



CODE OF BUSINESS CONDUCT AND ETHICS

October 2023

Introduction

This Code of Business Conduct and Ethics is our guide to ethical decision-making. We are committed to uncompromising integrity in all that we do and how we relate to each other and to our customers. Simply complying with the law is not enough. In this respect, the Code reflects the values that define us and the principle that we must strive to avoid any circumstances that may give rise to even an appearance of impropriety. This Code and related memoranda, policies and manuals are available on our website, as well as in our Human Resources Department.

Each of us is personally responsible for making sure that our business decisions and actions comply at all times with the letter and spirit of this Code. Given the pace of changes in our industry, no set of standards should be considered the final word in all circumstances. When you have doubts about the application of a standard or where we have not addressed a situation that presents an ethical issue, you should seek guidance from your immediate supervisor or from the Human Resources Department. For contact information for our corporate office, see the last page of this Code. In addition, each of us has a duty to report behavior on the part of others that appears to violate this Code or any other policy or procedure of the Company.

All supervisory and management personnel have a special responsibility to lead according to the standards in this Code, in both words and actions. Our supervisory and management personnel are also expected to adhere to and promote our “open door” policy. This means that they are available to anyone with ethical concerns, questions, or complaints. We also maintain a confidential “hotline” that you can call in those circumstances, the details of which are set out at the end of this Code. Concerns may also be raised with our “lead” outside director, whose contact details are also set out at the end of this Code. All concerns, questions and complaints will be taken seriously and handled promptly, confidentially and professionally. No retaliation will be taken against any associate for raising any concern, question, or complaint in good faith.

This Code applies to all of our associates, officers, and directors. Anyone who violates them will be subject to prompt disciplinary action, up to and including dismissal.

Open Door Policy

Keep in mind that you are more likely to resolve work-related complaints by speaking directly with the co-workers at issue or by utilizing our Open Door Policy. You may speak with your manager or HR Department and/or call the Hotline at 1-844-969-0109, among other avenues, to voice your concerns.

The Company prohibits retaliating against any associate for reporting a possible deviation from this policy or for cooperating in an investigation and any associate who does so will be subject

to disciplinary action, up to and including termination.

Compliance with Laws, Rules, Regulations and Agreements

It is our policy to be a good “corporate citizen.” Wherever we do business, our associates are required to comply with all applicable laws, rules, and regulations. The standards in this Code must of course be interpreted in light of the law and practices of the locations where we operate, as well as good common sense. Reasons such as “everyone does it” or “it’s not illegal” are unacceptable excuses for violating our Code. Any suspected or actual violation of any applicable law, rule, or regulation, or our contractual undertakings, should be reported immediately to the associate’s immediate supervisor or the Human Resources Department. You are encouraged to utilize this procedure without fear of retaliation.

Conflicts of Interest

A conflict of interest occurs whenever our private interests interfere with the interests of the Company as a whole. Associates, officers, and directors must refrain from entering into relationships that might impair their judgment and impact their ability to perform their job for the Company. Even relationships that give the appearance of a conflict of interest should be avoided. You cannot avoid these standards by acting through someone else, such as a friend or family member.

There are many different ways in which conflicts of interest arise. We have set out below our policies and questions and answers about the most common types of conflict of interest.

Associates, officers, or directors who believe it is not possible to avoid a conflict of interest must bring this to the attention of their immediate supervisor, who should in appropriate circumstances bring it to the attention of the Human Resources Department.

Outside Employment and Directorships

Associates, officers, and members of our Board of Directors may not work for or receive compensation for services from any competitor, automotive manufacturer, lender or supplier without the approval of the Legal Department. In addition, associates may not serve on the board of directors of another company without the advance approval of the Legal Department. The Company encourages charitable board service as part of its commitment to supporting our local communities, however, approval of any board positions for a charitable enterprise or local government board by an associate requires approval of the Human Resources Department or your immediate supervisor. Approval for such position by officers and directors should be sought from the Legal Department. Even where approval is granted, associates, officers, and directors must take appropriate steps to separate Company and non-Company activities. The Human Resources Department will assist you in determining what steps are appropriate.

