or its Customers is confidential information and should be protected from disclosure.

For more information, see our Policy regarding Protection of Company Property and Confidential Information (Policy No. 21).



Q

A former Associate called to ask me for help in remembering confidential information about a project that she worked on while she was at the Company. Is it okay to provide this to her?

A

No. A former Associate has no right to access confidential information belonging to AutoNation, even if she helped develop the information. Because she may also be trying to get confidential information from other sources, you should immediately report this request to your manager, Corporate or Region Human Resources, the Legal Department or any other resource described in the Code.

Q

I learned that a colleague is seeking to get information about other Associates' home addresses and phone numbers to let them know about a community event. Should I do anything?

A

You should explain to the colleague that she may not use the information for these purposes. If you believe that she may nonetheless do so, you should report the matter to your manager or any other resource described in the Code.



Information Technology

AutoNation, including Associates, consultants, vendors and business partners, must comply with our IT security policies, and use these resources in a professional, lawful and ethical manner. We are each responsible for the privacy and confidentiality of our computer accounts and secret passwords. It is everyone's responsibility to report violations to management. We may access only those systems and that data for which we are authorized. Data should only be disclosed to other persons authorized to have access to that data.

All IT resources to which AutoNation provides or gives you access are for purposes of Company-approved business

use, and all data stored on Company systems is Company property. You should have no expectation of personal privacy in connection with your use of any Company IT resources.

AutoNation reserves the right to monitor use of business communication systems to the extent permitted by applicable law.

Incidental and occasional personal use of electronic mail and telephones is permitted. However, remember that even personal messages on the Company's email and voicemail systems are Company property. Personal use of AutoNation's resources should:

- Comply with laws and regulations and AutoNation's policies;
- Not interfere with your work responsibilities;
- Not interfere with required business communications; and
- Not be used to support or operate a business other than AutoNation's business.

When you use Company resources to send email or to access the Internet, you are acting as a representative of AutoNation. Never use these resources in a way that may be unlawful or offensive to others.

For more information, see our Policy regarding Information Technology Compliance (Policy No. 22).

Q

I learned that another employee is managing a personal business from his office during lunch hours, using the Company phone and email. Is this okay?

A

No, because this would be an improper use of Company technology resources.



ETHICAL MATTERS

Concerning **GOVERNMENT**
and the **COMMUNITY**

When dealing with the government, different rules apply to AutoNation than when doing business with others. Those of us who have contact with government officials should be aware of the special requirements and always comply with them. If you have questions, consult the Legal Department.

Government Contracts

You may not enter into a contract with a government agency without first obtaining the approval of AutoNation's Legal Department. In contracting with the government - federal, state or local - it is absolutely essential that we be aware of and comply strictly with the laws and regulations that apply to government contracting. It is also critical that the terms of any government contract be met.

If you are at all uncertain as to whether a potential Customer is a government body or about the rules covering government contracting, you should contact the Legal Department.

For more information, see our Policy regarding Government Contracts (Policy No. 23).



Dealing with Government Officials and Employees

Associates who have contact with government officials and employees in connection with their work for AutoNation should be aware of and comply fully with all regulations and laws regarding such contacts. You must not offer or provide any payment or benefit to a government official or employee for the purpose of improperly influencing that person. You also must not make or discuss offers of employment or opportunities to work as a consultant to AutoNation with existing or former government employees without prior written approval by AutoNation's General Counsel.

When we communicate with government bodies or employees for the purpose of

influencing legislation or rulemaking, or any government action, we may have to register as a lobbyist. Do not communicate with government bodies or employees for these purposes without first obtaining approval from AutoNation's General Counsel.

At AutoNation, we are committed to conducting our relations with government employees in a fair and honest manner. We must never lie or misrepresent information when communicating with government employees.

For more information, see our Policy regarding Dealing with Government Officials and Employees (Policy No. 24).



ETHICAL MATTERS Concerning **GOVERNMENT** and the **COMMUNITY**

Investigations and Other Contacts with the Government

AutoNation is committed to cooperating with government agencies. When responding to requests for information from the government, the Company's two primary goals are (1) to provide government investigators complete and accurate information and (2) to protect AutoNation's legal rights. To help accomplish these goals, you must refer all government requests for inspections, audits, investigations or documents to the Legal Department immediately. You are also encouraged (but not required) to notify the Legal Department about requests for interviews from the government. When dealing with government agencies and officials – as when dealing with anyone on behalf of AutoNation – we should always be truthful and accurate.

For more information, see our Policy regarding Government Investigations and Interviews (Policy No. 25).

Political Contributions and Community Service

We comply with all federal, state and local laws regarding political contributions and activities. You may not make any contribution of Company funds, property or services to any political party or committee or to any candidate for or holder of any government office without prior review and approval of AutoNation's General Counsel or his or her designee.

