

AUTONATION, INC.

CODE OF ETHICS FOR SENIOR OFFICERS

AutoNation is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, and to full and accurate financial disclosure in compliance with applicable laws, rules and regulations. This Code of Ethics, applicable to the Company's Chief Executive Officer, President and Chief Operating Officer, Chief Financial Officer, General Counsel, Vice President, Audit Services; and Vice President, Corporate Controller (together, "Senior Officers"), sets forth specific policies to guide you in the performance of your duties.

As a Senior Officer, you must not only comply with applicable laws, rules and regulations. You also have a responsibility to conduct yourself in an honest and ethical manner, and you have leadership responsibilities that include creating a culture of high ethical standards and commitment to compliance, maintaining a work environment that encourages employees to raise concerns, and promptly addressing employee compliance concerns.

AutoNation's Code of Business Ethics, which this Code of Ethics is intended to supplement, sets forth the fundamental principles and key policies and procedures that govern the conduct of all of us in our business. You are bound by the requirements and standards set forth in the Code of Business Ethics, as well as those set forth in this Code of Ethics and other applicable policies and procedures.

Compliance with Laws, Rules and Regulations

You are required to comply with all applicable laws, rules and regulations governing the conduct of our business and to report any suspected violations of applicable laws, rules and regulations as directed herein.

Conflicts of Interest

In order to maintain the highest degree of integrity in the conduct of AutoNation's business and your independent judgment, you should avoid activities and personal interests that create, or even appear to create, a conflict between your interests and the interests of the Company. Senior Officers are expected to dedicate their best efforts to advancing the Company's interests and to use objective and unbiased standards when making decisions that affect the Company. A conflict of interest occurs when your private interests interfere in any way, or even appear to interfere, with the interests of the Company. Your obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and business relationships, and never acting in a manner that could cause you to lose your independence and objectivity. Before making any investment, accepting any position or benefits, participating in any transaction or business arrangement or otherwise

acting in a manner that creates or appears to create a conflict of interest, you must make full disclosure of all facts and circumstances to, and obtain prior approval from, the Corporate Governance Committee or the Board of Directors. You must also make full disclosure of any existing situations that create or appear to create a conflict of interest, and obtain Corporate Governance Committee or Board of Directors approval on how to handle such actual or apparent conflict of interest.

Improper Personal Benefits from the Company

Conflicts of interest can arise when an officer or a member of his or her family receives improper personal benefits as a result of his or her position in the Company. You may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure.

Financial Interests in Other Businesses

You should avoid having an ownership interest in any other enterprise if that interest compromises or appears to compromise your loyalty or business judgment with respect to AutoNation. For example, you may not acquire an interest in a company that competes with AutoNation or that does business with AutoNation (such as a customer or supplier), unless you obtain the prior approval of the Corporate Governance Committee or the Board of Directors. However, it is not typically considered a conflict of interest (and therefore prior approval is not required) to make investments with a total value of no more than one percent (1%) of the outstanding shares of a competitor, customer, or supplier that is listed on a national or international securities exchange (other than a competitor engaged primarily in the automotive retail business, for which any ownership interest will be considered a conflict of interest, except for indirect interests through broad-based mutual funds or similar investment funds).

Business Arrangements with the Company

Without the prior approval of the Corporate Governance Committee or the Board of Directors, you may not participate in a joint venture, partnership or other business arrangement with AutoNation.

Corporate Opportunities

If you learn of a business or investment opportunity, whether through the use of corporate property or information or your position at the Company or otherwise, and such business or investment opportunity could reasonably be expected to be of interest to the Company, then you may not participate in the business or make the investment without the prior approval of the Corporate Governance Committee or the Board of Directors. Such an opportunity should be considered an opportunity for AutoNation in the first instance.

Outside Employment with a Competitor, a Customer or Supplier

Without the prior approval of the Corporate Governance Committee or the Board of Directors, you may not be a competitor, nor may you be employed by, serve as a director of or represent a competitor of AutoNation. Similarly, without the prior approval of the Corporate Governance Committee or the Board of Directors, you may not be a customer or supplier or be employed by, serve as a director of or represent a customer or supplier to AutoNation (unless the Company designates you as a director or officer of the entity, and except for the purchases of products or services from the Company in the ordinary course as a retail customer). You may not accept money or benefits of any kind from a third party as compensation or payment for any advice or services that you may provide to a client, supplier or anyone else in connection with its business with AutoNation.

Charitable, Government, Board and Other Outside Activities

The Company encourages its Senior Officers to participate in projects and causes that further the welfare of our local communities. However, you must obtain the prior approval of the Chief Executive Officer (or, in the case of the CEO, the Chair of the Corporate Governance Committee) before serving as a director or trustee of any charitable, not-for-profit, for-profit, or other entity, or before running for election or seeking appointment to any government-related position.

Family Members Working in the Industry

If your spouse or significant other, your children, parents, or in-laws, or someone else with whom you have a familial relationship is a competitor, supplier or customer of AutoNation or is employed by one, you must disclose the situation to the Chief Executive Officer (or, in the case of the CEO, the Chairman of the Corporate Governance Committee) so that the Company may assess the nature and extent of any concern and how it can be resolved. You must carefully guard against disclosing inadvertently AutoNation's confidential information and being involved in decisions on behalf of AutoNation that involve the other company.

Disclosures

As a public company, AutoNation is required to file various periodic and other reports with the Securities and Exchange Commission ("SEC"). It is Company policy to make 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 SEC and in all other public communications made by the Company. As a Senior Officer, you are required to promote compliance with this policy by all employees and to abide by Company standards, policies and procedures designed to promote compliance with this policy.

Compliance with the Code

If you have questions about this Code of Ethics, you should seek guidance from the Corporate Governance Committee. If you know of or suspect a violation of this Code of Ethics, you must immediately report that information to the Corporate Governance Committee or the Board of Directors. Under AutoNation's Code of Business Ethics and related policies applicable to all associates, retaliation in response to a good faith report of a suspected violation is prohibited.

Violations of this Code of Ethics may result in disciplinary action, up to and including discharge.

Waivers of the Code

If you would like to seek a waiver of the Code of Ethics you must make full disclosure of your particular circumstances to the Corporate Governance Committee or the Board of Directors. Neither the Corporate Governance Committee nor the Board of Directors intends to grant any waivers to the Code of Ethics. Changes in and waivers of this Code of Ethics will be disclosed as required under applicable law and regulations.

No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Senior Officers in the conduct of AutoNation's business. It is not intended to and does not constitute an employment contract or assurance of continued employment, and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.

ACKNOWLEDGMENT

I have received and read the Code of Ethics for Senior Officers, and I understand its contents. I agree to comply fully with the standards contained in this Code of Ethics and the Company's related policies and procedures. I understand that I have an obligation to report to the Corporate Governance Committee or the Board of Directors any suspected violations of this Code of Ethics.

Printed Name

Signature

Date