Investments

Associates and members of our Board of Directors should not have any interests in any competitor, vehicle manufacturer, lender, or supplier where this would influence, or appear to influence, their performance of their job on behalf of the Company without the advance approval of the Legal

Department. However, it is not typically considered a conflict of interest (and therefore prior approval is not required) to have an interest with a total value of no more than one percent (1%) of the outstanding securities of a competitor, vehicle manufacturer, lender or supplier that is listed on a national or international securities exchange. If there is any doubt about how an investment might be perceived, you should discuss it in advance with your immediate supervisor or the Human Resources Department.

Using the Company's Time and Assets for Personal Benefit

You may not perform non-Company work on the Company's time. Also, you are not permitted to use Company assets (including vehicles, service bays, equipment, telephones, materials, resources or proprietary information) for any personal use, unless otherwise specified. If your vehicle is being serviced at the Dealership, in order to obtain a service loaner vehicle, you must have an open repair order, a signed loaner agreement, and written permission from your general manager. This policy will not be interpreted, applied, or enforced to interfere with employees' rights to collectively bargain, engage in concerted activity, or to exercise other rights protected under the National Labor Relations Act.

Loans to Associates

Loans to and guarantees of obligations of associates, officers, and directors incurred for personal reasons can also present conflicts of interest. Such loans are prohibited by law in the case of our directors and executive officers. Any such loans require approval from either the Company's Executive Vice President – Human Resources or General Counsel.

Acceptance of Gifts and Entertainment

The acceptance of gifts and entertainment by associates, officers, and directors, or members of their family, may present a conflict of interest. While associates are permitted to accept gifts of nominal value, such as unsolicited promotional items, they are prohibited from accepting anything that might reasonably be deemed to affect their judgment without the consent of their General Manager, or for corporate employees, department head. In no event shall any associate accept a gift that is accompanied by any express or implied understanding that the recipient is in any way obligated to do something in exchange for the gift. Similarly, any item that might be construed as a bribe or payoff or that would embarrass the Company or individual if disclosed publicly should not be accepted.

Similarly, associates, officers, and directors may accept entertainment, but only insofar as it is reasonable in the context of the business at hand and is in accordance with the procedures and limits set forth above. Associates, officers, and directors are strictly prohibited from soliciting gifts, gratuities, or business courtesies for themselves or for the benefit of any family member or friend. Where a vendor or potential vendor notifies us of a policy or preference to prohibit or limit gifts to the vendor's associates, we will respect the vendor's policy or preference.

Questions and Answers about the Gift Policy

Q: I have been invited by a vendor to travel to a different city with the vendor paying for my hotel, airfare and meals. May I accept the invitation?

A: While it may be acceptable for the vendor to pay for certain meals and/or waive a conference fee, vendor paid travel raises the appearance of a conflict of interest. You should only accept the invitation with the approval of your supervisor as discussed above.

Q: I have been invited to attend the NFL's Super Bowl by a vendor. May I accept?

A: It is generally permissible for you to accept tickets for an event with a nominal value. However, as Super Bowl tickets are valued in excess of \$1,000, you should only accept with the approval of your supervisor as discussed above because it raises the appearance of a conflict of interest.

Family Members and Close Personal Relationships

Our relationships with family members and friends could also create conflicts of interest. Generally, associates, officers, and directors are prohibited from being in the position of supervising, reviewing, or having any influence on the job evaluation or salary of their close relatives or others with whom they are involved in a romantic relationship, absent supervisor approval. Such situations should be reported to your supervisor or human resources contact. While we will explore implementing an alternate reporting or other structure to avoid the appearance of a conflict of interest or favoritism, we reserve the right to take prompt action (including dismissal) if an alternate reporting or other structure is not available.