Additionally, while you are encouraged to be active in the political and civic life of your communities, including charitable or educational activities, you should do so in a way that makes it clear that you are speaking and acting on your own behalf, and not that of the Company.

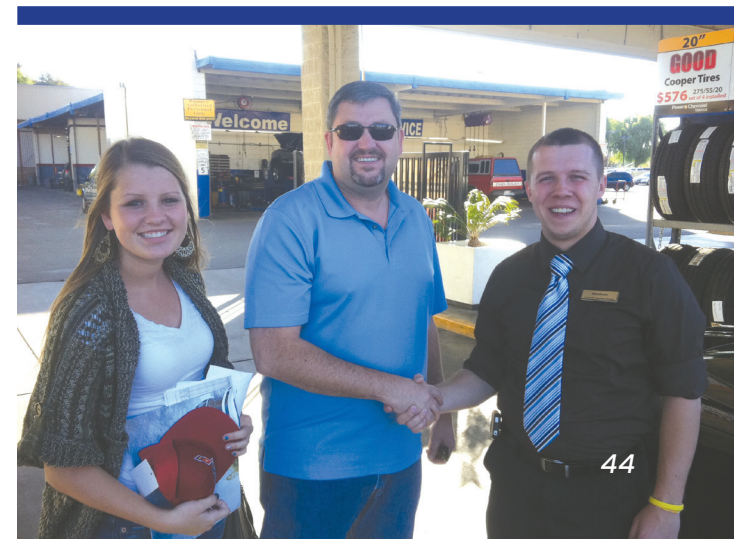
For more information, see our Policy regarding Political Contributions and Activities (Policy No. 26).

Q

Our store was asked to lend some cars to a local political candidate for a large event that he is holding. Can we do this?

A

Possibly. But before making a Company contribution to a political candidate – of cars or anything else – you must obtain the approval of the General Counsel or his or her designee.



CONCLUSION

As the industry leader in automotive retail, AutoNation is committed to conducting business in accordance with high standards of business conduct and applicable laws and regulations. We rely on each of you, our valued Associates, to help ensure compliance with the law and protect the Company's good name and reputation. If you have questions about rules that apply, ask. If you have concerns, raise them. Remember that we can only achieve long-term success as a company and as individuals by acting ethically and complying with the legal requirements that govern our business. Taking the high road is the right thing to do and it's critical that each of us do so every day.



The Code Is Not Comprehensive

No Code of Business Ethics can address all of the legal and ethical issues that can arise in the course of business, nor can a code be a substitute for common sense. Even if something isn't covered in our Code but it seems wrong - in other words, it doesn't pass the "smell test" - you should speak up using the procedures described in the Code. Our policies protect against any retaliation for doing so.

It is also your responsibility to be aware of all AutoNation policies and procedures applicable to your job. Some of these are provided as links in the Code. Associates can also ask for copies from their managers or Human Resources or review the Business Ethics Policies and related material on www.dealercentral.net under the Business Ethics Program.





CONCLUSION

No Contract or Other Rights Created

The Code is a statement of the fundamental principles that govern the conduct of the Company's business. The Code, the Business Ethics Policies, and all other Business Ethics related materials (collectively, "Program Documents") are not intended to and do not create any obligations to or rights in any employee, Customer, supplier, competitor, shareholder or any other person or entity. The Program Documents do not alter the terms or conditions of your employment nor constitute an employment contract or an assurance of continued employment.¹

When referred to in any Program Documents, the terms "AutoNation," "AutoNation, Inc." and the "Company" are used for convenience only and include all subsidiaries of AutoNation, Inc. All Associates are employees of the store or other entity for which the Associate works, regardless of references to all employees as "AutoNation Associates," "our Associates," "Associates," "we" or "you," or similar terms in the Program Documents.

Waivers of the Code

Waivers of the Code for directors may be made only by the Board of Directors as a whole and will be disclosed as required by law or regulation. Waivers of the Code for executive officers may be made only by the Board of Directors as a whole or the Corporate Governance Committee of the Board and will be disclosed as required by

law or regulation. Any requests for waivers by others must be made to the Business Ethics Committee. The Company will waive application of the provisions of the Code only in rare circumstances based upon a clear showing that such a waiver is in the Company's best interests.

¹ AutoNation continuously reviews its Business Ethics Program; any of the Program Documents, therefore, are subject to modification without notice. Also, the Code of Ethics and other Program Documents supersede and replace any prior communications, policies, rules, practices, standards and/or guidelines to the contrary, whether written or oral. To the extent there are any conflicts with the current Associate Handbook, the language of the Code and the other Program Documents control. Also to the extent any provisions of the Program Documents conflict with your local law, the provisions of your local law apply.