Associates, officers, and directors who have family members or friends that work for businesses seeking to provide goods or services to the Company may not use their personal influence to affect negotiations. Associates, officers, and directors who have relatives or friends that work for competitors, lenders, vendors or suppliers and, in the relevant context, are responsible for the applicable relationship should notify their immediate supervisor and discuss any difficulties that might arise and appropriate steps to minimize any potential conflict of interest.

Public Service

As noted above, we encourage our associates, officers, and directors to be active in the political and civic life of their communities, including charitable or educational activities. When doing so and making any public communication, you should clarify that your views are yours individually and are not being expressed on behalf of the Company. If you serve your local community, you could have a conflict of interest as to the Company, if the community is engaged in a negotiation with the Company to purchase a vehicle or fleet of vehicles or with respect to some other matter. Before participating in such a situation, you should seek advice from the Legal Department. You may not engage in any type of solicitation or distribution activities not relating to the business of the Company during your work hours and while on Company premises, without the approval of your immediate supervisor.

You may not make any political contribution using Company funds absent Company approval. You must also avoid lobbying activities or even the appearance of lobbying any governmental body or public official as a representative of the Company without the express approval of the Company.

Questions and Answers about Conflicts of Interest

Q: I have developed a friendship with the owner of a collision repair facility which provides services to the dealership and I am considering entering into a partnership with him in a business venture unrelated to the Company. Is this against our policy?

A: Most likely. Even if you are able to keep your personal and financial dealings from affecting your judgment on behalf of the Company, others may perceive that you are biased. You should discuss your plans with your supervisor or the Company before proceeding.

Q: I do a lot of traveling for the Company. Can I use the frequent flyer coupons I receive from airlines for my personal travel plans?

A: Yes, you may use frequent flyer miles for personal travel however, manipulating travel plans in order to receive additional benefits is prohibited. Any additional expense you cause the Company to incur for your benefit amounts to a misappropriation of Company funds.

Q: My spouse owns an advertising business. I'm sure he can provide the Company with valuable product placement. Can he solicit work from us?

A: Your spouse might be able to solicit work from us on a non-exclusive basis, provided that he/she does not use your employment with us to influence the selection process, and you receive approval from your immediate supervisor.

Corporate Opportunities

Associates, officers, and directors are prohibited from taking for themselves, or any other person or organization, opportunities that are discovered through the use of corporate information or position without the consent of the Legal Department. No associate, officer, or director may use corporate property, information or position for improper personal gain. It is not permissible for associates to compete against the Company, either directly or indirectly during their employment. Associates, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Questions and Answers about Corporate Opportunity

Q: A piece of local property that is adjacent to our Company is available for sale. It may be useful to the Company as a parking lot in the future. Can I buy it?

A: Before you purchase the property, you must assure that the Company is not interested in buying that land. You should discuss the purchase with your supervisor, who should contact the Company for approval.

Q: I have an idea to facilitate our processing of loan applications. Can I patent my idea?

A: Likely not. Your work product and innovations likely belong to the Company. Before any action is taken, you should discuss your situation with your supervisor and the Company.

Confidentiality

All associates, directors, and officers have a duty to safeguard trade secrets and confidential and proprietary information about the Company, and its associates, and information that our suppliers and customers have entrusted to us. Generally speaking, confidential and proprietary information is information that has not been disclosed to the general public or that gives our business an advantage over our competitors or could expose us to harm or liability if released prematurely or inappropriately. Common examples include interest rate spread deals with lenders, vehicle allocation from manufacturers, sales levels, as well as financial information, corporate strategy, individual associate data and information about relationships with our customers and manufacturers. Associates, directors, and officers who are unsure about whether information should be treated as confidential or proprietary should consult their supervisor or the Human Resources Department.

As part of the consideration Associates provide to the Company in exchange for your employment and continued employment with the Company, you agree and acknowledge that all customer lists, customer information, trade secrets and confidential and proprietary information developed, created or maintained by you shall remain at all times the sole property of the Company, and that if the Company's customer lists, customer information, trade secrets and confidential and proprietary information were disclosed to a competing business or otherwise used in an unauthorized manner, such disclosure or use would cause immediate and irreparable harm to the Company and would give a competing business an unfair business advantage against the Company.

Associates are strictly prohibited, at all times during their employment with the Company, except with prior written approval, from forwarding from their Company email account to personal email account(s) any emails or documents containing any customer information, customer lists, trade secrets and confidential and proprietary information, as well as from copying transferring or uploading to Associate's personal cloud-based or online storage accounts (such as a personal Dropbox or Google Docs account) any documents containing any customer information, customer lists, trade secrets and confidential and proprietary information. Associates are also strictly prohibited, at all times during their employment with the Company, except with the express or implicit authorization of the Company, and then only for the sole benefit of the Company during

the term of employment, from removing from the premises of the Company any physical item or document, or any written, electronic or recorded copy of any physical item or document, containing or embodying any customer lists, customer information, trade secrets and confidential and proprietary information, including without limitations the same in electronic or digital form.

Associates, directors, and officers must remain conscious at all times of their duty to protect confidential and proprietary information. For example, the Company's confidential or proprietary information should never be discussed in public places such as elevators, airplanes, restaurants, on the internet, blogs, or social media, such as a Facebook page, or any other internet networking site. Never disclose the Company's confidential or proprietary information to third parties without the express consent of the Legal Department, unless otherwise legally required. Associates shall not leave any of the Company's customer information, customer lists, trade secrets and confidential and proprietary information unattended in any area, whether on or off the Company's premises, where leaving such information unattended creates a risk that the information may be accessed or acquired by any individual who is not authorized to view such information.

Furthermore, all customer information, customer lists, records, files, plans, documents, and the like relating to the business of the Company you prepare, use, or come in contact with shall be and shall remain the sole property of the Company and shall not be copied without written permission of the Company and shall be returned to the Company on termination of your employment, regardless of whether requested by the Company to do so at the time of your termination, or at the Company's request at any time. The duty to preserve the Company's confidential and proprietary information is not limited to an associate's period of employment, but continues even after the associate has left the Company. Information regarding you or your co-workers wages or working conditions are not considered "confidential" or "proprietary" within the meaning of this policy. Therefore, this policy should not be interpreted to restrict associates from engaging in such dialogue.

Nothing in this Code of Conduct is intended to discourage you from reporting any theft of trade secrets to the appropriate government official pursuant to the Defend Trade Secrets Act of 2016 ("DTSA") or other applicable state or federal law. Additionally, under the DTSA, a trade secret may be disclosed to report a suspected violation of law and/or in an anti-retaliation lawsuit under certain narrow circumstances. Nothing in this Code of Conduct shall limit, curtail or diminish the Company's statutory rights under the DTSA, any applicable state law regarding trade secrets or common law.

Questions and Answers about Confidential and Proprietary Information

Q: How can I tell if information is proprietary or confidential if it isn't marked?

A: There is no hard and fast rule with respect to information that is not marked confidential or proprietary. However, if you are not certain whether information has been made available to the public, you should presume it is confidential if: (1) it is used in conducting our business; (2) it grants a competitive advantage over those who do not possess it; or (3) it is distributed on a strictly internal basis within the Company.

Securities Laws and Insider Trading

In the course of their duties, associates, officers, and directors may be exposed to information about the Company or other companies that is not available to the general public. The use of such nonpublic or “inside” information for securities trading purposes is strictly forbidden, whether by the associate, officer, or director or any of his or her family members or any other person to whom the associate, officer, or director may have communicated the information. Such is unethical, illegal, and could expose the individual to civil and criminal penalties.

U.S. law prohibits anyone who possesses material non-public information about a Company to trade its stock or other securities. “Material” information is usually defined as any information that might influence a reasonable investor to buy, sell, or hold stock. Common examples include financial results, financial forecasts, information with respect to any significant cybersecurity or data breach incident and possible mergers, acquisitions or divestitures. U.S. law also prohibits anyone who possesses material non-public information from using it to tip anyone else who might trade on it.

Violation of the law may result in civil and criminal penalties, including fines or jail sentences. Corporate office associates, regional management, and general managers are prohibited from ever trading Company securities, absent pre-approval. Other associates may trade in Company securities without pre-approval, but only if not in possession of material non-public information. Associates should review our Securities Trading Policy and, if questions persist, consult the Human Resources Department before trading. Any associate who engages in insider trading will be subject to immediate termination.

Questions and Answers about Insider Trading

Q: When I began work, I received a stock award. Does our insider trading policy limit when I sell this stock?

A: Yes. Our securities trading policy restricts your sale of the stock if you are aware of material inside information. Also, if you are a corporate office associate, regional management associate, or a general manager, you are subject to the black-out periods and pre-approval requirements of our management insider trading policy. Further information regarding that policy can be found on our browser under “Corporate Services/Legal.”

Q: I told my sister-in-law about a significant acquisition of a large Company chain that we are planning to complete. Now she would like to buy our stock. Our insider trading policy doesn’t apply to her, does it?

A: Telling your sister-in-law about the acquisition violates our confidentiality policy. In addition, a friend or relative who trades on inside information you acquired at work will be subject to the same penalties as you would be if you traded on it. You are subject to termination for revealing the information.

Privacy

In our increasingly information-based society, individual consumer information must be adequately protected. We are committed to protecting personal information that we collect from our customers. Each associate must take care to protect sensitive personal information from inappropriate or unauthorized use or disclosure, and the Company has implemented fair and responsible privacy and information protection procedures. All associates are expected to be familiar with the privacy procedures and to adequately protect consumer information. Consumer information should not be removed from the Company at any time. Any loss of consumer personal information should be immediately reported to your General Manager and privacy officer.

Our Associates

We recognize that our associates are our most valuable resource. We value the contributions that each associate makes and are committed to treating every associate with respect. This includes preserving the confidentiality of associate records, refraining from unwarranted intrusions into associates' privacy, and supporting associates' aspirations in the workplace to the greatest extent possible.

Our Customers, Manufacturers, Suppliers, and Lenders

The Company is committed to dealing fairly and honestly with its customers, manufacturers, suppliers, competitors, lenders, and associates. We offer reasonable, competitive new and pre-owned vehicle pricing; comprehensive care and protection plans; ancillary products relating to the sale, purchase, service, and maintenance of new and pre-owned vehicles; and courteous forthright service. Our goal is to satisfy our customers' expectations 100% of the time. Associates, officers, and directors should gain the respect and loyalty of our customers with honesty, fairness, and friendly, courteous, forthright service. Each of us must deal with our customers, lenders, manufacturers and other suppliers with honesty and integrity.

To that end, no associate, officer, or director may engage in any illegal, dishonest, or unethical conduct. Our policy prohibits you from making any misrepresentation to a lender, customer, or anyone else. Forgery, false or misleading statements of any kind, failure to make full and complete disclosure of the components of a transaction, including components of qualified payment, and unfair or inequitable treatment of anyone is strictly prohibited.

Advertising

The Company is committed to providing consumers with accurate, fair, and lawful information that is intended to help them make informed buying decisions. Associates are expected to make only those promises the Company is able to fulfill and run advertisements that are consistent with these values and comply with applicable law.

Finance Services

Associates in the sales and finance and insurance areas must act in accordance with our Code of Ethics and Responsibilities for Sales and Financial Personnel. This code requires associates to conduct themselves with honesty and integrity, treat our customers fairly and on a non-discriminatory basis and assure all financial products are accurately represented to the customer. It also requires full disclosure to the customer of vehicle purchase terms and a vehicle's sale condition.

Our Competitors

It is our policy to compete solely on the merits of our products and services. Accordingly, false or misleading statements or innuendo about our competitors, their products, or their services will not be tolerated. All comparisons of our products or services with those of our competitors must be accurate and factually supported.

Associates, officers, and directors are forbidden from using any illegal or unethical methods to gather competitive information. This includes stealing proprietary information or trade secret information or attempting to induce disclosure of such information by past or present associates of other companies through misrepresentation or other means. Anyone with any concern about the legality of information they possess or the means by which it was gathered should consult with the Legal Department. We should treat information about our competitors with sensitivity and discretion. This information should be made available only in the proper context and to associates with a legitimate need to know.

Competition Restrictions

We are subject to laws that govern the ways in which we may compete (sometimes known as “competition” or “antitrust” laws). Under these laws, we may not enter into formal or informal agreements with other companies or individuals or engage in certain other activities that unreasonably restrict competition. Illegal practices include price fixing, allocating customers or territories or unlawfully abusing a dominant market position.

In contacts with competitors, associates, officers, and directors are generally prohibited from discussing competitively sensitive information, such as pricing policies, contract terms, costs (including labor costs such as wage rates and benefits), inventories, marketing and product plans, market surveys and other proprietary or confidential information. Such discussions or any collaboration with competitors about competitively sensitive matters can be illegal. While discussions of some sensitive information may, under certain circumstances, be permissible, no such discussions with competitors should take place without prior approval of the Legal Department. Associates, officers, and directors are required to report promptly to the Company any instance in which a competitor has raised any of these topics or otherwise suggested collaboration with respect to any of them.

Protection and Proper Use of Company Assets

Our success requires a commitment on the part of all of its associates to the proper allocation and use of our assets. For these purposes, our assets include equipment, supplies, tools, all vehicle parts and other inventories, lifts, computer systems and equipment, vehicles, records or reports, as well as Company funds in any form. We have a duty to protect our assets from loss, damage, misuse, theft, or sabotage. Any suspected incident of fraud or theft should be immediately reported for investigation. Our assets are to be used for business purposes only, though incidental personal use may be permitted. Management must approve any use of Company assets or services that is not solely for our benefit.

Accurate Books and Records

Our books and records must accurately and fairly represent transactions and dispositions of our assets in reasonable detail. In all of our operations, it is a violation of our policy, and possibly illegal, for any associate to cause our books and records to be inaccurate in any way. Associates must never create or participate in the creation of records that are misleading or artificial. Associates are expected to cooperate fully with our internal and independent auditors. In particular, the following requirements must be strictly respected by all associates. Our books and records must be true and complete. False, misleading, or omitted entries are strictly prohibited, and we will not condone any undisclosed liabilities or unrecorded bank accounts or assets established for any purpose.

Accounting Complaints

Our policy is to comply with all financial reporting and accounting regulations. If you have concerns or complaints regarding questionable accounting or auditing matters, you should submit those concerns or complaints to the local finance staff or our Human Resources Department. To encourage you to submit your concern or complaint, we have established a procedure for confidential and anonymous submission. You may submit your complaint (confidentially and anonymously) through our hotline, the details of which are provided at the end of this Code. You are also encouraged to contact our lead independent director or outside auditors, the contact details for whom are also included at the end of this Policy. We will not permit (and the law will not allow) retaliation of any kind against good faith reports or complaints or violations of this Code or other illegal or unethical conduct.

Proper Payments and Controls

No associate, officer, or director may authorize payment of Company funds knowing that any part of the payment will be used for any purpose other than the purpose described in the documents supporting the payment. Administrative and accounting controls must be implemented to provide reasonable assurance that we are in compliance with the above requirements and that financial and other reports are accurately and reliably prepared, and fully and fairly disclose all required or otherwise material information.

Complete, Accurate, and Timely Disclosure

Because our Company is a public company, we may be obligated to make various disclosures to the public. The Company is committed to full compliance with all requirements applicable to public disclosures. Penske Automotive Group, Inc. has implemented disclosure controls and procedures to assure that its public disclosures are timely, compliant full, fair, accurate, and understandable. All associates, officers, and directors responsible for the preparation of public disclosures have a responsibility to assure that such disclosures and information are complete, accurate, and in compliance with disclosure controls and procedures.

Discrimination or Harassment

We are committed to providing a work environment that is free from any form of discrimination on the basis of race, color, creed, religion, sex (including breast feeding and related medical conditions), pregnancy, sexual orientation, gender identity and expression, marital status, national origin, ancestry, citizenship status, uniform service member and veteran status, age, genetic information, protected medical condition, disability, or any other protected status in accordance with all applicable federal, state, and local laws. It is our policy to provide equal opportunity to all

associates with regard to hiring, pay rates, training and development, promotions and other terms of employment. Employment decisions will comply with all applicable employment laws.

We will not tolerate harassment, including sexual harassment, in any form. This includes verbal or physical conduct that demeans or threatens any employee, officer or director, creates a hostile work environment, unreasonably interferes with an individual's work performance or otherwise adversely affects an individual's employment. Examples of improper conduct include telling jokes concerning a particular group, viewing websites that may offend a member of a particular group and unwelcome sexual advances.

Any person who takes any action whatsoever in retaliation against any employee who has in good faith raised any question or concern regarding discrimination or harassment will be subject to serious sanctions, which may include dismissal for cause.

Environment, Health, and Safety

We strive to conduct our business to avoid adverse impact and injury to the environment and local community. Associates shall comply with all environmental laws and endeavor to avoid the improper disposal of any improper substances. Any spill or improper disposal of toxic materials shall be immediately reported to the Legal Department. We strive to provide our associates with a safe and healthy work environment. We are all responsible for helping to achieve this goal by following safety and health rules. Associates must learn the safety procedures applicable to their jobs and abide by them.

Drug and Alcohol Use

While on Company premises and while conducting business off Company premises, no associate may use, possess, or be under the influence of alcohol, marijuana or illegal drugs, except for the responsible use of alcohol as part of a Company approved social occasion. The legal use of prescribed drugs is permitted on the job only if it does not impair an associate's ability to perform the essential functions of the job effectively and in a safe manner, and does not endanger other individuals in the workplace.

Bribery and Payments to Government Personnel

Our Company strictly prohibits bribes, kickbacks, or any other form of improper payment, direct or indirect, to any representative of a government, labor union, customer, or supplier in order to obtain a contract, some other commercial benefit, or government action. We should also make all reasonable efforts to prevent bribes being paid by those who perform services for, or on behalf of, the Company. The Company further prohibits any associate from accepting such payments from anyone. See above under "Gifts and Entertainment" for additional guidance. Wherever there is any doubt whether any transaction could be considered a bribe, associates are expected to consult their manager or the Legal Department for guidance before proceeding. Any such transaction must be completely transparent.

In addition, practices that are considered acceptable in the commercial business environment, such as providing meals, transportation, entertainment or other things of value, may violate certain local, state, federal, or foreign laws when we are dealing with governmental agents. Associates, officers, and directors must not give anything of value to governmental agents if this could be interpreted

as an attempt to curry favor on behalf of the Company. Consult the Legal Department if there is any uncertainty about permitted interactions with governmental agents.

The U.S. Foreign Corrupt Practices Act generally prohibits giving money or anything of value to foreign government officials, foreign political parties or candidates for foreign political office for the purpose of influencing a foreign government. This includes making any payments through intermediaries, such as sales representative or consultants. Before making any payment or giving anything of value to a foreign official, associates, officers, and directors should consult with the Human Resources Department.

Questions and Answers about Bribery and Payments to Government Personnel

Q: I am working with a contractor to build a Company and she has suggested if we pay an additional \$250 to the local licensing authority, she can pull permits faster. Should I make a payment?

A: If the payment is a permissible fee for expedited service, the answer would likely be yes. If it wasn't a payment option available generally to all applicants, likely no. You are welcome to contact the Human Resources Department for further guidance.

Q: I am negotiating with a supplier who has suggested if we sell him a new car "at cost," he will give us a favorable contract with his Company. Is that OK?

A: Likely not. The supplier is looking for a personal benefit that could be construed as a bribe.

Q: My team and I have been working on getting approval to build a new Company in a country other than the United States. A government official recently asked us if we would make a contribution to her favorite charity. How should we deal with her request?

A: Before taking any action, you should consult with the Human Resources Department. The donation could be construed as an attempt to gain the official's favor, in which case it would be a violation of Company policy.

Waivers of this Code

Any request for a waiver of any standard in this Code may be granted only by a dealership General Manager or, for corporate employees, your department head and must be notified in advance to the Legal Department. Waivers involving any of our executive officers or directors may be made only with the approval of our Board of Directors, and all waivers granted to executive officers and directors will be disclosed to our shareholders. We generally will not grant such waivers and will do so only when good cause is shown.

Government Investigations

The Company will cooperate fully with any governmental investigation. If you have any reason to suspect a governmental investigation is pending, you should contact the Human Resources

Department immediately. The Company may not always be able to protect both its own interests and those of an associate, officer, or director. In that case, the associate, officer, or director may need his or her own legal counsel.

Audits, Investigations, and Disciplinary Action

We will conduct periodic audits of compliance with this Code. Allegations of potential wrongdoing will be investigated by the proper corporate or departmental personnel and will be reported to the relevant authorities. Knowingly false accusations of misconduct may be subject to disciplinary action. All associates are required to cooperate fully with any internal or external investigation.

Any investigation and related documentation remains subject to our Confidentiality Policy.

Appropriate disciplinary penalties for violations of this Code may include counseling, reprimands, warnings, suspensions with or without pay, demotions, salary reductions, dismissals, and restitution. Disciplinary action may also extend to a violator's supervisor insofar as we determine that the violation involved the participation of the supervisor or reflected the supervisor's lack of diligence in ensuring compliance with this Code. Any person who takes any action whatsoever in retaliation against any associate, officer or director who has in good faith raised any question or concern about compliance with this Code, or has participated in any internal or external investigation, will be subject to serious sanctions, which may include dismissal for cause.

You are reminded that our document retention policies strictly prohibit the destruction or alteration of documentation undertaken with the intent to obstruct any pending or threatened investigation or proceeding of any nature or in contemplation of proceeding.

Where to Turn for Advice: Reporting Illegal or Unethical Behavior

You should report violations of laws, rules, regulations, or this Code to supervisors or other appropriate personnel. Associates who have questions about this Code of Business Conduct and Ethics should first turn to their immediate supervisors. Our "open door" policy gives you the freedom to approach any member of management with ethical questions or concerns without fear of retaliation. We have also established a confidential telephone hotline for any concerns you are uncomfortable sharing with local management. All associate communications made in good faith will be treated promptly and professionally and without risk of retribution.

You may access our hotline as follows:

1-844-969-0109

You may contact the legal department as follows:

Shane M. Spradlin
Penske Automotive Group, Inc.
2555 Telegraph Rd
Bloomfield Hills, MI 48302-0954
(248) 648-2500

You may contact our outside Auditors as follows:

Deloitte, LLP
Suite 3900
200 Renaissance Center
Detroit, MI 48243-1895
Attn: Auditor – Penske Automotive Group, Inc.

You may contact our lead independent director by writing to us, c/o Corporate Secretary and General Counsel, 2555 Telegraph Road, Bloomfield Hills, MI 48302.

Acknowledgement

I acknowledge that I have received, read and understood our Code of Business Conduct and Ethics and that my conduct must at all times comply with the standards and policies set out in the Code, as well as any other legal or compliance policies or procedures of the Company.

Employee: _____

Employment Location: _____

Date: _____